Motus

Integrated report

for the year ended 30 June 2024

Reporting suite

2024 Motus integrated report

Online as PDF

This report

Provides a holistic and concise evaluation of the Group's ability to create and preserve value and guard against value erosion over time. The report aims to provide a balanced and transparent overview of management strategies, risks and opportunities, and financial, operational and sustainability performance against our strategic priorities and material matters. It is relevant to all stakeholders, particularly long-term investors.

Preparation and frameworks

Key reporting frameworks considered and/or applied:

- The Listings Requirements of the JSE Limited (JSE Listings Requirements).
- The South African Companies Act 71 of 2008, as amended (Companies Act).
- King Report on Corporate Governance for South Africa™ (2016)* (King IV).
- The International Financial Reporting Standards (IFRS®) Foundation's International <IR> Framework (2021).
- United Nations Sustainable Development Goals (UN SDGs).

Assurance

Certain financial information contained within the summarised financial information has been extracted from the audited consolidated and separate financial statements which were audited by the external auditors (the extract itself is not audited). Reasonable assurance is also provided via an independent auditor's report on pro forma financial information (page 199), labelled as such in the segment performance overview section of this integrated report (page 104).

2024 Motus environmental, social and governance report and annexures

Online as PDF

Provides an in-depth assessment of the Group's environmental, social and governance (ESG) performance for the year, including the letter from the Chairman of the Social, Ethics and Sustainability (SES) Committee. It is relevant to shareholders, investors, analysts, regulators and broader society.

Preparation and frameworks

Key reporting frameworks considered and/or applied:

- King IV.
- JSE Sustainability Disclosure Guidance.
- UN SDGs.
- Task Force on Climate-related Financial Disclosures (TCFD).
- United Nations Global Compact.

Assurance

Independent limited assurance is provided on select non-financial information contained within the report.

Audited consolidated and separate annual financial statements

Online as PDF

Sets out the audited consolidated and separate annual financial statements for the year ended 30 June 2024, including the report of the Audit and Risk Committee (ARC).

Preparation and frameworks

Prepared in accordance with:

- IFRS Accounting Standards and its interpretations adopted by the International Accounting Standards Board (IASB).
- The Financial Reporting Guides issued by the Accounting Practices Committee of the South African Institute of Chartered Accountants (SAICA).
- Financial Reporting Pronouncements issued by the Financial Reporting Standards Council (FRSC).
- Companies Act.
- JSE Listings Requirements.

Assurance

Assurance is provided on the fair presentation of the consolidated and separate annual financial statements in accordance with IFRS Accounting Standards and the requirements of the Companies Act.

Shareholders report and notice of 2024 annual general meeting

Online as PDF

Provides detailed disclosure on Motus' approach to corporate governance, its full remuneration policy and implementation report, an invitation to shareholders to attend Motus' 2024 annual general meeting (AGM), the notice of AGM, extracts of the summarised financial information, and an analysis of shareholding.

Preparation and frameworks

Prepared in accordance with:

- King IV.
- Companies Act.
- JSE Listings Requirements.
- IFRS Accounting Standards.

Key company information

Motus Holdings Limited

Incorporated in the Republic of South Africa

Registration number: 2017/451730/06

ISIN: ZAE000261913

JSE Main Board: Specialty retailers

Listing date: 22 November 2018

Share code: MTH
(Motus or the Group)

Navigating our reporting suite

The following icons refer readers to information elsewhere in this report or to other reports online.

Information in this report.

Information online (corporate website).

Information in our suite of reports.

This report is an interactive PDF. It is best viewed in Adobe Acrobat for desktop, mobile or tablet.

Icons to navigate in this report are located at the top right-hand side of each page and within the report.

Home to contents | Print

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Detailed online information

Stakeholders can access the Group's interim and annual financial results announcements and presentations at **https://www.motus.co.za/investors/** or scan the QR code above to be taken there directly.

* *King IV Report on Corporate Governance for South Africa, also known as King IV. Copyright and trademarks are owned by the Institute of Directors in South Africa NPC and all of its rights are reserved.*

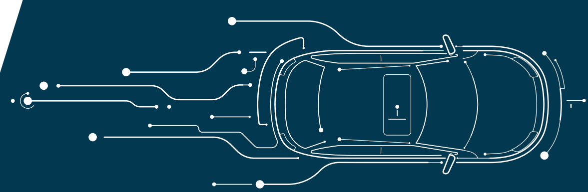
Feedback

We value feedback from our stakeholders and use it to ensure that we are reporting appropriately on the issues that are most relevant to them. Please take the time to give us your feedback on this report.

Email: **MotusIR@motus.co.za**

Note: for security purposes, signatures are not included in our reporting suite.

Contents



www.motus.co.za

About this report

The Motus integrated report provides a holistic assessment of the Group's performance, its ability to create and preserve stakeholder value, and mitigate value erosion. It aims to provide all stakeholders with balanced, transparent and comprehensive reporting by providing an assessment of how strategy is managed, the risks and opportunities faced by Motus, and our approach to good governance practices. It also provides details on the Group's financial, operational and sustainability performance, and the material matters that may affect value creation over time.

The report is primarily aimed at providers of financial capital, but will be of interest to other stakeholders, including our employees, customers, original equipment manufacturers (OEMs) and suppliers.

Scope and boundary

Informing our thinking

- Automotive industry page 54
- Material matters page 85
- Risks and opportunities page 73

Directing our strategy

- Strategic priorities page 90
- How ESG supports the Group's strategy page 99
- Integrated business model page 63

Stakeholder interactions

Our key stakeholders are those individuals, groups or entities who impact and influence – and are impacted and influenced by – our activities and operations.

page 67

Business relationships	Human capital relationships	Financial capital relationships	Regulatory relationships	Social relationships
Customers, OEMs and suppliers, business partners, business forums and industry bodies	Employees, organised labour	Shareholders, investment community, financial institutions	Government departments, regulators	Civil society, communities, media

Integrated reporting framework

Capitals applied in the creation, preservation or erosion of value

- Financial capital
- Human capital
- Social and relationship capital
- Intellectual capital
- Manufactured capital
- Natural capital

Sustainable framework

Capitals impacted by our business activities and operations

- Human capital
- Social and relationship capital
- Intellectual capital
- Natural capital

The 2024 integrated report covers the businesses over which the Group has operational control for the period 1 July 2023 to 30 June 2024, including subsidiaries, joint ventures and associates. The report also includes material information up to board approval on 27 September 2024.

Time horizons

Certain statements in this report are forward-looking and, by their nature, are inherently predictive and speculative. They involve risk and uncertainty as they are dependent on future events and circumstances which may impact our performance and expectations in unanticipated ways.

Disclaimer on forward-looking statements: page 204.

The Group considers the following time horizons in its strategic planning and operations:

Short term
Within one to two years

Medium term
Three to five years

Long term
Five years and beyond

Materiality determination

The Group applies a double materiality lens to determine the matters for disclosure across our reporting suite. A broad, thematic overview of these factors is presented on page 5, with a detailed account of our materiality determination process and resulting matters provided on page 85.

Our double materiality lens

Financial materiality

- Factors (including relevant ESG risks and opportunities) impacting our performance over the short, medium, and longer term.
- Primary focus: short-, medium- and long-term value creation.

Covered primarily in our integrated report and annual financial statements online.

Additional information can be found in our shareholder report online.

Outside in

Impact materiality

- How our activities and operations impact our operating environment, including people, communities, and the natural environment.
- Primary focus: long-term sustainability.

Covered primarily in our ESG report online.

Additional information can be found in our shareholder report online.

Inside out

We consider material matters to be dynamic and update them annually to reflect changes in the evolving context in which we operate. The matters for 2024 are largely similar to those reported for 2023, with changes made to reflect the current state of the automotive industry and the key geographies in which we operate, the need to maintain our competitiveness, and the continued maturation of our innovation and digitisation capabilities and strategy.

For 2024, we have shifted terminology and now refer to our material matters, rather than our material priorities. This is to better reflect their transition from a list of objectives to a set of matters that provides a consolidated view of the Group's value drivers.

Reporting structure

The structure of the report is regularly benchmarked to current best practice and streamlined to enhance clarity. Key changes to this year's report include providing governance and remuneration summaries, with the full reports moving to the shareholder report. A dedicated section that focuses on Motus' value story at an integrated and organisation-wide level has also been introduced.

We acknowledge the importance of understanding the recent changes to global sustainability reporting, and how this will allow us to better meet the information needs of our stakeholders. Closer alignment with the International Sustainability Standards Board's sustainability-related (IFRS S1) and climate change-related (IFRS S2) standards for capital markets will be a key objective for the Group's reporting suite going forward, and will require changes to our internal reporting processes in our pursuit of a sustainable and resilient business.

Definitions of acronyms used in this report can be found in the glossary: page 201.

About this report (continued)

Navigating this report

Throughout the report, we use the following icons to indicate the relevant elements of our business model and strategy.

Capitals applied

- Financial capital
- Human capital
- Social and relationship capital
- Intellectual capital
- Manufactured capital
- Natural capital

Business segments

- Import and Distribution
- Retail and Rental
- Mobility Solutions
- Aftermarket Parts

Revenue streams

- New motor vehicle sales
- Pre-owned motor vehicle sales
- Parts and other goods sales
- Vehicle workshops, maintenance, service and warranty
- Motor vehicle rental
- Fees from vehicles, parts, and services sold

Our strategy

- Enhance financial performance and value creation
- Drive innovation
- Improve technology solutions
- Invest in human capital and ESG initiatives
- Maintain market leadership

Our stakeholder relationships

- Business relationships
- Human capital relationships
- Financial capital relationships
- Regulatory relationships
- Social relationships

Our material matters

- Effective and strategically aligned growth opportunities
- Securing market presence in an increasingly competitive environment
- Digitisation, research and innovation
- Regulatory compliance, cybersecurity and IT
- A challenging economic environment in key geographies
- Our ESG impacts, responsibilities and related stakeholder interests

Our top risks

1. Currency volatility
2. Supply chain management
3. Economic and socio-political changes
4. Capital management
5. Technology and innovation
6. Regulatory compliance
7. Succession and talent management
8. B-BBEE status of SA-based operations[1]
9. Reputation and brand position
10. Climate change

[1] *B-BBEE: Broad-based black economic empowerment.*
SA: South Africa.

Connectivity in this report

Our material matters inform our reporting and provide a consolidated view of the Group's value drivers. They incorporate the structural shifts and cyclical trends in our markets, the legitimate needs and concerns of our key stakeholders (page 67), and our top risks and opportunities (page 73). These matters are plotted against our themes of responsibility, relevance and growth, and resilience, contextualising the role they play in our value story, and connecting the elements of our report. Here, we use them as a navigation device to direct readers to key areas of our report that address our material matters.

Responsibility | Relevance and growth | Resilience

1 Effective and strategically aligned growth opportunities

Key strategic initiatives

Related risks

1 3 4 5 8 9 10

Key stakeholder relationships impacted

Read about our response

- Chief Executive Officer's review: page 32.
- Innovation and digitisation review: page 40.
- Chief Financial Officer's review: page 46.
- Segment performance reviews: page 104.

Responsibility | Relevance and growth | Resilience

2 Securing market presence in an increasingly competitive environment

Key strategic initiatives

Related risks

1 2 3 4 5 6 8 9 10

Key stakeholder relationships impacted

Read about our response

- Chief Executive Officer's review: page 32.
- Innovation and digitisation review: page 40.
- Chief Financial Officer's review: page 46.
- Segment performance reviews: page 104.

which are critically enabled and supported by

Responsibility | Relevance and growth | Resilience

3 Digitisation, research and innovation

Key strategic initiatives

Related risks

2 3 5 6 10

Key stakeholder relationships impacted

Read about our response

- Chief Executive Officer's review: page 32.
- Innovation and digitisation review: page 40.
- Segment performance reviews: page 104.
- ESG report online.

Responsibility | Relevance and growth | Resilience

4 Regulatory compliance, cybersecurity and IT

Key strategic initiatives

Related risks

5 6 8 9

Key stakeholder relationships impacted

Read about our response

- Innovation and digitisation review: page 40.
- Governance review: page 165.
- ESG report online.
- Shareholder report online.

to deliver growth and deepen resilience

Our growth and resilience are supported by key factors in the external environment and our ability to responsibly manage our ESG-related impacts and stakeholder relationships

Responsibility | Relevance and growth | Resilience

5 A challenging economic environment in key geographies

Key strategic initiatives

Related risks

1 2 3 6 7

Key stakeholder relationships impacted

Read about our response

- Integrated business model across the automotive value chain: page 14.
- Automotive industry: page 54.
- How Motus creates value: page 63.
- Segment performance reviews: page 104.
- ESG report online.

Responsibility | Relevance and growth | Resilience

6 Our ESG impacts, responsibilities and related stakeholder interests

Key strategic initiatives

Related risks

3 5 6 7 8 9 10

Key stakeholder relationships impacted

Read about our response

- Chairman's welcome: page 28.
- Chief Executive Officer's review: page 32.
- Environmental and social review: page 146.
- Governance review: page 165.
- Remuneration review: page 173.
- ESG report online.
- Shareholder report online.

For a detailed account of our material matters and materiality process: page 85.

Assurance

Financial information is extracted from the audited consolidated and separate annual financial statements for the year ended 30 June 2024 (available online). The audited consolidated and separate annual financial statements have been prepared in accordance with IFRS and its interpretations adopted by the IASB in issue and effective for the Group at 30 June 2024, the SAICA Financial Reporting Guides as issued by the Accounting Practices Committee, Financial Reporting Pronouncements as issued by the FRSC, the Companies Act and the JSE Listings Requirements. The Group's external assurance providers, PwC Inc, have issued an unmodified audit opinion on the audited consolidated and separate annual financial statements.

Assurance has also been provided on selected non-financial information by Deloitte & Touche, and their independent limited assurance report is included from: page 196.

Pro forma financial information

The integrated report contains certain pro forma financial information to provide a more meaningful assessment of the Group's performance for the year under review.

The directors of Motus are responsible for compiling the pro forma financial information on the basis applicable to the criteria as detailed in paragraphs 8.15 to 8.34 of the JSE Listings Requirements and the SAICA Guide on Pro Forma Financial Information, revised and issued in September 2014 (applicable criteria). The pro forma information has been prepared for illustrative purposes only and, because of its nature, may not fairly present the Group's financial position, results of operations and cash flows. The underlying information used in the preparation of the pro forma financial information has been prepared using the accounting policies in place for the year ended 30 June 2024.

Reasonable assurance on the compilation of pro forma financial information has been provided by PwC Inc. and their report thereon is included from: page 199.

Preparation and presentation of this report

The board of directors of Motus (the board) acknowledges its responsibility to ensure the integrity of the 2024 integrated report. The ARC, together with executive management, are responsible for the preparation and presentation of the report, and are directly involved in reviewing and approving the report. Information is drawn from discussions with leadership as well as reports, strategy documents and presentations to the board and Executive Committee (ExCo). The ARC reviewed the report and recommended it to the board for approval.

In the board's opinion, the report addresses all material matters impacting the Group's ability to create value over time and provides a balanced and appropriate view of the strategies and performance of Motus. The board is satisfied that the integrated report has been prepared in accordance with the guidelines of the International <IR> Framework (2021), and that the Group has complied with and operates in conformity with the provisions of the Companies Act, the Group's Memorandum of Incorporation (MOI) and any other applicable laws relating to its incorporation.

On behalf of the board

JJ Njeke Chairman	**Osman Arbee** Chief Executive Officer

27 September 2024


KYB
KYB GAS SHOCK ABSORBER
Excel-G
Gabriel
MONROE

Value creation at Motus


HYUNDAI

What makes Motus unique

Motus is a multi-national provider of automotive mobility solutions, delivering 76 years of steady growth and reliable value creation. Our leading market presence and unrivalled scale in SA are enhanced by international offerings in selected markets. Diversification, internationalisation, and innovation have been the Group's bedrock for sustainable growth since separately listing on the JSE in November 2018, following its unbundling from Imperial Holdings Limited (Imperial).

Diversification

Our diversified operations and fully integrated business model mean that we operate across multiple aspects of the automotive value chain, generating income from multiple revenue streams. This includes new vehicle sales, pre-owned vehicle sales, parts and services in dealerships, vehicle rental, and selling aftermarket parts and accessories and value-added products and services (VAPS) to our customers.

With unrivalled scale and scope in SA, the Group offers a differentiated value proposition to OEMs, suppliers, customers and business partners, providing multiple customer touchpoints that support resilience and meet customers' mobility needs across the entire vehicle ownership cycle (page 14).

Internationalisation

Driven by our selective acquisition strategy, the International business is growing strongly. Internationalisation provides the Group with the dual functions of diversifying our income streams and extending our market access. This has laid the foundation for sustainable growth while defending against value erosion created by cyclicality and/or volatility in any single market.

Innovation

As a core enabler of our strategy, innovation is deeply embedded in our culture and our approach ensures that we create growth today while securing our relevance into the future. Our vast and comprehensive datasets – developed over decades – mean that we are uniquely positioned to respond to our businesses', customers', and markets' dynamic needs, creating products, services and solutions in the automotive industry that are designed to benefit both the Group and our customers.

Our vision

- We will improve people's lives by envisioning, innovating and creating new access to leading-edge mobility solutions.
- We will rely on strong relationships with suppliers, principals and service providers to offer comprehensive solutions at competitive prices in the geographical areas where we operate.
- We will deliver an employee value proposition (EVP) that attracts and retains talent, and positions Motus as an employer of choice in the automotive industry.
- We will ensure sustainable value creation for all stakeholders, including suppliers and business partners.

Our mission

- We provide value for customers and build market share through relevant and innovative products, and exceptional service at competitive prices.
- We deliver returns to shareholders through innovative-driven growth and portfolio optimisation that allows us to increase our participation in all aspects of the automotive value chain to enhance our earnings while proactively managing risk and capital allocation.
- We drive a diverse, fair and inclusive working environment and provide development opportunities to ensure our teams are highly competent and experienced to deliver our strategic priorities.

Our values

- We are fair, accountable, driven and ensure that we operate in an environmentally friendly and responsible manner.
- We comply with rules and regulations, operate at the highest levels of integrity and ethics, and ensure we have non-discriminatory business practices.

Our purpose:
Mobility for Good

Our integrated business

Our four business segments extend across the automotive value chain, working together to comprehensively address customers' mobility needs.

A diversified business serving the automotive sector

Import and Distribution

15%	15%	13	4,0%
of Group revenue	of Group EBITDA	of Group operating profit	Operating margin

Operates in SA and neighbouring countries

- **Importer and distributor of passenger vehicles, light commercial vehicles (LCVs) and parts** to serve a network of dealerships, vehicle rental companies, fleets and government institutions in Southern Africa.
- **Exclusive South African importer** of Hyundai, Renault, Kia and Mitsubishi.
- **Exclusive distribution rights** for Hyundai in five, Renault and Kia in four and Mitsubishi in nine African countries.
- **Exclusive distribution rights for Nissan** in four **and Haval** in two East African countries.
- **~17,8%** passenger only vehicle market share in SA.
- **Vehicle parc >550 000** vehicles.

Retail and Rental

72%	49%	44%	2,8%
of Group revenue	of Group EBITDA	of Group operating profit	Operating margin

Operates in SA, the UK and Australia

- **Retailer of new and pre-owned passenger and commercial vehicles** across all segments in SA and the UK, and passenger vehicles in Australia.
- **Selling of parts and accessories.**
- **Servicing and maintenance** of vehicles.
- **Rental of passenger vehicles and LCVs** in Southern Africa.
- **Agents and on sellers of VAPS and vehicle finance** for Mobility Solutions and other third-party product providers.

SA

- Represent **24** OEMs and **34** brands.
- **~335** dealerships.
- **~21,6%** new vehicle passenger market share.
- Vehicle Rental (Europcar and Tempest): **~140** branches and kiosks in Southern Africa with **~25%** rental market share in SA.

UK

- Represent **14** OEMs and **21** brands.
- **~88** commercial dealerships.
- **~34** passenger dealerships.

Australia

- Represent **24** OEMs and **25** brands.
- **~47** passenger dealerships.

Mobility Solutions

2%	16%	22%
of Group revenue	of Group EBITDA[1]	of Group operating profit[1]

Operates in SA

- **Industry leader in the development, management, administration and distribution of innovative vehicle-related financial products and services.**
- **Trusted VAPS provider** to ~700 000 vehicle owners in SA.
- **Strategic partner** to some of SA's largest insurers and banks.
- Provider of **fleet management services, telemetry and business process outsourcing** through sophisticated technology and call centre capabilities.
- **Enabler of Group-wide innovation, fintech and data capabilities** to identify future mobility needs and unlock new products and services.
- **Custodian of the Group's data warehouse.**

Aftermarket Parts

11%	20%	21%	8,6%
of Group revenue	of Group EBITDA	of Group operating profit	Operating margin

Operates in Southern Africa, the UK, Europe and Asia

- **Distributor, wholesaler and retailer of parts and accessories for out-of-warranty vehicles** in Southern Africa, the UK, Asia and Europe.
- **Distribution centres** in SA, Taiwan, China, the UK and Europe.

Southern Africa

- **~523 retail outlets and agencies** (**110** owned, including five canopy fitment centres) of which **416** are franchisees (independently owned), supported by **19** wholesale distribution centres.
- Franchise base comprising resellers (Midas and Alert Engine Parts) and specialised workshops.

UK

- **~178 retail outlets**, supported by **two** wholesale distribution centres.

Asia and Europe

- **Three** owned wholesale distribution centres.

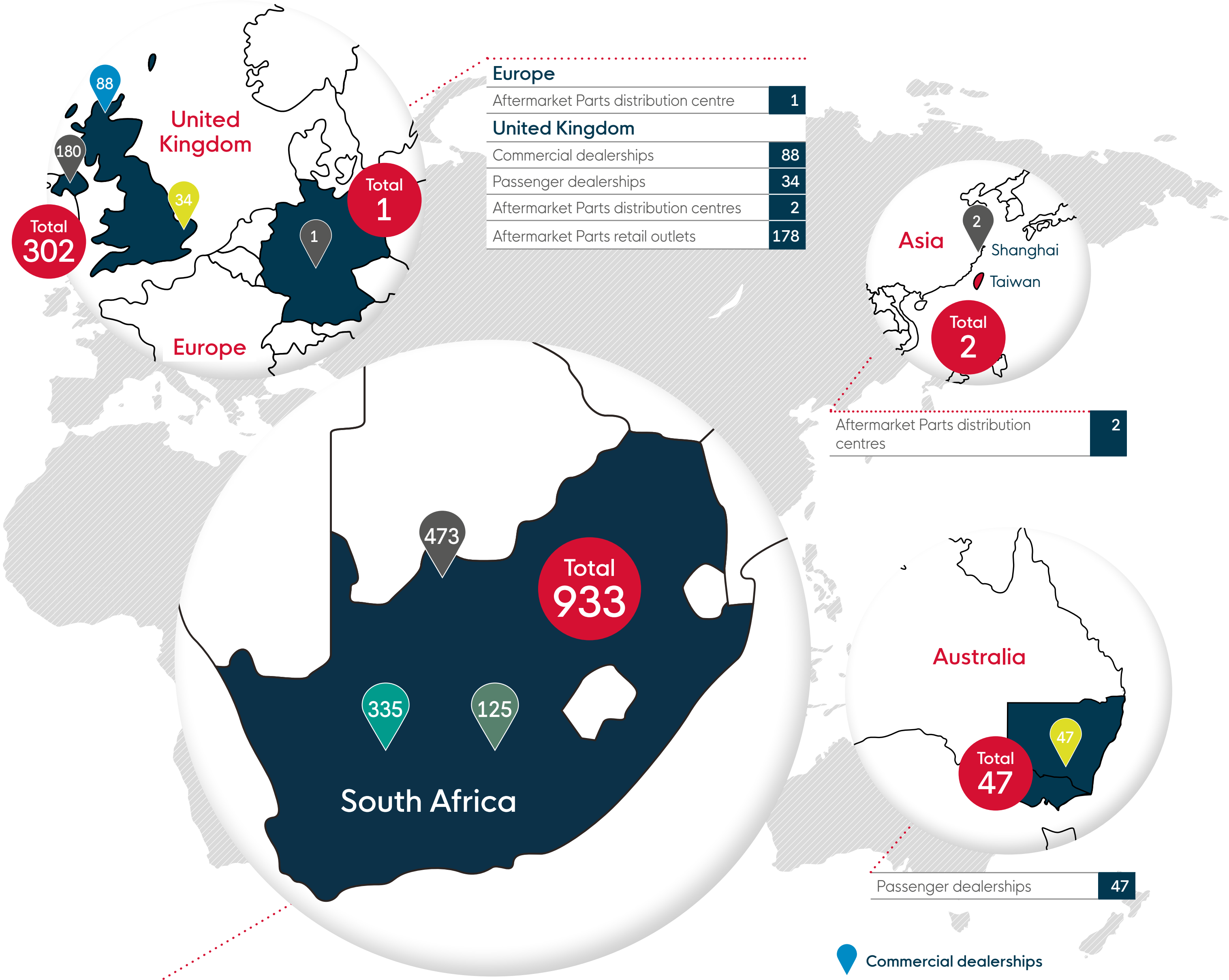
[1] *Earnings before interest, taxes, depreciation and amortisation (EBITDA) and operating profit includes profit streams without associated revenue.*

Note: the above financial measures exclude Head Office and Eliminations.

What makes Motus unique (continued)

Operational footprint

We are situated in the economic hubs of SA, with selected international offerings that enhance the Group's performance.



Europe	
Aftermarket Parts distribution centre	1
United Kingdom	
Commercial dealerships	88
Passenger dealerships	34
Aftermarket Parts distribution centres	2
Aftermarket Parts retail outlets	178

Asia	
Aftermarket Parts distribution centres	2

Australia	
Passenger dealerships	47

- Commercial dealerships
- Passenger dealerships
- Vehicle Rental branches and kiosks
- Retail dealerships
- Aftermarket Parts

Our South African footprint	Total
Retail dealerships	**335**
Commercial dealerships	31
Passenger dealerships	205
Auto Pedigree pre-owned dealerships	63
Motus Select pre-owned dealerships	36
Vehicle Rental branches and kiosks	**125**
Aftermarket Parts	**473**
Franchised outlets and distribution points	468
Canopy fitment centres	5
Mobility Solutions	Distributes innovative vehicle-related financial products and services through importers, dealers, finance houses, insurers, call centres and digital channels in SA

We have a presence in passenger dealerships, vehicle rental branches and kiosks and/or Aftermarket Parts retail outlets and agencies in Botswana, Eswatini, Kenya, Lesotho, Madagascar, Malawi, Mozambique, Namibia, Tanzania, Zambia and Zimbabwe.

Investment case

We are uniquely positioned to capitalise on growth opportunities in a dynamic industry, driving digitisation and innovation to optimise our operations and unlock new ways to serve our customers' mobility needs. Our integrated business model, proven resilience, agility, strong financial position, cash generation abilities and management's entrepreneurial ethos, support diversified growth prospects to generate value growth over the medium term.

Value proposition to OEMs and customers is highly differentiated

- Our long-standing importer and retail partnerships with leading OEMs demonstrate our credibility as a highly effective route-to-market for some of the world's most recognisable brands.
- Our omni-channel approach, quality marketing, high levels of customer satisfaction, strategically located dealerships and embedded innovation capability position us as the vital link between OEMs and customers while providing access to vehicle-related products and services throughout the vehicle ownership cycle.
- Ongoing engagement with emerging OEMs ensures our comprehensive offering continues to meet the value and quality expectations of a diverse customer base, in line with changing consumer preferences and industry developments.

Fully integrated business model generates substantially diversified income streams

- Our business model is integrated across the automotive value chain, with multiple touchpoints keeping us close to our customers and earning their loyalty over the vehicle ownership cycle.
- This enables us to maximise the revenue and income opportunities for each new and pre-owned vehicle sold, while servicing growing vehicle parcs provides access to and generates income streams not directly dependent on new vehicle sales.
- Earning income from multiple revenue streams ensures resilience to consumer market changes.

Scale, maturity and innovation underpin our competitiveness

- Our unrivalled scale, operational maturity and innovation capability in SA position us to defend our leading market position and selectively expand our international presence in the UK and Australia.
- Our unmatched data assets enable us to apply new mobility-related technologies to continually raise service standards and serve the evolving and unmet mobility needs of the vehicle customer.
- We actively monitor digital, mobility and automation trends, and manage their impact on our business to remain competitive.

Strong financial position and high cash flow generation supports our investment in diversification, internationalisation and innovation

- High cash flow generation from operations and returns on capital invested (ROIC) that exceed our weighted average cost of capital (WACC) support a sound financial position that, together with our access to annuity income streams, enables our investment in growth and innovation.
- Innovation-driven improvement and ongoing portfolio optimisation underpin our clearly defined organic growth strategies in response to market shifts.
- Our selective acquisition strategy serves to deepen our participation in the growth areas of the automotive value chain and expand our footprint, supporting sustainable growth.

People provide the expertise and skills to drive sustainable growth and value creation

- Our strong, independent and diverse board has the relevant expertise to guide the management team and hold executives accountable to stakeholders' value expectations.
- Our experienced, agile and entrepreneurial management team, with sufficient succession depth, has deep knowledge of regional and international automotive markets, with a proven track record for value creation.
- Our skilled, diverse and motivated workforce operates efficiently and innovatively to meet stakeholder needs, supported by best practices in people management.

Commitment to stakeholders drives continual improvement in ESG performance

- The trust our stakeholders have in the Group is the outcome of our commitment to reliability, high standards of accountability and transparency and good corporate citizenship.
- We operate in an environmentally conscious and responsible manner and adopt practices that support the development of the global economies and communities in which we operate.
- We are committed to making a real difference in our communities, and our long-term relationships with corporate social investment (CSI) partners support effective social investment programmes in areas of critical need.

Integrated business model across the automotive value chain

Diversification is central to our resilience and continued growth in SA, bolstered by an ability to replicate elements of our integrated business model across selected international markets.

Driven by economic growth, consumer spending power and lending appetite

New vehicle sales

	SA	UK	Australia
Total market	~512 000 new vehicles sold over FY24	~2,4 million new vehicles sold over FY24	~1,3 million new vehicles sold over FY24
Average Motus sales for FY24	79 449 units	22 901 units	13 549 units
	~21,6% new passenger vehicles market share	~8% commercial vehicles market share	

Relevant business segments: Import and Distribution; Retail and Rental; Mobility Solutions

Pre-owned vehicle sales

	SA	UK	Australia
Total market	~312 000 0-5 year category market estimated pre-owned vehicles sold over CY23	~7,2 million estimated pre-owned vehicles sold over CY23	~2,1 million estimated pre-owned vehicles sold over CY23
Average Motus sales for FY24	65 463 units	15 056 units	6 205 units

Relevant business segments: Import and Distribution; Retail and Rental; Mobility Solutions

Growth opportunities

- Enhanced brand representation in existing dealerships.
- Relationships with emerging brands that have products that meet markets' unmet needs.
- A dealership footprint that can be aligned to structural shifts in demand.
- Diversified dealership-based revenue streams.
- VAPS and other solutions developed for, and sold to owners of new and pre-owned vehicles.

0 YEARS

New vehicle market

- Import, distribution and first sale of vehicle.
- Vehicle financing, insurance and VAPS.
- Vehicle rental fleet.

0 – 6 YEARS

Pre-owned vehicle market and trade-in

Recurring touchpoints after first sale, including:

- Second and subsequent sale of vehicle.
- Vehicle financing, insurance and VAPS.
- Vehicle servicing and maintenance.
- Supply of parts, panel and accessories.
- Vehicle rental fleet.

Resilient in economic downturns, with attractive margins and long-term growth potential.

Vehicle parc

Internal combustion engine (ICE) vehicle market

SA	UK	Australia
~13,1 million vehicle parc	~41,4 million vehicle parc	~21,7 million vehicle parc

Relevant business segments: Import and Distribution, Retail and Rental, Mobility Solutions, Aftermarket Parts

New energy vehicle (NEV) market

SA	UK	Australia
~17 000 NEV vehicle parc	~1,6 million NEV vehicle parc	~180 000 NEV vehicle parc

Growth opportunities

- An ageing vehicle parc that requires more parts and higher maintenance levels than new vehicles.
- The Group is well placed to serve customers' vehicles across their entire lifespan.
- International acquisitive growth in the Aftermarket Parts business, focused on supplying parts to meet market demand driven by vehicles outside of the warranty period.
- VAPS and other solutions developed for, and sold to, owners of all vehicles.
- Retail of pre-owned vehicles up to six years of age. This is typically within the first and second replacement cycle of a vehicle, comprising a vehicle parc of around 312 000 vehicles in SA. This age range is specifically contained to protect Motus brand integrity.

Source: naamsa, The Society of Motor Manufacturers and Traders (SMMT), BRITE, Electric Vehicle Council, internal management data.

Motus' participation in the vehicle lifecycle

AFTER 6 YEARS

Pre-owned vehicle market and trade-in

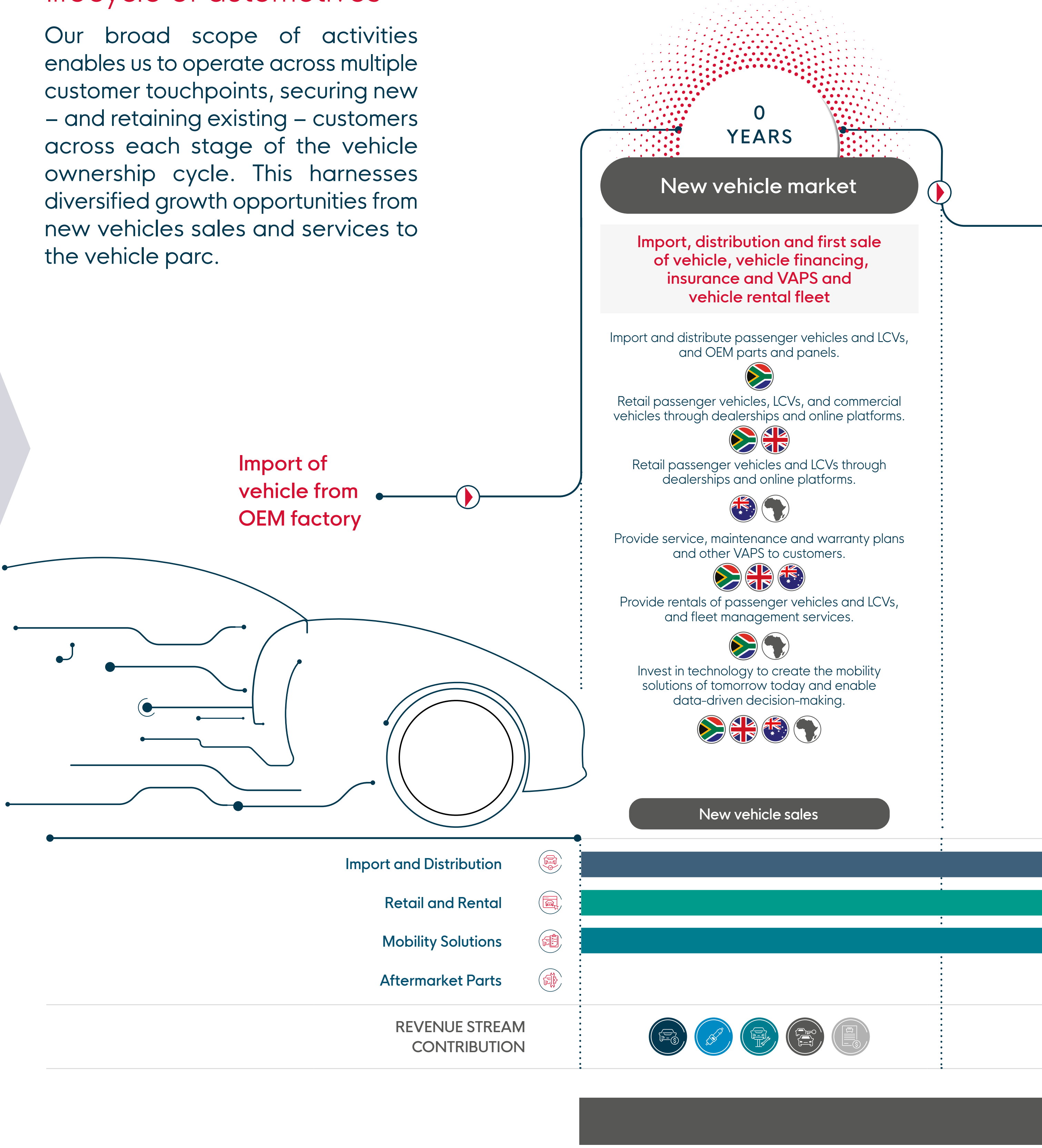
- Continued vehicle servicing and maintenance, insurance and VAPS.
- Supply of parts, panel and accessories.

By participating in all aspects of the automotive vehicle chain, Motus maximises revenue and income opportunities for each new vehicle sold while protecting the Group against over dependence on income generated by new vehicle sales alone – primarily through access to an ever-expanding vehicle parc. Being able to provide products and services to the vehicle parc enables access to a far larger market and indirect vehicle-related income generating activities, including parts and accessories (in both dealerships and aftermarket parts), workshops, VAPS, and other mobility solutions – including disruptive offerings to retain customers longer.

Integrated business model across the automotive value chain (continued)

Motus' participation in the lifecycle of automotives

Our broad scope of activities enables us to operate across multiple customer touchpoints, securing new – and retaining existing – customers across each stage of the vehicle ownership cycle. This harnesses diversified growth opportunities from new vehicles sales and services to the vehicle parc.



0 – 6 YEARS

Pre-owned vehicle market and trade-in

Recurring touchpoints after first sale

Retail pre-owned passenger vehicles, LCVs, and commercial vehicles through dealerships and online platforms.

Retail pre-owned passenger vehicles and LCVs through dealerships and online platforms.

Provide additional vehicle-related financial products and services (e.g. extended warranty plans).

Distribute, wholesale and retail parts and accessories for out-of-warranty vehicles.

Workshops, parts and servicing of new vehicles under service, maintenance and warranty plans and out-of-warranty vehicles.

Invest in technology to create the mobility solutions of tomorrow today and enable data-driven decision-making.

Pre-owned vehicle sales | Vehicle parc

AFTER 6 YEARS

Pre-owned vehicle market and trade-in

Further vehicle servicing and maintenance, insurance and VAPS sales, and supply of parts and accessories to the vehicle parc

Retail pre-owned passenger vehicles, LCVs, and commercial vehicles through dealerships and online platforms.

Retail pre-owned passenger vehicles and LCVs through dealerships and online platforms.

Develop and provide vehicle-related financial products and services.

Distribute, wholesale and retail parts and accessories to the older vehicle parc.

Workshops, parts and servicing of out-of-warranty vehicles.

Invest in technology to create the mobility solutions of tomorrow today and enable data-driven decision-making.

Vehicle parc

End of vehicle life (off the road)

For further detail on our business model, see how Motus creates value: page 63.

Revenue stream key

- New motor vehicle sales
- Pre-owned motor vehicle sales
- Parts and other goods sales
- Vehicle workshops, maintenance, service and warranty
- Motor vehicle rental
- Fees from vehicles, parts and services sold

Driven by economic growth, consumer spending power and lending appetite

Group performance overview

Revenue
R113 764 million
(2023: R106 538 million[1])
▲ 7%

EBITDA[2]
R8 310 million
(2023: R8 083 million)
▲ 3%

Operating profit[3]
R5 503 million
(2023: R5 723 million)
▼ 4%

Profit before tax
R3 218 million
(2023: R4 357 million)
▼ 26%

Attributable profit
R2 436 million
(2023: R3 354 million)
▼ 27%

Net asset value per share
10 203 cents per share
(2023: 10 189 cents per share)

Earnings per share
1 450 cents per share
(2023: 2 008 cents per share)
▼ 28%

Headline earnings per share
1 479 cents per share
(2023: 2 046 cents per share)
▼ 28%

Total dividend per share
520 cents per share
(paid interim dividend of 235 cents per share)
(2023: 710 cents per share)

Diluted earnings per share
1 400 cents per share
(2023: 1 928 cents per share)
▼ 27%

Diluted headline earnings per share
1 428 cents per share
(2023: 1 963 cents per share)
▼ 27%

Cash flows from operating activities
R3 533 million
(2023: outflow of R1 187 million)

Return on invested capital[4]
10,8%
(2023: 14,1%)

Weighted average cost of capital[4]
10,1%
(2023: 10,7%)

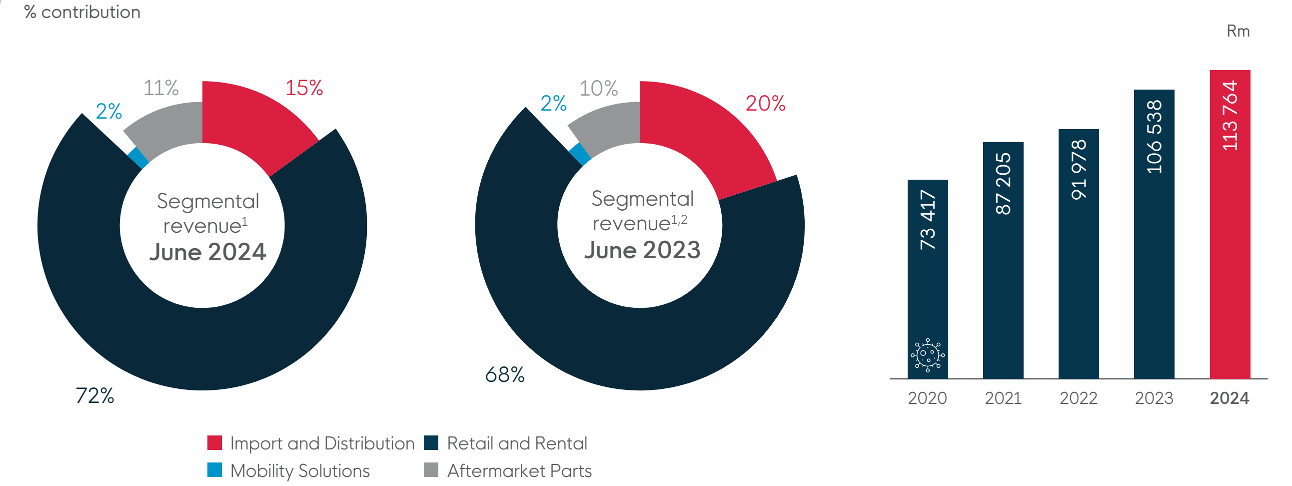
Equity to net debt structure
57% : 43%
(2023: 56% : 44%)

Net debt to EBITDA[5] (debt covenant)
1,9 times
(2023: 1,8 times)
Required: to be less than 3 times

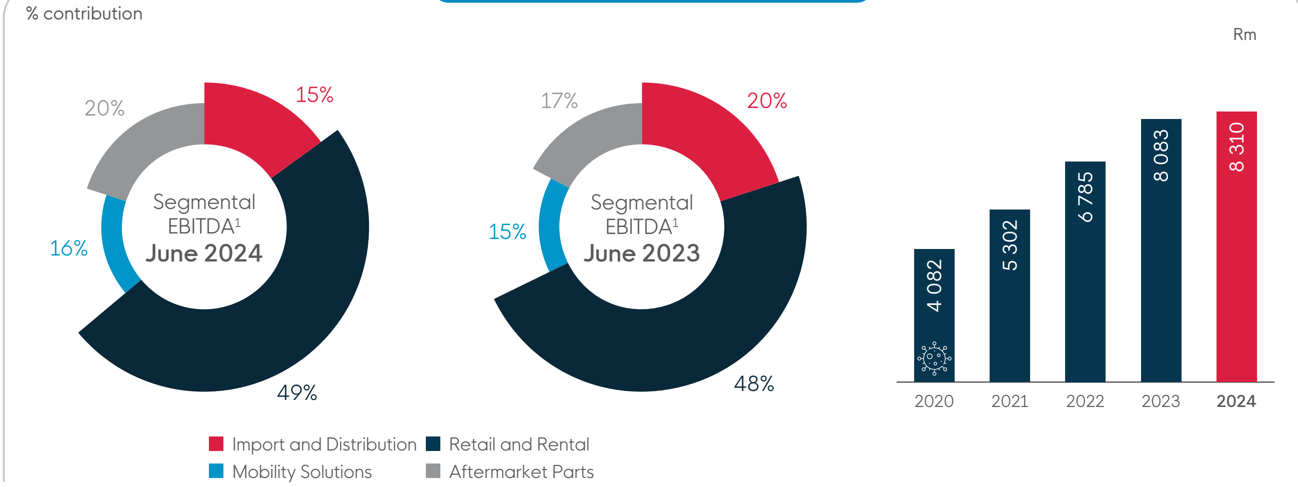
EBITDA to net interest[5] (debt covenant)
3,7 times
(2023: 6,4 times)
Required: to be greater than 3 times

[1] *Revenue in the comparative period has been restated due to the adoption of IFRS 17.*
[2] *Earnings before interest, taxation, depreciation and amortisation.*
[3] *Operating profit before capital items and net foreign exchange movements.*
[4] *The return on invested capital and weighted average cost of capital is prepared on a 12-month rolling basis.*
[5] *Calculated by applying the funders' covenant methodology.*

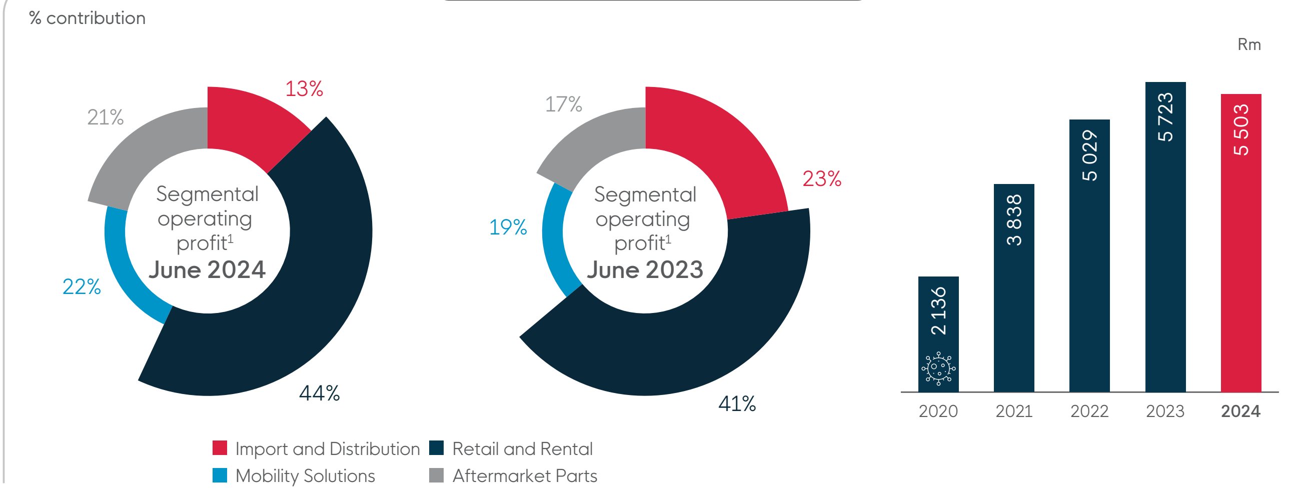
Revenue



EBITDA[3]



Operating profit[4]



[1] *Excludes Head Office and Eliminations.*
[2] *Revenue in the comparative period has been restated due to the adoption of IFRS 17.*
[3] *Earnings before interest, taxation, depreciation and amortisation.*
[4] *Operating profit before capital items and net foreign exchange movements.*
Impacted by COVID.

Group performance overview (continued)

Non-financial performance

Environmental

Water

684 537
kilolitres purchased

(2023: 672 938 kilolitres)

Electricity

66 468
megawatt hours purchased

(2023: 64 998 megawatt hours)

Carbon footprint

109 047 tCO_2e[1]

(2023: 107 268 tCO_2e)

Environmental compliance

No
environmental-related fines or penalties incurred

Social

Black representation (SA)

79%

(2023: 76%)

Women representation

32%

(2023: 31%)

CSI spend

R24,7 million

(2023: R26,5 million)
▼ 7%

SA training spend

R221,2 million

(2023: R179,8 million)
▲ 23%

Governance

Governance compliance

Fully compliant
with no sanctions, fines or penalties received

MSCI ESG Ratings

AA

(March 2023: AA)

[1] *Tonnes of carbon dioxide equivalent Scope 1 and 2 emissions.*
Note: water and electricity metrics exclude Motor Parts Direct (Holdings) Limited (MPD).

Read more in the environmental and social review page 146 and governance review: page 165.
Read more about our ESG performance and objectives in our ESG report online.

Group leadership

Motus is led by a diverse board of directors with extensive commercial knowledge, experience, and expertise. The board provides ethical and strategic direction to the Group, ensuring that value is created and protected for stakeholders.

Non-executive directors[1]

Johnson (JJ) Njeke

65

Chairman and independent non-executive director

MCompt, CA(SA), H Dip Tax Law

Appointed: 22 November 2018

Appointed as Chairman: 22 August 2023

Tenure: 6 years

JJ is a Chartered Accountant (SA) with professional experience in the retail, petroleum and telecommunication industries. He serves as a non-executive director of Clicks Group Limited and Datatec Limited. He previously served as a non-executive director of Delta Property Fund Limited, MTN Holdings Limited and Sasol Limited and as Chairman of Momentum Metropolitan Holdings Limited.

Committees:

NOM REM

Ashley (Oshy) Tugendhaft

76

Deputy Chairman and non-executive director

BA, LLB

Appointed: 1 August 2018

Tenure: 6 years

Oshy is a senior partner at the law firm Tugendhaft Wapnick Banchetti & Partners (TWB). He previously served as a non-executive director and deputy Chairman of Imperial, as well as Chairman of Alviva Holdings Limited.

Committees:

NOM REM SES

Saleh Mayet

68

Independent non-executive director

BCom, BCompt (Hons), CA(SA)

Appointed: 22 November 2018

Tenure: 6 years

Saleh is a Chartered Accountant (SA) and a seasoned finance professional with over 30 years' experience in the Anglo American Group in SA. He has held several listed and unlisted board positions and brings extensive experience across the full spectrum of corporate activities. He currently also serves as a non-executive director at Astral Foods Limited.

Committees:

ALCO ARC

Jan Potgieter

55

Independent non-executive director

BCompt (Hons), CA(SA), Management Development Programmes

Appointed: 22 August 2023

Tenure: 1 year

Jan is a Chartered Accountant (SA) with professional experience in financial management, retail business operations and strategy. He previously worked at South African Breweries in various financial management roles, MassDiscounters (part of the Massmart Group) as Financial Director and Chief Executive Officer (CEO), and Italtile as CEO. He currently serves on the boards of Fortress Real Estate Investment Limited, Italtile Limited and The Foschini Group Limited.

Committees:

ALCO ARC

[1] *At publication.*

Group leadership (continued)

Non-executive directors (continued)

Fundiswa (Fundi) Roji

48

Independent non-executive director

BCom (Hons), CA(SA), Postgraduate Diploma Financial Planning

Appointed: 1 September 2021

Tenure: 3 years

Fundi is a Chartered Accountant (SA) with many years of professional experience in the areas of finance, audit, private equity, black economic empowerment, investment management, investor relations, and mergers and acquisitions. She currently serves as an executive director of Dlondlobala Capital Proprietary Limited and also serves on the boards of Yebo Yethu, Life Green Group Proprietary Limited and GIC Re SA Limited.

Committees:

ARC SES

Lesego Sennelo

47

Independent non-executive director

BCom (Hons), CA(SA)

Appointed: 3 June 2024

Tenure: 4 months

Lesego is a Chartered Accountant (SA) with professional experience in auditing, financial management, corporate governance, strategy, project development and implementation, and business development. Lesego has served as Managing Director of African Women Chartered Accountants Investment Holdings Proprietary Limited and as a Partner at Modipane and Associates. She currently serves on the boards of Redefine Limited, Oceana Group Limited and Assupol Holdings Limited.

Committees:

ARC SES

René van Wyk

68

Independent non-executive director

BCompt (Hons), CA(SA), Advanced Management Programme

Appointed: 29 August 2023

Tenure: 1 year

René is a Chartered Accountant (SA) with professional experience in banking, audit, and risk management. He has worked at Nedbank Group in various risk management roles, Imperial Bank as CEO, and the South African Reserve Bank as Head of Banking Supervision and as Registrar of Banks. He currently serves as a non-executive director at ABSA Group.

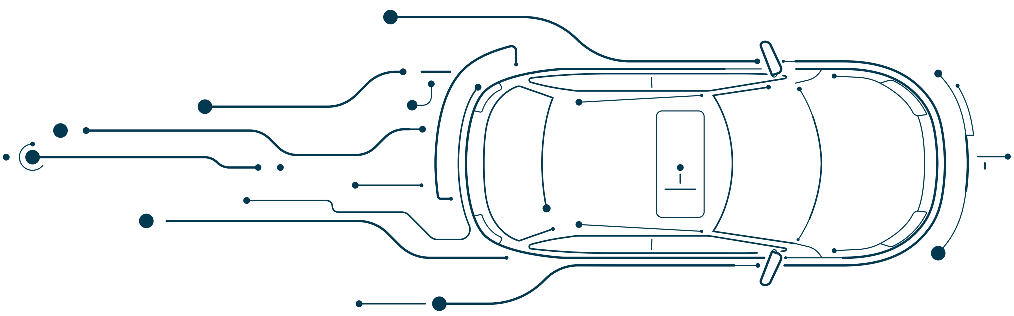
Committees:

ALCO NOM REM

Board committee key

ALCO Assets and Liabilities Committee | ARC Audit and Risk Committee | NOM Nomination Committee | REM Remuneration Committee | SES Social, Ethics and Sustainability Committee | C Chairman

Details of changes made to the board and sub-committee memberships can be found in the shareholder report online.



Executive directors[1]

Osman Arbee

65

Chief Executive Officer (CEO)

B Acc, CA(SA), H Dip Tax

Appointed: 12 October 2017

Tenure: 7 years

Osman was previously with Imperial, having joined in September 2004. He was appointed to the Imperial board in July 2007. During his tenure at Imperial, Osman held the following positions: CEO and CFO of Imperial, CEO of the then Car Rental and Tourism division, and the Chairman of the Aftermarket Parts and the Automotive Retail divisions. He resigned from the Imperial board in November 2018 at the time of the listing of the Group on the JSE.

Osman is a director and trustee of various Motus subsidiaries and trusts.

Prior to joining the Group, Osman was a senior partner at Deloitte & Touche, where he spent 23 years in various roles, which included being a member of the board and Executive Committee.

Osman will retire as CEO with effect from 31 October 2024.

Ockert Janse van Rensburg

51

Chief Financial Officer (CFO)

BCompt (Hons), CA(SA), H Dip Co Law (Wits), GCP (Wharton & IESE)

Appointed: 12 October 2017

Tenure: 7 years

Ockert joined Imperial in January 2015 when he was appointed CFO of Motus Corporation (previously a subsidiary of Imperial). Ockert acted as CEO during the unbundling and listing of Motus for six months ended 31 December 2018 while performing his function as CFO. In the 2022/2023 year, Ockert successfully completed the Global CEO Program (GCP) jointly facilitated by Wharton (USA) and IESE (Spain) business schools.

Prior to joining Motus, Ockert was CFO of Foodcorp Holdings Limited, a multi-national food manufacturer, and before that, a partner at PwC.

Ockert is a director and trustee of various Motus subsidiaries and trusts.

Ockert has been appointed as CEO of the Group, with effect from 1 November 2024.

Kerry Cassel

51

CEO – Mobility Solutions & Head: Innovation and Technology

BCom (Hons), Dip (Acc), CA(SA)

Appointed: 1 July 2019

Tenure: 5 years

Kerry joined Imperial in 2002, and prior joining was an audit manager at Deloitte & Touche. She joined Motus in 2019.

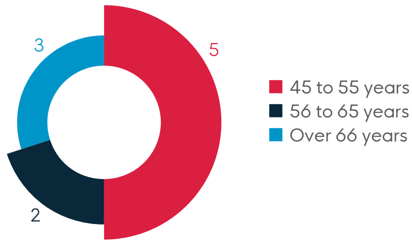
Prior to being appointed to the board, Kerry held various senior positions within the Group.

In addition to being an executive director, Kerry serves on the boards of various South African and International subsidiaries and associates of the Group.

[1] *At publication.*

Board composition at publication

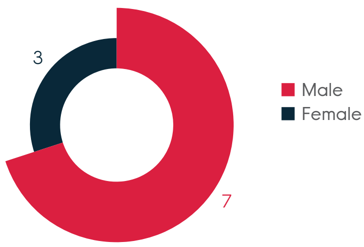
Board age



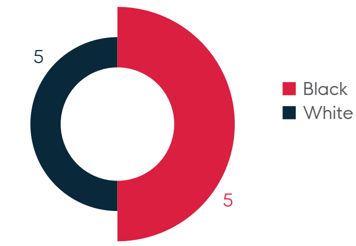
Average age

59 years

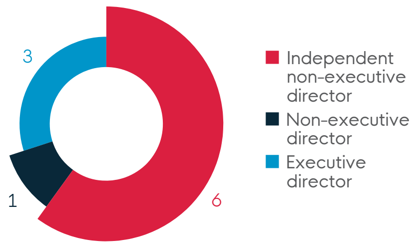
Board gender representation



Board race diversity



Board independence



Tenure of directors

Average tenure

4 years

Group leadership (continued)

Executive Committee[1]

The board is supported by a management team with years of collective experience and expertise, extensive industry knowledge of regional and global markets and a proven track record. Motus' Executive Committee is responsible for considering and approving operational policies, reviewing business performance, shaping the Group's philosophies and practices, and driving strategic performance.

Osman Arbee

Chief Executive Officer

B Acc, CA(SA), H Dip Tax

65

Ockert Janse van Rensburg

Chief Financial Officer

BCompt (Hons), CA(SA), H Dip Co Law (Wits), GCP (Wharton & IESE)

51

Kerry Cassel

CEO – Mobility Solutions & Head: Innovation and Technology

BCom (Hons), Dip (Acc), CA(SA)

51

Executive directors' CVs: page 23.

Brenda Baijnath

46

Chief Financial Officer designate

BCom (Hons), CA(SA), MBA

Brenda joined Motus as the CFO designate in August 2024, and will be appointed as an executive director and CFO of the Group with effect from 1 November 2024. After completing her articles at Deloitte in SA, she worked in the USA for three years. Upon her return, Brenda joined the Sasol Group where she held various executive finance and strategy roles over 18 years. With over 22 years' experience in the auditing and private sectors, Brenda's diverse professional experience includes auditing, financial management, corporate governance, strategy, project development and implementation, and business development.

Berenice Francis

48

Head: Risk, Sustainability and Human Capital

BCompt (Hons), MBA, CIA, CCSA

Berenice joined Motus from Imperial, where she served on the Imperial Executive Committee from 2009. She is the representative director of Ukhamba Holdings Proprietary Limited (Ukhamba) and related operations, and serves as Chairman of Unjani Clinics. Berenice has been actively involved in the Institute of Risk Management of South Africa (IRMSA) where she serves as Chairman of the Education & Technical Committee. She is also a past President of the Institute. She is a member of the Institute of Directors governance forum and an audit committee member of the National Business Institute (NBI). She also served as Vice President and Regional Governor of the Institute of Internal Auditors of South Africa (IIASA).

Rainer Gottschick

52

CEO – South Africa Retail and Rental

BCompt (Hons), CA(SA)

Rainer joined Motus in June 2022, when he was appointed the CEO of the Vehicle Rental Division, and has been the CEO of SA Retail and Rental since 1 April 2023. Prior to joining Motus, Rainer spent 23 years with the Barloworld Group, where he held various positions within the Automotive division until 2021. This included as CEO of Avis Car Rental Southern Africa from 2015 until February 2020.

Gideon Jansen van Rensburg

50

CEO – Hyundai Automotive South Africa

BCom (Acc)

Gideon has been with the Group for over 20 years, having fulfilled various positions for Hyundai Automotive SA. He was appointed as CEO of Hyundai Automotive SA from 1 July 2023. Prior to joining Motus, Gideon was a Financial Manager at Barlow Motor Investment and a Business and Treasury Manager at Fiat Auto SA.

Niall Lynch

48

Global CEO – Aftermarket Parts

BCom, MBS

Niall has been with the Group for 14 years, during which time he has served in various franchise director positions within the Retail and Rental business. He was the Managing Director of Renault SA Proprietary Limited (now known as Motus Vehicles Distributor) and was the CEO of Hyundai Automotive SA for eight years. He was appointed as the Global CEO of the Aftermarket Parts business segment in January 2024, after serving as the Chief Operating Officer from July 2023.

Thato Magasa

35

CEO – Mitsubishi Motors South Africa

BCom (Acc)

Thato started with the Group in 2009 and has held various roles in the Import and Distribution division for Daihatsu, Renault SA and Mitsubishi Motors SA. He has been the Managing Director of Mitsubishi Motors SA since 2021. Thato currently serves at naamsa as Vice President: Retailing OEMs and Chairperson of the Project Oversight Committee.

Michelle Raw

52

CEO – South Africa Aftermarket Parts

BCom (Hons), CA(SA)

Michelle joined Motus in July 2023 after being appointed as CFO of SA Aftermarket Parts. As of 1 July 2024, she serves as CEO of South Africa Aftermarket Parts. Prior to joining Motus, Michelle was CFO for G.U.D. Holdings for almost 16 years. She has also held various senior management positions at G.U.D. Holdings, RCL Foods Limited and Clover SA.

Ntando Simelane

52

Company Secretary and Head of Legal Counsel

B.Juris, LLB, Advanced Company Law

Ntando joined Motus in April 2021 as Company Secretary and Head of Legal Counsel. Ntando is a lawyer with over 20 years of corporate law and over 15 years of company secretarial experience. Prior to joining Motus, he served as the Company Secretary and Head of Legal at Adcock Ingram Holdings Limited.

Shumani Tshifularo

51

CEO – Motus Vehicles Distributor (Renault South Africa)

BCom (Hons), CA(SA)

Shumani joined Motus in January 2020 as Commercial Director for Kia SA and then as Commercial Director for Renault SA. Shumani was appointed as CEO of Renault SA in March 2022. Before joining Motus, he was Managing Director of Eqstra Industrial Equipment Group. He has also held other executive roles, including CFO of Saficon Industrial Equipment, Managing Director of Eqstra Fleet – Rest of Africa Division, and Divisional CFO of Imperial Fleet Services. Shumani currently serves at naamsa as a member of the Remuneration and Transformation Committee.

Paul Turnbull

51

CEO – Kia South Africa

BA

Paul started his career with Hyundai SA in 1995, before moving to Associated Motor Holdings (then a subsidiary of Imperial) in 2000. He was appointed a Regional Manager (Cape Town) in 2001 and subsequently as Regional Director in 2005. He was appointed Managing Director of Hyundai Automotive SA's retail division in 2023. Paul was appointed Kia SA CEO on 1 July 2024.

Leadership insights


M23
M22
A Division of
Motus
AFTERMARKET PARTS
Mts
M21
M20
Motus
M19
M18
M17
M16
M15
M14
DSV
OSSCA

Chairman's welcome

JJ Njeke
Chairman

As our results demonstrate, our diversification and internationalisation strategies continue to drive Motus' resilience and agile response to economic uncertainty. Our systematic embrace of innovation as a sustainable competitive advantage equips us to perform in a market that is increasingly digitally enabled and data driven, further supported by our unrivalled scale in SA and growing international footprint. As the structure of our industry shifts, our ability to respond to evolving customer needs and preferences will allow us to shape our future and deliver sustainable long-term growth.

Our people
20 156
employees with 79% black representation in SA

Motus sells ONE in FIVE new passenger vehicles in SA

Delivered on our strategic objectives of **diversification** and **internationalisation**

Our status as a market leader and innovator requires that we shape Motus' destiny by appointing, developing and retaining leaders that can respond to the Group's ever-changing needs and realise our purpose of Mobility for Good. The most instrumental and important pieces of work for the board during the year were to provide leadership and guidance during these challenging economic times and oversee the recruitment process to appoint a successor for the retiring CEO and subsequently the replacement of the CFO.

Navigating market headwinds

The structural changes in the motor vehicle industry due to the economic growth challenges facing consumers have been long in the making. For many years, financially embattled consumers have been foregoing luxury specifications for affordability. The entry of multiple new affordable vehicle brands, mainly from Asia, crystallised the long-prevailing trend into a structural market shift. Today, the typical choices of South African vehicle buyers no longer reflect only their aspirations but rather also demonstrate financial pragmatism and risk avoidance. This fundamental change is reducing the market shares of well-known existing vehicle brands.

The structural shift has been a direct consequence of SA's persistently subdued economic climate, which worsened in the past year due to low market confidence and political uncertainty. Although the outcome of the election and the formation of a Government of National Unity (GNU) seem to have lifted sentiment somewhat, economic uncertainty persists. This will continue to weigh on South African consumers' confidence and consequently, new vehicle sales. We must, therefore, remain dedicated to executing the diversification and internationalisation strategies as they have proven to be effective in shielding Motus against declining new vehicle sales in SA, and have served as foundations for resilient growth, even in the face of economic and political uncertainty.

We are optimistic about the new political landscape which provides for greater collaboration between the public and private sectors in addressing the hinderances and substantively shifting SA's economic growth prospects. Recently, there have been signs of improvement in addressing the country's electricity crisis and logistics challenges, as well as a firmer stance on dealing with corruption. We also welcome the President's commitment to a broad, national dialogue towards a social compact that binds all sectors to a common vision for our country.

Motus is well represented on industry bodies and through these organisations, participates actively in the South African government's consultations with the private sector. We hope that the government will utilise the establishment of the GNU as an opportunity to deepen its commitment not only to consultation but concrete collaboration with private sector role players. We are eager to engage in discussions and partnerships that will shape a more inclusive and prosperous SA.

Read more about the automotive industry: page 54.

Chairman's welcome (continued)

Delivering strategic progress

Our results for the past year have reaffirmed the value of our strategic commitments to internationalisation, diversification and innovation. Our international investments, particularly in the UK aftermarket parts sector, have exceeded our initial expectations. There are strong indications that our Aftermarket Parts businesses in the UK and continental Europe have significant potential to deliver synergies and organic growth. These businesses have already led to improvements in our International Aftermarket Parts business performance through operational optimisation and increased purchasing power. These strategies will benefit the South African Aftermarket Parts business.

While the Import and Distribution and SA Retail businesses have continued to navigate challenging market conditions in SA, the SA Vehicle Rental business and our operations in the UK and Australia have performed well. Our continued focus on inventory management has resulted in normalised inventory levels that will enhance performance over the short to medium term. The consistent growth in our Mobility Solutions business demonstrates the increasing importance of value-added mobility services in the overall automotive value chain, regardless of current market sentiment.

Read more about our performance in:

- Chief Executive Officer's review: page 32.
- Chief Financial Officer's review: page 46.
- Business segment reviews: page 104.

Our market presence

Our broad presence in the automotive sector enables us to invest in innovation that shapes the future of mobility opportunities by identifying and responding to our country's unmet mobility needs. In the past, new vehicle sales dominated the automotive value chain and relied heavily on physical presence in highly visible retail locations. However, evolving market conditions and ongoing technological advancement require strong leverage in three key areas: physical and digital infrastructure, continuous mobility support services, and unrivalled access to wide and deep mobility data that inform our decisions and underpin our product and service development. In SA, Motus has progressed significantly in all three of these areas.

Read more in the innovation and digitisation review: page 40.

Scale has long been a competitive advantage for Motus. Most directly, scale refers to our unrivalled footprint of single- and multi-franchise dealerships that match customer profiles with appropriate brands across the country. However, our footprint is not only physical. It also includes our growing digital presence, as well as our share of vehicle-related spending in an ever-expanding range of mobility services. Our continuous interaction with customers across the vehicle ownership cycle maintains lasting relationships that drive our growth potential. It also expands our access to customer and vehicle data. Our data assets help us to identify emerging customer needs and develop well-priced products that customers consider essential mobility enablers, especially in managing the financial risks to vehicle ownership.

Read more about our strategic priorities: page 90.

A team that reflects our evolving needs

The appointment of Ockert Janse van Rensburg as Osman Arbee's successor as CEO was the outcome of a rigorous process. His tenure and distinguished service as CFO includes a period as CEO when Osman was on medical leave. The board worked with specialist recruitment consultants to identify, evaluate and consider several candidates, both internally and externally. Ockert's appointment is not only testament to his proven talent, but also Motus' commitment to developing the skills of its people.

We conduct succession planning to ensure that every executive has a potential successor. However, we do not shy away from considering and appointing external candidates where those candidates have demonstrated, through a rigorous recruitment and assessment process, that they can make a meaningful contribution to Motus. This has been the case in appointing Brenda Baijnath, who joined the Group on 1 August 2024 as CFO designate and will join the board and be appointed as CFO of the Group from 1 November 2024.

The Group creates employment for 20 156 people globally, including 13 795 employees in SA. To retain existing and attract new people, the Group has carefully crafted a clear and compelling EVP that highlights its unique value offerings, including a dynamic entrepreneurial culture, diverse work experiences and career growth opportunities, a supportive work environment, competitive compensation, and a commitment to innovation. We also offer learning and development programmes that support our employees to reach their professional potential through new and innovative learning tools. During the year, the Group extended its wellness programme to provide access to every Motus employee in Africa. The programme, Motus Cares, provides employees and their immediate families with access to counselling, financial guidance, health and wellness information and advice, and legal assistance (excluding labour law issues).

Measurable efforts to improve sustainability

In line with our purpose, we are devoted to contributing to the advancement of SA and are firmly dedicated to upholding our responsibilities as a corporate citizen. Following our listing in November 2018, there has been a growing emphasis on the significance of our ESG policies and performance in generating value for all stakeholders. We ensure that our policy formulation is fair and equitable to our stakeholders and safeguards their interests. Our emphasis on ESG allows us to identify potential risks and opportunities that could affect our long-term sustainability and profitability, and it underpins quality relationships with all our stakeholders – an important driver of both resilience and growth.

Ethical business conduct and regulatory compliance are foundational to good corporate citizenship, and the board is committed to ensuring that the appropriate policies, practices and oversight are in place to ensure that we maintain our high standards of integrity and remain proactive in the face of a dynamic regulatory landscape. The board notes the Group's readiness for national implementation of the Administrative Adjudication of Road Traffic Offences (AARTO) Act. Through the SES committee, we continue to stay abreast of developments in respect of amendments to the Employment Equity Sectoral Targets.

I am pleased to report that during 2024, we maintained our Level 3 B-BBEE rating, improving overall black representation, black representation at senior, middle and junior management levels, and among our dealer principals. Our participation in the Yes4Youth Programme contributed meaningfully to maintaining our B-BBEE level, while providing an opportunity for Motus to give back to South African communities by providing training, experience, and in many cases employment opportunities to unemployed young people.

Gender representation at Motus has also improved and we have introduced initiatives that are specifically designed to attract, develop and support women across operations. In particular, we included a gender target (SA executive and management levels) in our sustainability-linked financing facility, as well as a remuneration-linked ESG target.

We are placing more emphasis on formalising our commitments and setting meaningful targets to minimise our environmental footprint. Regrettably, frequent power interruptions throughout the year once again led to the ongoing use of diesel for power generation, slowing the positive impact of our environmental initiatives. We are also troubled by increasing water supply issues in SA and the condition of municipal infrastructure and billing make it challenging for us to precisely gauge the impact of our water conservation endeavours. A priority during the year was to refocus our efforts on initiatives to decrease waste and improve the responsible management thereof.

Read about our ESG performance: page 146.

For a detailed account of our ESG performance, see our ESG report online.

A balanced board

We are committed to regularly evaluating the board's composition and making changes in line with the Group's operating context and strategy. Mathukana Mokoka did not make herself available for re-election at the AGM following her retirement from the board by rotation in November 2023 – we convey our appreciation for her contribution to the Group during her tenure. We welcome our new board member, Lesego Sennelo, who joined the board on 3 June 2024.

I am confident that the board comprises individuals with the relevant knowledge, diverse experience and expertise needed to oversee the Group's operations and guide the Group in pursuit of our strategic objectives and purpose.

Read more about our approach to governance, and the board's deliberations and decisions during the year in our governance report in the shareholder report: online.

Appreciation

I am grateful to the board and management team for their counsel and commitment under challenging circumstances. We are also deeply grateful to Osman Arbee for his exceptional leadership as Motus' founding CEO as he prepares to step down from the role. In particular, I would like to acknowledge Osman's sage and entrepreneurial leadership during and after the pandemic, which has positioned the Group well to deliver sustainable growth, dependable returns and value creation. I also recognise his tireless dedication to developing the talent and depth of our management teams and inculcating a culture at Motus that not only drives high performance and innovation, but also genuine care for our stakeholders grounded by a strong moral compass. The board also congratulates Ockert Janse van Rensburg and Brenda Baijnath on their appointments and wishes them well in their respective roles.

I would also like to express my gratitude to the broader global Motus family for everyone's contributions during the year and ongoing focus to deliver Mobility for Good.

JJ Njeke
Chairman

27 September 2024

Chief Executive Officer's review

Osman Arbee
CEO

Over the last six years since listing on the JSE, we have made substantial progress in reshaping the Group for the future. We have consolidated, optimised and integrated the business across all aspects of the automotive value chain in which we operate. Today, with our unique integrated offering and powerful innovation capability, we are well positioned to continue to proactively shape the business by addressing unmet mobility needs and meeting changing consumer requirements.

Revenue up 7%
R113 764 million
(2023: R106 538 million[1])

Earnings per share down 28%
1 450
cents per share
(2023: 2 008 cents per share)

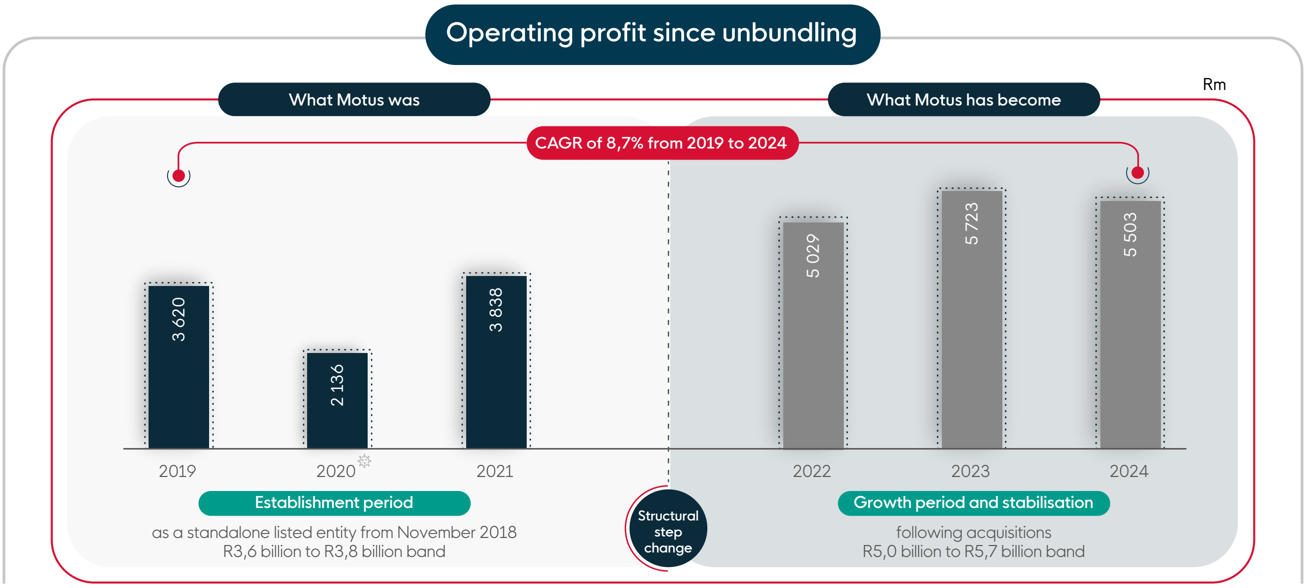
Total dividend per share
520
cents per share
(2023: 710 cents per share)

[1] *Revenue in the comparative period has been restated due to the adoption of IFRS 17.*

Reflecting on the Motus journey

Our intentions for the Group have been clear since the time of our listing in 2018, namely to deliver sustainable growth and dependable value creation for stakeholders. To achieve this, our initial priorities were to establish the "One Motus" identity and deepen our integrated offering through divisions that were individually competitive in their segments, and yet highly complementary to each other. This enabled the Group to offer customers a unique value proposition and exceptional service experience across the vehicle ownership cycle.

Once we had firmly established the Motus identity and the Group's integrated business model had been consolidated and optimised, the next step was to expand strategically to protect Motus against the cyclicality that is typical of the automotive industry and the economic headwinds anticipated in SA. Despite the global pandemic, the Group's entrepreneurial DNA and operational agility together with strong leadership, protected the Group against difficult circumstances at a crucial stage of the Group's establishment period. Immediately after the pandemic, the Group continued to deliver on its growth strategy, as can be seen below.



Impacted by COVID.

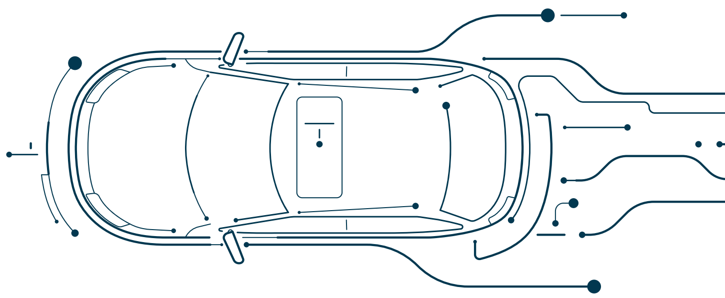
The Group's resilience and growth potential is well-illustrated in its exceptional operating profit growth since listing and after the initial impact of the pandemic abated, signalling the beginnings of the Group's growth and stability. In the wake of the pandemic, and in the growth trajectory we have maintained since listing, the Motus growth story is both consistent and compelling.

Hedging against economic headwinds

We have long since recognised that economic pressure on the South African vehicle buyer would likely persist and drive the industry into a competitive and lower margin business. This has now become a reality due to sustained subdued economic conditions, political uncertainty, dampened consumer confidence and an influx of affordable vehicle brands, mainly from China.

We anticipated that there would be a shift to an intensely price-competitive market and took proactive steps to respond by introducing our diversification and internationalisation strategies. We realised that in order to compete effectively, we needed to balance our vehicle import businesses with growing foreign income through a focused international expansion strategy.

The ongoing trend of consumers moving from premium vehicles to more affordable models and keeping vehicles for longer, together with subdued economic conditions has continued to place pressure on our ability to deliver sustainable growth from vehicle sales alone. The Group's integrated business extends across the automotive value chain and supports diversification from mainly vehicle sales by driving higher contributions from services and non-vehicle sales. To enhance the potential of our non-vehicle business activities, we have also made careful investments to improve our capacity for innovation, recognising its potential to boost our non-vehicle sales revenue, particularly the annuity income from our Mobility Solutions business.



Delivering these new strategies has meant that we have had to shift the Group's structure and increase our international footprint. In 2021, we acquired FAI Automotive plc (FAI) and, after gaining a deep understanding of the aftermarket parts sector in the UK, we expanded our presence by acquiring MPD. Less than two years later, the decision to expand into the UK aftermarket parts sector has affirmed both our internationalisation and diversification strategies, with our International Aftermarket Parts business exceeding our initial expectations.

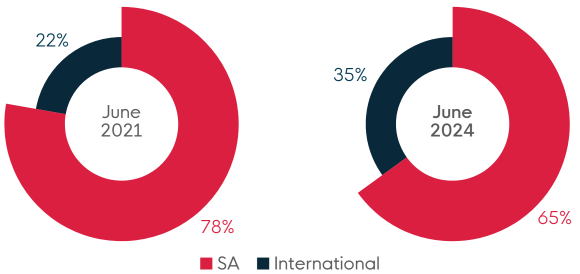
Foundation for growth

Internationalisation

Aim: Increase contribution from international operations.

Target: 65% EBITDA generated in SA and 35% EBITDA generated from International operations.

Achievement:

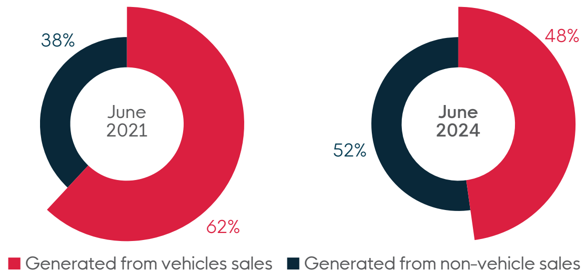


Diversification

Aim: Increase diversification between vehicle and non-vehicle contributions.

Target: 50% EBITDA generated from vehicle sales and 50% generated from non-vehicle sales.

Achievement:



Opportunities for further organic growth exist in the International Aftermarket Parts business, for example through its newly introduced in-house brand, FAI PRO, and new distribution centre in Poland – the most significant benefits of our expansion into the UK and continental Europe are still to be realised. The acquisitions of FAI and MPD have also increased our purchasing power and created opportunities for streamlining our global operations. We have established one global aftermarket parts procurement and supply chain management department to optimise operations and product lines worldwide. We expect that these changes, along with other interventions, will also benefit the SA Aftermarket Parts business.

Our revenue growth potential in the UK is not only limited to the aftermarket parts sector. Since 2019, we have increased revenue by 63% from vehicle sales and services in the country, where we focus on commercial vehicles – an attractive and resilient segment of the market. Our cautious acquisition strategy has unlocked economies of scale, and we benefit from regulations that require all commercial vehicles to be serviced frequently, supporting our aftersales revenue.

We have also expanded our presence in the Australian passenger vehicles market, increasing our dealerships from 28 in 2019 to 47 today. Here, too, our expanded operations have unlocked economies of scale, and we are benefitting from our representation of high-volume brands.

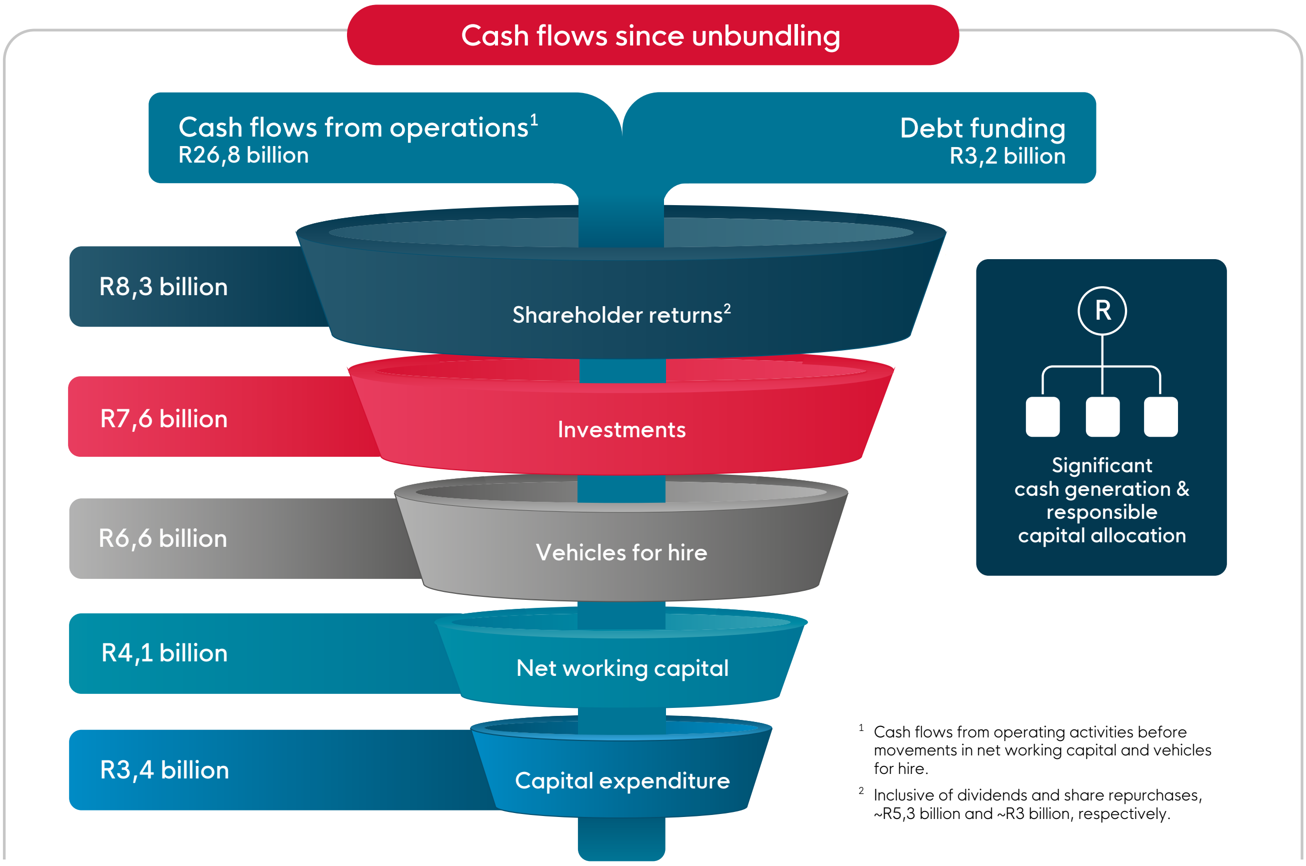
Managing our capital and cash prudently

Our financial position remains strong and reflects our careful strategic prioritisation. The net working capital and vehicles for hire balances fluctuate according to shifts in supply and demand, as well as prevailing economic circumstances. We rely on our deep experience and sophisticated monitoring to strategically optimise net working capital and vehicle rental fleets throughout the year. We take a similar strategic approach to capital expenditure, matching the need to replace and expand with investment in growth and the continuous optimisation of our dealership footprint.

Our strategic imperatives to internationalise, diversify and innovate drive our acquisitions strategy. However, we are cautious when we enter new markets, preferring to learn and make informed strategic decisions, as our expansions in the UK exemplify. We also consistently invest in innovation for efficiency, sustainability and business transformation. Our experience in driving an innovative culture across the Group over the past six years continues to demonstrate that innovation and digitisation are growth enabling and crucial for our future relevance.

Our results for 2024 once again show strong cash flows generated from our operations. We continue to pay a cash dividend at around 35% of headline earnings and are constantly evaluating the option of buying back shares. Since listing, we have repurchased 36,8 million shares.

Motus has sufficient liquidity in unused banking facilities to deliver on its business strategies. We have recently re-financed our international debt funding with a GBP150 million revolving credit facility. This facility will be converted to one that is sustainability linked by the end of the calendar year. It gives us sufficient capacity to service the requirements of our International operations and expansion opportunities, including acquisitions.



[1] Cash flows from operating activities before movements in net working capital and vehicles for hire.

[2] Inclusive of dividends and share repurchases, ~R5,3 billion and ~R3 billion, respectively.

Our unrivalled footprint of strategically located dealerships is one of our key competitive advantages. The last five years of innovation and carefully curated growth have optimised and combined our physical footprint with our expanding digital presence to offer our customers an omni-channel experience that meets them where they are, and in the way they choose to engage with Motus. By increasing the opportunities we have to interact with our customers and their vehicles across the vehicle ownership cycle, we maximise our share of a customer's total mobility expenditure, minimise our dependence on any single revenue stream, and diversify our profit potential.

Our dealership footprint and our VAPS offering uniquely qualify us to serve OEMs as an effective and superior route-to-market for the entire automotive value chain. We believe that this positions us ahead of our competitors in the shifting marketplace, with our value propositions extending well beyond competitive pricing to encompass comprehensive and compelling mobility solutions.

Read about our integrated business model across the automotive value chain: page 14.

Segmental EBITDA contribution

[1] *Includes Head Office and Eliminations.*

Realising our strong medium-term growth potential

While we have been intentional about reducing our dependence on vehicle sales, Motus continues to have a significant presence in the vehicle retail industry. We are well positioned to grow by offering new brands an established route-to-market through our infrastructure and expertise. With vehicle lifecycles getting longer, we also see more opportunities in the first and second replacement cycles for pre-owned vehicles.

To maintain our market share, we will continue to optimise our footprint to ensure that we have the right mix of brands with the right presence and prominence in each of our locations. Increasingly, this balance is achieved through our multi-franchise dealership model, which allows us to position complementary OEMs where we believe they will be well placed, and to pursue volume brands where we are under-represented. Thanks to our enduring relationships and mutual trust with OEMs, we can deliver vehicle and product ranges to the market that match evolving customer needs. Our comprehensive support for customers' mobility requirements helps to enhance brand awareness, and when combined with our digital initiatives, fosters customer loyalty that lasts beyond individual vehicle ownership.

Motus sees significant growth opportunities in aftermarket parts internationally and in SA. We have a strong presence in the in-warranty and out-of-warranty segments of this market, both at retail and wholesale levels. For in-warranty parts, our main growth opportunity is in securing a new distributor brand. We are well positioned to be the preferred dealership group to distribute parts for new entrants, utilising our established route-to-market infrastructure. In the out-of-warranty parts and services segment, the most significant opportunities lie in the synergies and streamlining achievable through our new global procurement and supply chain management department. We plan to build on these synergies by growing our own brand, FAI PRO, and accessing new markets in our current locations, as well as further expanding the European business.

As vehicles stay on the road longer after their warranties expire, increasing the age of the vehicle parc, the Group is presented with various growth opportunities, including servicing out-of-warranty vehicles at our dealerships rather than losing them to independent workshops, and developing and selling VAPS and other solutions to vehicle owners across the ownership cycle. Motus dealerships in SA and abroad are proactively capitalising on this opportunity by building awareness of the products and services we offer, while also driving workshop productivity by streamlining our aftersales processes and systems to accommodate higher workshop activity and capture out-of-warranty workshop customers.

Mobility Solution's service offerings are also positioned to take advantage of an ageing vehicle parc in SA that, by its very nature, increases ownership risks as well as the need for VAPS. In SA, we are pursuing opportunities to grow this business by expanding its product suite and service offerings, thereby ensuring that we can continue to acquire and retain customers across the automotive value chain. Our unique and powerful innovation engine will underpin this drive, with several innovative products and services already commercialised and being scaled up. The business' continued growth and diversification is also supported by strategic partnerships with leading insurance, financial services and retail companies.

We will continue to consider bolt-on complementary acquisitions that supplement existing regions and brands with a Motus presence and infrastructure. In the UK and continental Europe, we foresee growth from bolt-on complementary acquisitions in Aftermarket Parts and commercial Vehicle Retail, including the possibility of a new brand and region. In Australia, we foresee further opportunities to acquire bolt-on complementary passenger vehicle dealerships.

Read about our strategic priorities: page 90.

A journey of transformation and value creation

I am proud of the progress that Motus has made in making ESG real in our business, as an enabler of sustainable and profitable growth. In our ESG report, you can find detailed accounts of our social, environmental and governance credentials, which are rooted in our purpose of Mobility for Good and core values, and supported by the continually improving measurement of our performance.

Our sustainability journey

Pre-unbundling	Parent company sustainability priorities	Ukhamba black ownership deal (2004)			
2019	Sustainability framework developed	Environmental targets set to 2021 (water, electricity and vehicle fuel)	Entered into first sustainability-linked financing facility (environmental KPIs)	First standalone B-BBEE verification and sustainability assurance	
2020	First standalone sustainability report published	Sustainability-linked financing facility renewed	Level 6 B-BBEE rating achieved		
2021	SES Committee mandate revised to enhance ESG focus	ESG criteria integrated in Group strategy	Met environment targets and sustainability-linked financing KPIs	Improved to a Level 4 B-BBEE rating	
2022	Reporting aligned to TCFD and JSE Sustainability Disclosure Guidance	New environmental targets set to 2024 (water, electricity and vehicle fuel)	Waste management strategy developed	Entered into second sustainability-linked financing facility (environmental and social KPIs)	
2023	Sustainability Management Committee established	Improved FTSE4GOOD ranking	Independent ESG maturity assessment conducted	Improved to a Level 3 B-BBEE rating	
2024	First submission to the water CDP	Met 2024 environmental targets	Enhanced our people strategy	Implemented management systems for environmental, health and safety, and human capital data	Re-financed the international revolving credit facility – sustainability targets are being formulated

Chief Executive Officer's review (continued)

Our success is thanks to our people. Motus has transformed since listing, and so has our workforce. Our people strategy is designed to achieve high impact at both the individual and organisational level. We value diversity, strive for inclusion and promote a high-performance culture. We provide equal opportunities, career development and initiatives to inspire the best in our people.

The representation of black managers epitomises this approach. Since 2019, black representation in top management has increased from 31% to 50%. At senior level, this grew from 36% to 54%, and from 43% to 53% among middle managers. Today, 79% of our workforce are black, compared to 73% in 2019. Importantly, 58% of our SA dealer principals are black. Unfortunately, the automotive industry still struggles to attract female talent, but we are confident that we will be able to build on our current 32% female representation given the emphasis we are placing on gender equity and the supportive interventions the Group has in place.

Our contribution to the transformation of society is not restricted to changes in our employment demographics. Other examples include our family bursaries programme, which has already seen Motus contributing R3,5 million to the studies of 98 students. Our participation in the YES4Youth Programme, too, is changing people's lives. Now in our fourth intake of candidates, we have hosted around 2 045 learners, with almost 44% staying on as permanent employees – indicating the value of access to young talent this programme has yielded for Motus.

Also noteworthy is the steady progress we are making in reducing our impact on the environment. Since 2019, we have reduced our consumption of vehicle fuel and electricity by 28% and 17% respectively. More broadly, we are excited to support SA's transition to NEVs as soon as infrastructure and policy changes enable OEMs to introduce these models locally on a larger scale. We are experts in adopting new technologies and have the necessary systems in place to seamlessly and rapidly integrate NEV technology into our operations.

I am especially proud of the contribution we make to basic education. Since 2004, we have established 81 education resource centres – the modern, expanded version of traditional school libraries. We employ 110 librarians in these centres that support more than 94 000 learners. Our Motus Safe Scholar Programme has supported over 2 900 schools and helped over 2,4 million learners reach the school gates safely every day. And through our support for the Unjani Clinics network, we are providing an average of around 94 000 people every month with access to essential care from 705 healthcare workers at 215 health facilities.

Read about our ESG performance: page 146.

For a detailed account of our ESG performance, see our ESG report online.

Appreciation

I am proud of the progress the Group has made since listing to deliver sustainable growth and dependable value creation for stakeholders. In this time, we have demonstrated our resilience and agility, particularly when faced with the challenges of the pandemic. We did not simply survive that challenge, we positioned ourselves and the Group for sustainability and future growth through diversification and internationalisation.

We have built a powerful innovation culture and capability that allows us to adapt to changing customer behaviour and proactively shape the shifting market by responding to unmet customer needs. We also maintained strong free cash flows, healthy liquidity ratios and met our debt covenants.

Throughout this process, we kept our focus on developing our people, making sure that we had a strong team in play and on the bench, while always making decisions and acting with reference to our strong moral compass.

I am also very proud of Motus' ability to identify, develop and retain our top leaders. Ockert Janse van Rensburg, the current CFO, will take over as the CEO of the Group from 1 November 2024. Having been instrumental in the Group's listing on the JSE and growth, Ockert exemplifies the ethical, entrepreneurial and innovative approach that is in Motus' DNA. I am confident that Ockert, Brenda Baijnath (CFO designate), Kerry Cassel (executive director) and the Motus team will build on and exceed what we have achieved during my tenure.

I would like to thank the board members, every Motus employee and all our stakeholders for their contribution to making the last six years of leading Motus a singular honour and the pinnacle of my career. I wish you well for the future.

Osman Arbee
CEO

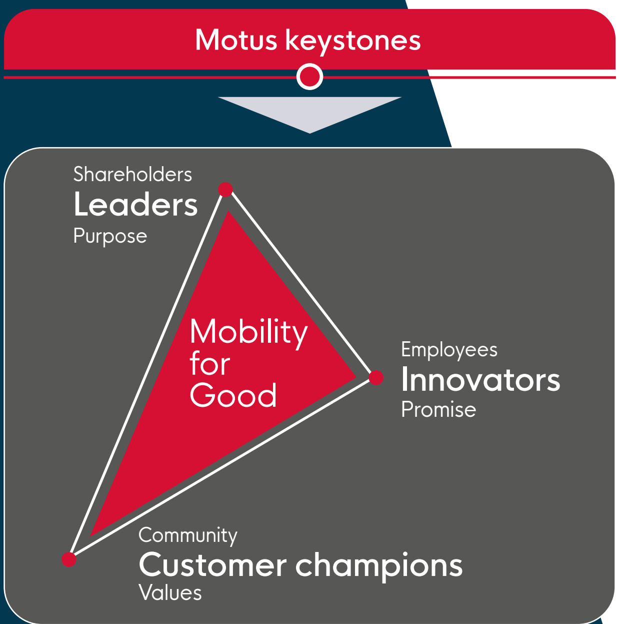
27 September 2024

Innovation and digitisation review

Kerry Cassel
CEO – Mobility Solutions and
Head: Innovation and Technology

Today, more than 4 000 of the over 20 000 Motus employees are members of the m^x community.

Innovation is one of our three Motus keystones, an integral part of how we do business on a day-to-day basis and the foundation of our business strategy. High-growth companies are the ones exploring new business ideas and models. The Chief Innovation Officer plays a crucial role in guiding this exploration, speeding up the creation and implementation of new ventures. A strong innovation framework is essential for effectively driving innovation across the enterprise.



Introducing m^x

History

Motus Xponential (m^x) was conceptualised and launched in 2019 and created a framework within which to foster and grow our culture of innovation across the Group. m^x has been internationally recognised and has created tangible and measurable value for our businesses.

The primary objective of m^x is to cultivate a culture of innovation across the organisation. This includes raising ongoing awareness and enhancing the profile of innovation at Motus. Our purpose is to create a strong brand for innovation and introduce voluntary training for employees on relevant topics and trends. By establishing this framework, m^x ensures that innovation efforts are aligned with business objectives and integrated across the company, avoiding short-term or siloed projects.

Intrapreneurship

m^x is based on the principles of intrapreneurship – a system that allows an employee to act like an entrepreneur within a company or other organisation. This has the following key benefits:

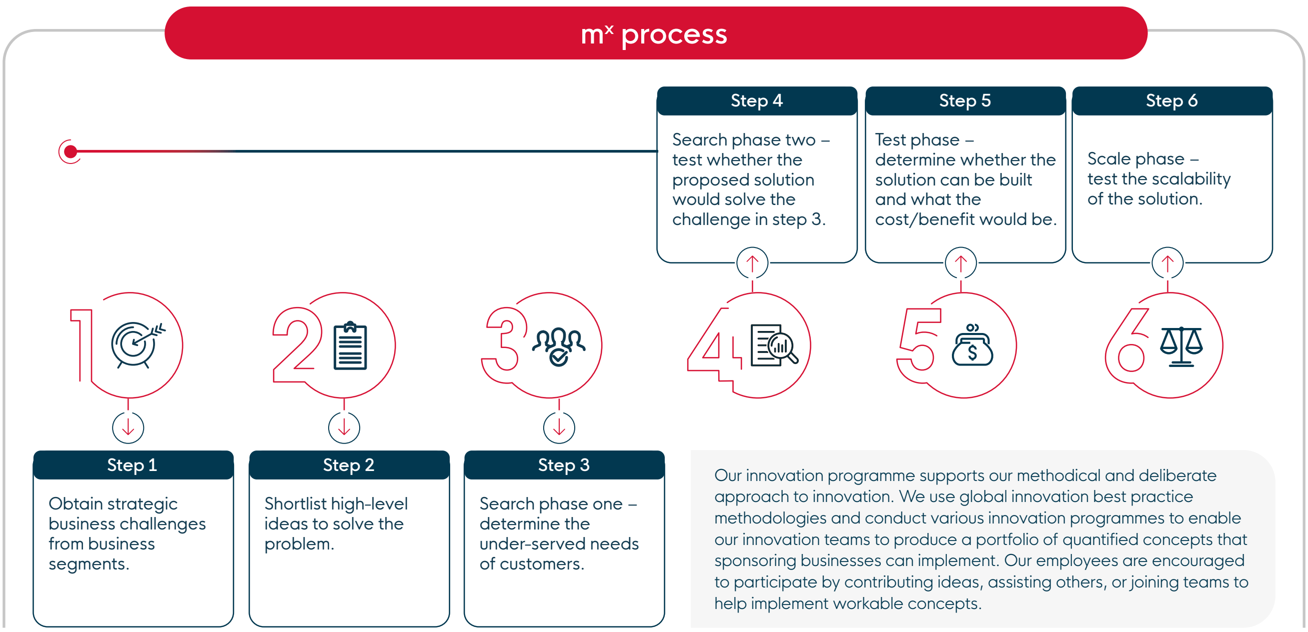
- **Fosters a culture of innovation:** Encourages creative thinking and continuous improvement.
- **Empowers employees:** Enables team members to take calculated risks and own their projects.
- **Attracts top talent:** Draws innovative and ambitious individuals to the organisation.
- **Challenges the status quo:** Encourages questioning and improving existing processes.
- **Brings new products to market:** Facilitates the development and launch of new products and services.

What makes m^x unique:

- **Dual approach to innovation:** m^x incorporates both top-down and bottom-up ideation.
- **A centralised as well as decentralised approach:** Innovation is fostered and driven within the different businesses of Motus, facilitated by the m^x team at the centre.
- **Dedicated team:** m^x has a dedicated, highly skilled and experienced team whose sole key performance indicator (KPI) is to drive innovation in Motus.
- **Inclusive contribution:** It allows all employees to contribute to innovation, ensuring a diverse range of ideas and projects.
- **Culture of experimentation:** This approach encourages a culture of experimentation and employee empowerment.
- **Insights Hub:** Enables us to conduct research with our innovation community and store learnings from past projects, which support and inspire future innovation concepts.

Promoting innovation at Motus

At Motus, we make innovation easy by using the m^x platform to launch business challenges. This way, any employee can join in and contribute.



Our innovation programme supports our methodical and deliberate approach to innovation. We use global innovation best practice methodologies and conduct various innovation programmes to enable our innovation teams to produce a portfolio of quantified concepts that sponsoring businesses can implement. Our employees are encouraged to participate by contributing ideas, assisting others, or joining teams to help implement workable concepts.

The m^x platform helps our innovation teams develop their ideas, test them out, refine them, and turn them into real products and services that serve our customers and create value for Motus.

Over the past five years, we have built a strong link between our innovation centre and the business units. The m^x team uses proven methods to gather and develop ideas from start to finish, bringing them to market for commercialisation.

Innovation and digitisation review (continued)

How we measure success

Annual employee innovation survey

Results of our annual employee innovation survey

76%
of employees know what mˣ is

89%
regard Motus as increasingly innovative

81%
think that the Motus culture supports innovation

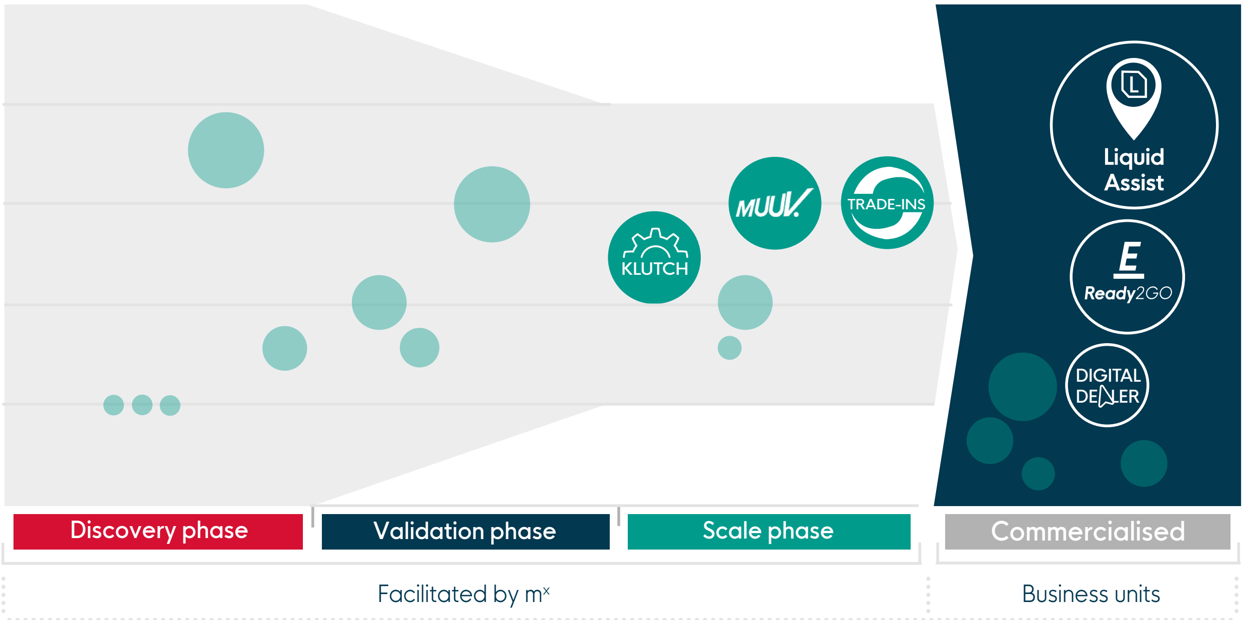
85%
agree the focus is on the generation of business opportunities and appropriate strategies, rather than random ideas

84%
think that Motus has increased its focus on innovation in the last year

The survey also collected feedback on how we can make our innovation strategy clearer and better, what employees think are the biggest disruptors in our industry, and what we can do to improve our culture of innovation.

Our innovation pipeline

At Motus, our pipeline of innovative products and services is always in development, reflecting different stages of market readiness. This process is not just about building valuable intellectual property; it is a way to understand our customers' emerging wants and needs and predict the future of the market.



Since our Innovation Accelerator was first launched, 52 concepts have been through the process, 30 were retired, 15 are still in the process and seven have been commercialised. For each new innovation project, we consider its sustainability and intended outcomes prior to implementation.

Motus Capital Markets Day

In June 2024, Motus hosted our annual Capital Markets Day, bringing together investors, analysts, and journalists to provide an in-depth understanding of our business, strategy, and commitment to innovation. The event offered a comprehensive overview of Motus' expertise in the automotive industry, highlighting our growth strategy and how we leverage innovation to stay ahead in the market.

For the first time, the event was used to further showcase our approach to innovation, particularly in creating new revenue streams in a competitive vehicle marketplace. Our Innovation Accelerator process was also highlighted, emphasising the importance of evidence-based research in taking ideas from concept to commercialisation.

Overall, the Capital Markets Day underscored how Motus uses innovation and technology to drive the business forward, with several successful solutions already brought to market through our innovation process. The event reinforced our commitment to growth, sustainability, and maintaining our leadership position in the automotive industry.

Innovation and digitisation review (continued)

Commercialised concepts

Digital Dealer

Digital Dealer introduces omni-channel sales capabilities throughout our dealerships and call centres, and is embedded in various Group websites. This cutting-edge platform offers a seamless and fully digitised finance application process. Not only does it create a superior customer onboarding experience, but it also boosts efficiency for our dealer sales, finance and insurance operations. The platform fully integrates with all suppliers and systems across the vehicle buying journey, allowing for auto-filled forms and digitised Know Your Customer (KYC) procedures. It has reduced paperwork and processing time from hours to seconds. This advancement benefits our customers and lowers compliance and credit risks. We are committed to enhancing the functionality of Digital Dealer as we gain deeper insights into our customers' preferences.

LiquidAssist

LiquidAssist offers rapid roadside assistance with the aid of a mobile app. Whether the user has run out of fuel, needs a tyre changed or requires towing, the app will quickly get them the help they need.

Ready2GO

Ready2GO, developed by Europcar, is a new express checkout service that offers unbeatable convenience to our customers and enhances operational efficiency. By eliminating queues and paperwork, Ready2GO was created to speed up the process of collecting a rental vehicle and provide a smooth and hassle-free experience. Creating an account is a one-time procedure that simplifies future rentals. At our Ready2GO counter, all that is needed is a driver's license for identification, enabling us to get customers on the road quickly. This innovative solution improves customer satisfaction and positions Europcar as a leader in the industry.

Scale phase concepts

Klutch
is our simplified parts ordering process to service the under-served township aftermarket parts sector.

MuuV.
leverages artificial intelligence (AI) supported preferences and extensive vehicle buying data to quickly shortlist ten vehicles tailored to a customer's needs.

Trade-ins
is an app that provides the customer with a guaranteed price for their existing vehicle, without leaving the comfort of their home or office.

Read more about innovation:
ESG Report online.

Information technology enables our strategic objectives

Group IT supports the achievement of our business goals by managing costs, containing risks, and implementing our IT strategy step-by-step. We use a hybrid structure to accommodate the diverse business models within our Group. Group IT is responsible for strategy, shared applications, support and governance, infrastructure and operations, and cybersecurity. Decentralised functions include business applications management, business process enablement and custom software development. In this structure, each business unit develops its own IT competencies as necessary while utilising the centralised skills of Motus IT for common needs. Group IT provides specific support, as and when needed, in the implementation of business unit enterprise resource planning (ERP) systems. Over the past two years, since adopting this model, Motus IT has demonstrated that the hybrid model allows for optimal efficiency and flexibility.

Rapidly increasing equipment and software prices demand careful cost containment in our IT departments. Since the pandemic, Motus has not only succeeded in keeping IT cost increases well below inflation, but has done so without compromising service levels and security standards.

The increased pace of digitisation and the various technology investments within Motus, along with the realities of cyber threats, have led to a greater focus on cybersecurity across the Group. Our cybersecurity approach entails a multi-faceted strategy that covers people, processes and technology.

The implementation of a Group-wide Information Security Management System (ISMS) framework has elevated discussion and action related to cybersecurity controls. The ISMS consists of a set of policies, procedures and operational practices for the systematic management of cybersecurity risk within Motus. It is positioned as a critical governance tool aimed at proactively limiting the impact of potential cybersecurity breaches. Additionally, it has helped the IT functions within Motus navigate the improvement and implementation of the necessary security controls.

To safeguard Motus' digital assets, we adhere to the cybersecurity framework established by the National Institute of Standards and Technology, an internationally recognised standard for combatting cybercrime. In the past year, we have also implemented the BitSight cyber risk assessment tools across our platforms. BitSight allows us to identify exposure, prioritise investment, communicate with stakeholders, and mitigate cyber risk to protect our expanding digital ecosystem. Our current BitSight rating exceeds industry standards.

Cybersecurity skills are diverse, scarce and expensive. To address this challenge, Motus collaborates with various cybersecurity organisations to implement and support security products and enhance expertise in the five security domains defined in the ISMS. The goal is to continually improve partnerships and enhance Motus' overall security posture over time.

Though no cybersecurity tools can guarantee absolute prevention of breaches, Motus is on a positive trajectory in its cybersecurity maturity journey.

What next?

By aligning our innovation efforts and investment in technology and cybersecurity with the Group's strategic priorities and focusing on evidence-based decision-making, we can ensure a steady flow of value-creating innovations that transform the automotive mobility experience for our customers. Our commitment to innovation as **CHANGE THAT MATTERS** keeps us ahead of market trends, enabling us to anticipate customer needs and develop cutting-edge products and services.

As South African vehicle owners keep their cars for longer periods, there is a growing demand for VAPS to manage increased ownership risks. With a vehicle parc of ~13,1 million ICE vehicles, this trend presents a significant opportunity for Motus. Through innovation and digitisation, we will introduce new channels and products tailored to the needs of an ageing vehicle parc, ensuring that customers receive the necessary support throughout the extended lifecycle of their vehicles. By introducing new channels and products, Motus is well positioned to capitalise on opportunities presented by SA's ageing vehicle parc.

As we navigate a future increasingly shaped by AI, the strength of our data and the insights we derive will be crucial in driving our strategy and distinguishing us from the competition. Across Motus, several experiments are already underway, with notable success in automating finance back-office processes. By harnessing the power of AI and collaborating with machine learning specialists, we will continue to conduct data-driven experiments that enhance sales conversion, foster continuous improvement, and deepen our understanding of our customers' evolving mobility needs.

This focus on innovation, digitisation and data excellence, supported by the right technology and security, will secure our position as an industry leader, ready to meet the challenges and opportunities of tomorrow, and drive sustainable growth. We continue to enhance our culture of innovation and intrapreneurship to ensure our long-term sustainability and ability to fulfil our customers' unmet mobility needs. I want to express my gratitude to all the members of the m^x community and the innovation teams for their contribution to creating tomorrow's products and services, today.

Kerry Cassel
CEO – Mobility Solutions and Head: Innovation and Technology

27 September 2024

Chief Financial Officer's review

Ockert Janse van Rensburg
Group CFO

Our consistently solid performance in challenging trading conditions demonstrates both the Group's intrinsic resilience, and the success of our internationalisation, diversification and innovation strategies. These strategies shield the Group from cyclicality and position it for sustainable profitable growth as we respond comprehensively to the structural shift underway in the South African automotive industry.

Revenue up 7%
R113 764 million
(2023: R106 538 million[1])

Cash flows from operating activities
R3 533 million
(2023: outflow of R1 187 million)

Operating profit down 4%
R5 503 million
(2023: R5 723 million)

[1] Revenue in the comparative period has been restated due to the adoption of IFRS 17.

The Group's resilience is thanks to our integrated business model, which spans the vehicle ownership lifecycle. This provides Motus with the opportunity to serve the full extent of our customers' mobility needs as they evolve, generating diversified revenue and profit streams, and enabling us to cross-sell and leverage opportunities across our business segments. This integrated, cash generative approach enables us to invest in compelling growth opportunities aligned with our strategic priorities, while delivering dependable returns to our shareholders.

2024 highlights

Resilient trading performance in challenging economies

Revenue	EBITDA	Operating profit	Cash flows from operating activities
up 7% to R113,8 billion	up 3% to R8,3 billion	down 4% to R5,5 billion	of R3,5 billion (2023: outflow of R1,2 billion)

Bolt-on international acquisitions

Solway in the UK
Four DAF commercial vehicle dealerships that operate in North West England and Southern Scotland

Wagga Wagga in Australia
Multi-franchise dealerships representing nine brands across two sites in New South Wales

UK Aftermarket Parts performance

Exceeding expectations and delivering on strategies

Revenue of R6,5 billion
EBITDA of R1,1 billion
Operating profit of R719 million

Operating margin of 11,1% (excluding amortisation on significant intangibles, operating margin is 13,3%)

ESG highlights

- Achieved **black representation** of 79% in SA
- Achieved **Group female representation** of 32%
- Achieved **Level 3 B-BBEE rating**
- Continued investment in **CSI initiatives**
- Maintained high **governance standards**

Shareholder returns

ROIC	Final dividend	Total dividend	Net asset value
of 10,8%	at >35% of headline earnings	of 520 cents per share	at R102 per share

For a detailed account of our financial performance, see the audited consolidated and separate annual financial statements online.

Operating environment

Globally, 2023 saw new vehicle sales exceeding pre-pandemic levels for the first time. However, economic headwinds have continued to subdue the automotive industry, with growth falling short of the pre-COVID forecast of 80 million vehicle sales worldwide.

In mixed trading conditions across our geographic base, the Group's passenger and commercial vehicle businesses, including the UK and Australia, sold 115 899 new units (2023: 126 826) and 86 724 pre-owned units (2023: 85 752) during the year.

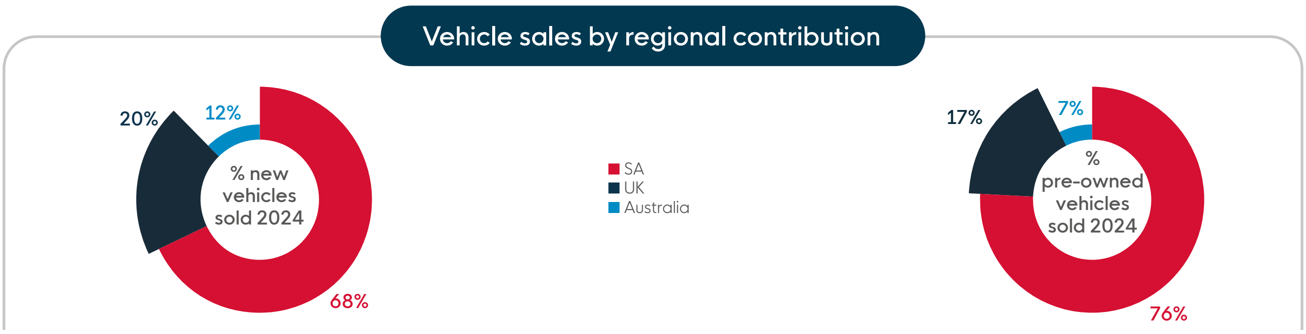
In SA, naamsa[1] reported a 5,5% decrease in new vehicle sales for the 12 months to 30 June 2024, down from ~542 000 to ~512 000. The Group's new passenger vehicle market share for this period was ~21,6%. We are projecting new vehicle sales of between 500 000 and 520 000 new vehicles for the 2024 calendar year.

The UK new vehicle market continued to show resilience to challenging economic conditions, growing by 11,5%[2] in the 12 months to 30 June 2024.

The Australian automotive market remains highly competitive after record new vehicle sales of ~1,2 million[3] in the 2023 calendar year. For the 12 months to June 2024, the new vehicle market grew by 12,6%[3] to ~1,3 million vehicles (2023: 1,1 million). In this buoyant market, Motus was able to grow its retail market share over the year.

In respect of our business segments not reliant on vehicle sales, the market opportunity for our Aftermarket Parts business now extends to a vehicle parc of ~13,1 million ICE vehicles, with ~9,5 million out-of-warranty in SA, and a vehicle parc of ~41,4 million ICE vehicles, with ~33 million out-of-warranty, in the UK. Further, our Mobility Solutions business, despite the economic challenges and increased competition from new market entrants, continued to generate reliable annuity income independent of vehicle buying trends, providing a natural hedge against market volatility.

Read more about the automotive industry: page 54.



Strategic acquisitions

We concluded two significant bolt-on acquisitions aligned with the Group's international growth strategy. In July 2023, we completed the acquisition of Solway Vehicles Distribution Limited (Solway) in the UK, acquiring four DAF commercial vehicle dealerships that operate in North West England and Southern Scotland. During October 2023, we completed the acquisition of the Wagga Wagga dealerships in Australia, comprising multi-franchise dealerships representing nine brands across two sites, with a predominant focus on the Ford, Kia, VW and Nissan brands. These dealerships operate in New South Wales.

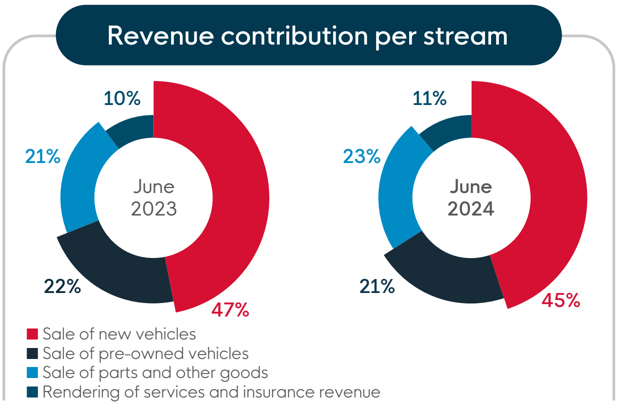
The acquisitions were funded using available cash and banking facilities, amounting to a combined net cash purchase consideration of R553 million. Since acquisition, both businesses have delivered to expectation, contributing to our financial performance.

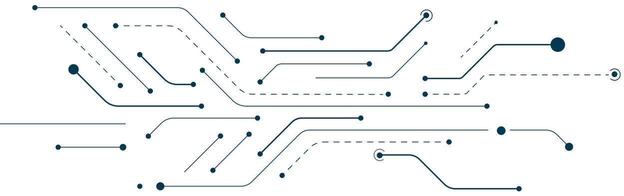
[1] *naamsa | The Automotive Business Council | Press releases.*
[2] *SMMT (press releases and market data) and management estimates.*
[3] *Federal Chamber of Automotive Industries (fcai.com.au).*

Financial overview

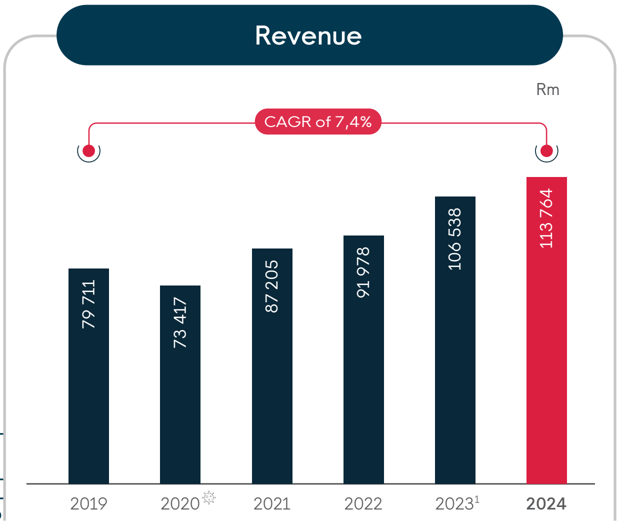
Revenue increased by 7% to R113 764 million, driven by positive contributions from the Retail and Rental (9%), Aftermarket Parts (16%), and Mobility Solutions (2%) business segments. This growth was partially offset by the Import and Distribution business segment's performance, which recorded a revenue decrease of 22%.

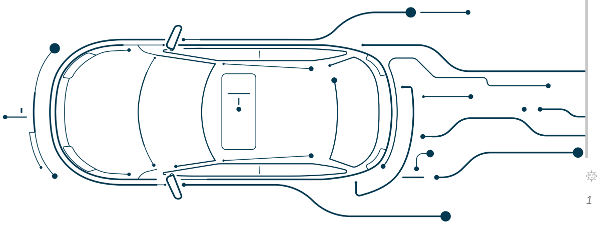
Growth in revenue was attributable to higher contributions from parts and other goods sales of R3 450 million (15%), new vehicle sales of R2 255 million (5%), rendering of services of R941 million (9%) and pre-owned vehicle sales of R606 million (3%), offset by a R26 million (6%) decrease in insurance revenue.





Our South African operations contributed 54% to revenue and 65% to EBITDA for the year (2023: 61% and 73%, respectively), with the remainder contributed by the UK, Australia and Asia.





Impacted by COVID.

[1] Revenue in 2023 has been restated due the to the adoption of IFRS 17.

Operating profit decreased by R220 million (4%) mainly due to the reduced contribution from Import and Distribution of R636 million (45%). This was offset by improved contributions from Aftermarket Parts of R197 million (19%), Mobility Solutions of R133 million (12%), and Retail and Rental of R35 million (1%).

The reduction in operating profit was primarily attributable to margin pressure, strong competition and reduced demand experienced by the Import and Distribution segment, the SA Retail business, and the SA Aftermarket Parts business. This decline was offset by the strong performance of our international retail businesses (UK and Australia), the continued recovery of the vehicle rental sector which positively impacted gross income in the Vehicle Rental division, the contribution of the International Aftermarket Parts business, and growth in Mobility Solutions.

Net foreign currency losses of R69 million (2023: R20 million in gains) were largely due to translation differences arising from foreign currency denominated balances such as trade receivables, trade payables, Customer Foreign Currency (CFC) accounts and interest-bearing debt, changes in the fair value of derivative instruments that are not formally designated in a hedge relationship, and the strengthening of the Rand against major currencies in June 2024.

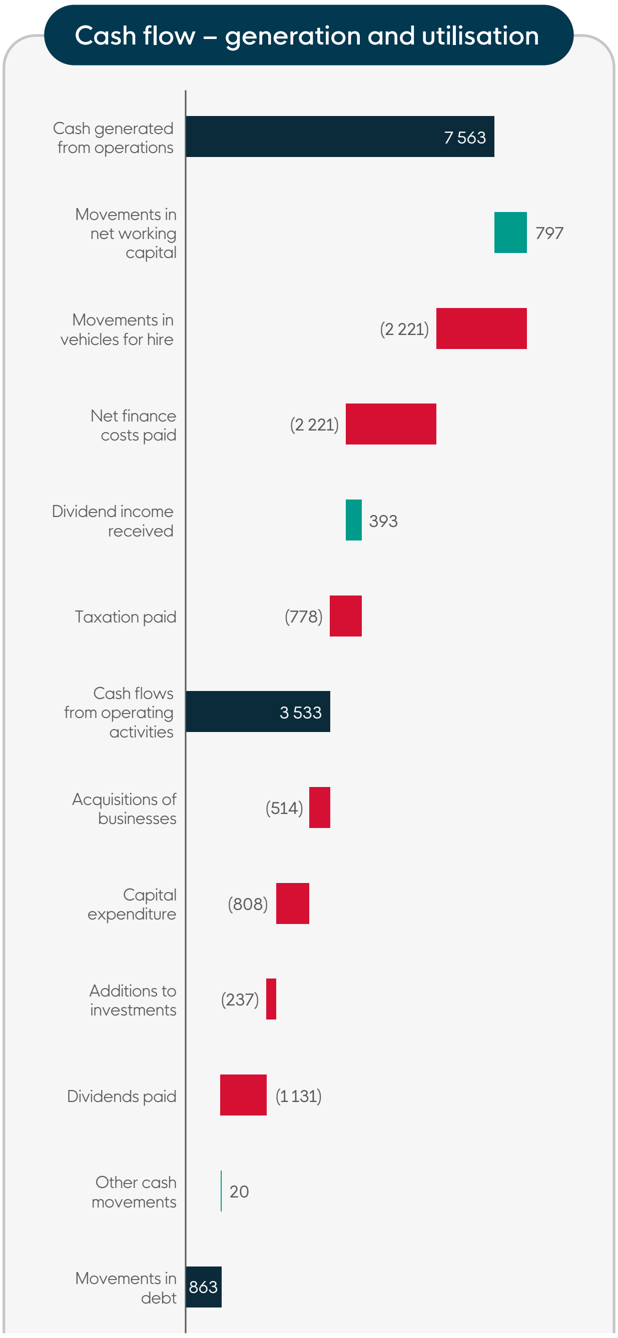
Net finance costs increased to R2,2 billion (up R837 million) mainly due to higher average net working capital and vehicles for hire, additions to fixed assets, acquisition and investment financing, high interest rates across all key geographies, and increased finance cost on lease liabilities.

Profit before tax (PBT) decreased by 26% to R3 218 million.

View the summarised reconciliation of earnings to headline earnings: page 180.

We declared a full year dividend of 520 cents per share (2023: 710 cents per share). In April 2024, an interim dividend of 235 cents per ordinary share was paid, and a final dividend of 285 cents per share will be paid in October 2024.

Net working capital decreased by 9% to R13,1 billion, primarily due to reductions in inventory. This decrease was offset by the settlement of floorplans from suppliers and a decrease in trade and other payables, in line with lower inventory levels. Trade and other receivables increased due to higher sales.



Debt and liquidity

Our equity to net debt ratio closed the year at 57% : 43% (2023: 56% : 44%). A decrease of R833 million in core debt was primarily attributable to the reduction in net working capital since June 2023, driven by the Group's active focus on reducing inventory levels, profits generated for the year, and the increased utilisation of floorplans from financial institutions. This reduction was partly offset by the increase in vehicles for hire due to up-fleets with vehicle rental companies; debt funding of bolt-on dealership acquisitions; additions to property, plant and equipment; and an additional investment in a banking alliance.

Net debt to EBITDA was 1,9 times (2023: 1,8 times) and EBITDA to net interest was 3,7 times (2023: 6,4 times). Both ratios were calculated by applying the funders' covenant methodology and remain well within the bank covenant levels set by debt funders, of below 3,0 times and above 3,0 times, respectively.

ROIC decreased to 10,8% (2023: 14,1%) mainly due to increased average invested capital (debt and equity) and a lower return. WACC decreased to 10,1% (2023: 10,7%), mainly due to increased average debt levels which carry a lower cost than equity.

Net asset value per share remained stable at 10 203 cents per share (2023: 10 189 cents per share).

View the statement of financial position: page 181.

Cash generated from operations before movements in net working capital and vehicles for hire amounted to R7,6 billion (2023: R7,8 billion) and cash flows from operating activities amounted to R3,5 billion (2023: outflow of R1,2 billion). Strong cash flows were generated from operations and were utilised mainly through movements in vehicles for hire, finance costs and taxation paid, resulting in cash flows from operating activities of R3,5 billion.

View cash flow movement details: page 183.

Our liquidity position is healthy, with unutilised banking and floorplan facilities of R13,5 billion. We are seeing significant interest in the Group's growth prospects from our funding partners. The appetite for collaboration with the Group is evident, with multiple banks willing to provide the funding needed to support our operations and growth. This international pool of funding has sufficient capacity to service the requirements of our International operations and future expansion opportunities, as we pursue our strategic growth ambitions.

Outlook

We expect the trading environment to remain challenging due to ongoing economic pressures in key geographies. Inflation, currency volatility, a moderate reduction in interest rates off a high base, fuel prices and energy costs, and uncertainty created by the Middle Eastern and Russia-Ukraine conflicts are all likely to impact our economic and operating environments.

While the predicted easing in interest rates will support future growth, real economic benefits are only likely to be realised in the latter part of the 2025 calendar year, with prevailing economic conditions putting pressure on consumers' disposable income in the interim.

We are confident that our integrated business model, diversification and internationalisation strategies, and embedded culture of innovation, will continue to support our sustainability and profitability – minimising the impacts of cyclicality and currency volatility, while further reducing our reliance on vehicle sales.

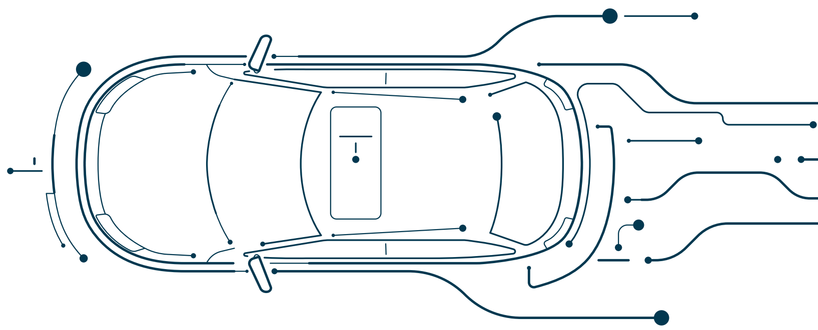
Appreciation

I would like to thank all employees, customers, suppliers, funders, stakeholders and the board for their support during the year, and convey my sincere appreciation to the dedicated finance teams across the Group who continue to deliver high standards of financial reporting.

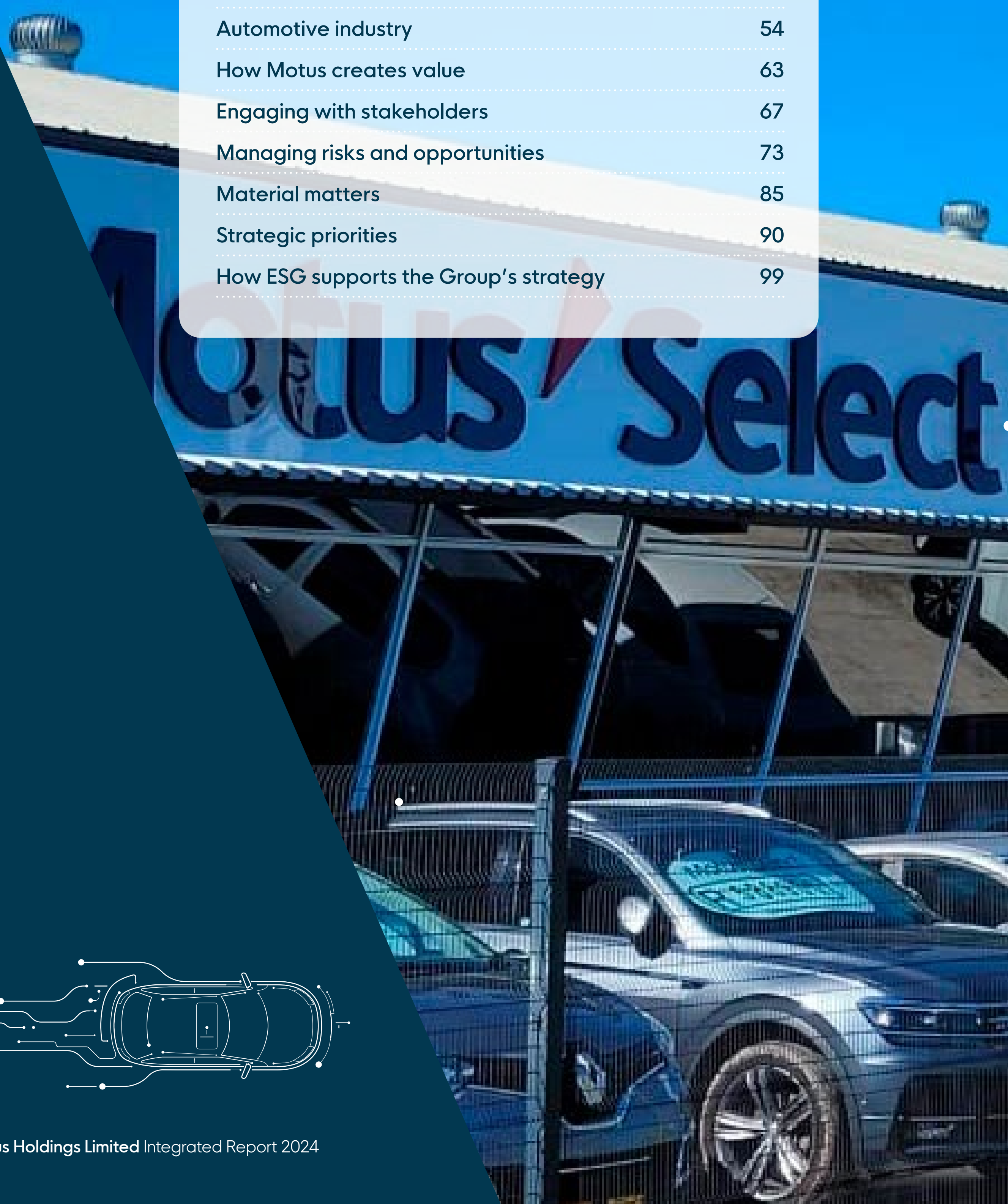
I am especially grateful to Osman Arbee for his mentorship and support over my tenure as Motus' first CFO. I share Osman's pride in what we, the Motus family, have achieved in the first six years of the Group's development. It is an honour to be taking the helm from Osman, and I am excited by the opportunity Motus has to optimise, innovate and grow.

Ockert Janse van Rensburg
CFO

27 September 2024



Integrated business

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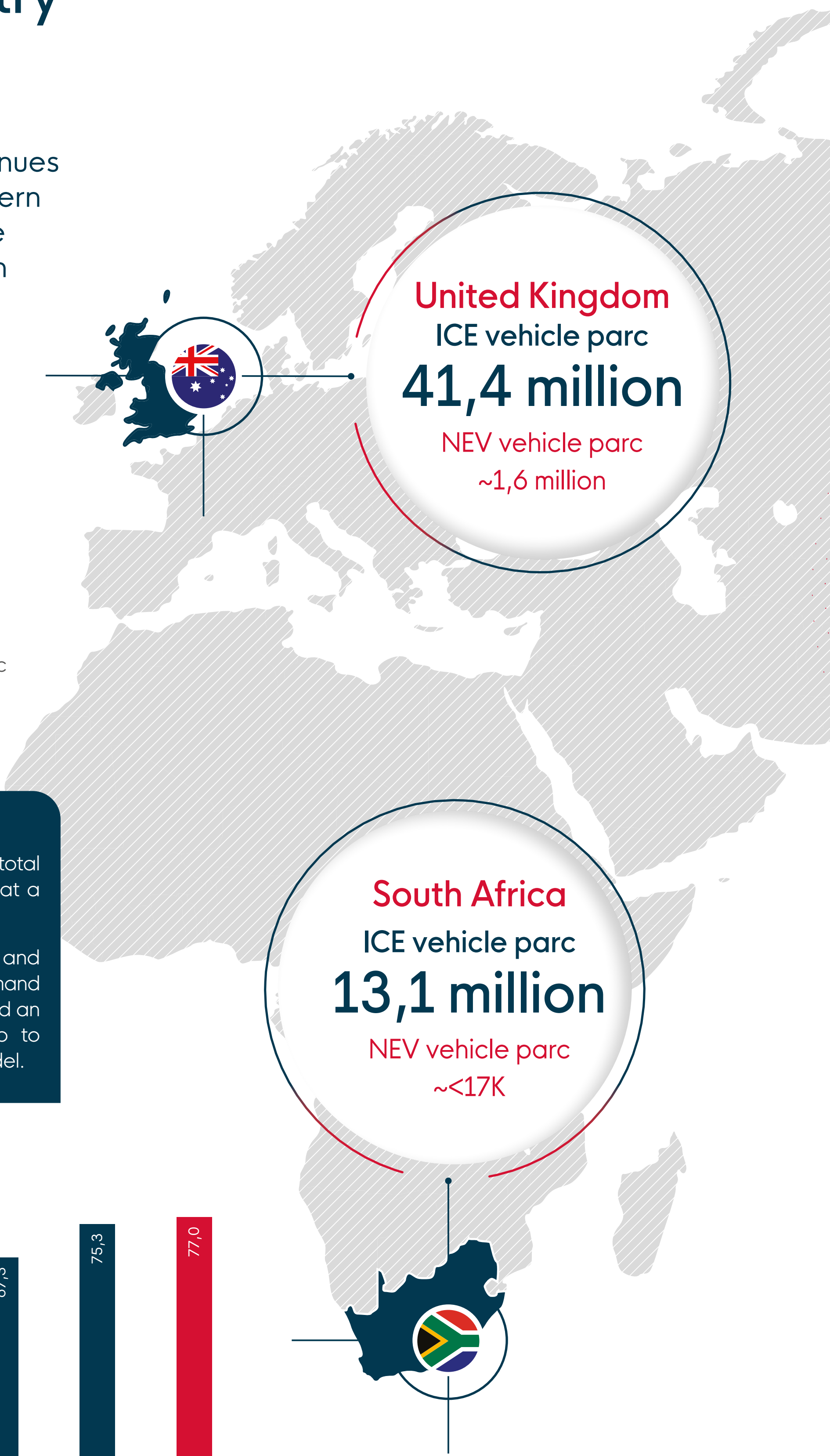
Automotive industry

Global economic recovery continues to be slowed by the Middle Eastern and Russia-Ukraine conflicts, the cost-of-living crisis, weak growth in productivity, increasing geoeconomic fragmentation and high interest rates.



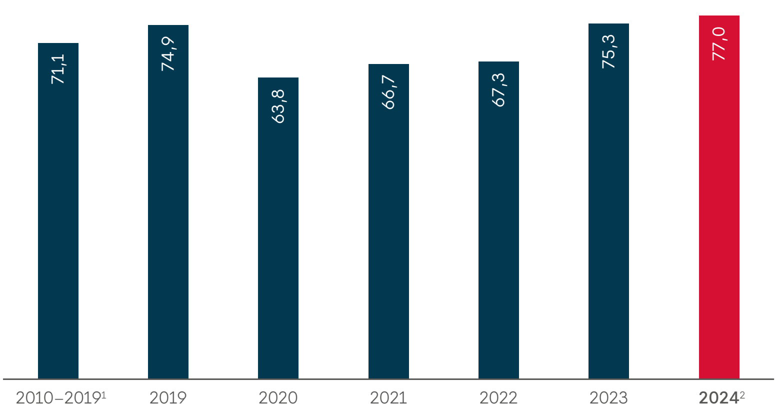
Globally, 2023 was the first time vehicle sales exceeded pre-pandemic values, however, they remain short of the pre-COVID forecast of 80 million vehicle sales[3].

Global vehicle parc

The global vehicle parc represents the total estimated number of vehicles in operation at a specific point in time.

The vehicle parc supports Motus' growth and resilience by enabling access to a steady demand and supply of parts, pre-owned vehicles, and an exceptionally large market for the Group to operate in across its integrated business model.

Global vehicle sales (million units)



[1] Annual averages.
[2] This value is a forecast.
[3] Motus | Integrated report for the year ended 30 June 2023.

Actual 2023 sales exceeded the 70,8 million[3] vehicles initially forecast.

Vehicle sales are projected to increase to 77 million units during 2024.

Source:https://www.statista.com/statistics/200002/international-car-sales-since-1990/

Total global vehicles in operation

± 1 500 million

Global indicators[1]		2024	2023
Gross domestic product (GDP) growth	◄►	3,2%	3,3%
Inflation	▼	5,9%	6,8%

Outlook:

- Global economic growth is expected to increase to 3,3% for 2025.
- Global growth in five years is projected at 3,1% – its lowest in decades.
- A steady decline is forecast for global inflation, with 4,5% projected for 2025.
- Advanced economies are expected to return to inflation targets sooner than emerging and developing counterparts.

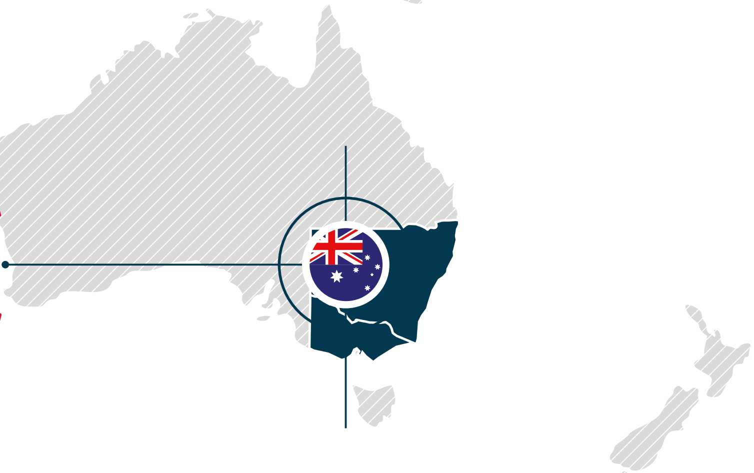
Australia

ICE vehicle parc

21,7 million

NEV vehicle parc

~<180K



[1] *International Monetary Fund | World Economic Outlook | July 2024 update.*
Note: Vehicle parc data from naamsa, SMMT data, BRITE, Electric Vehicle Council.

Automotive industry (continued)

Economic environment and the automotive industry

South Africa

Economic environment

Economic growth remained subdued during 2024, with current impediments to growth including ongoing high inflation and high interest rates, a persistently weak and volatile currency, rising unemployment and poverty levels, the latent impact of power outages, insufficient infrastructural investment, emigration, slow real wage increases and high fuel costs. Uncertainty around policies that will be adopted by the recently convened GNU continues to impact the country's economic performance and prospects.

The automotive industry

Contributing around 5,3% to SA's GDP (including 2,1% from the retail segment) and accounting for around 22% of the country's manufacturing output, the automotive industry is one of SA's largest economic sectors[2]. The industry plays an instrumental role in supporting the country's longer-term economic sustainability – creating jobs, facilitating trade, and moving people, goods and services in an environment where alternative forms of transport are scarce and under pressure.

During FY24, SA retailed ~512 000 new vehicles (~5,5% down from FY23), with Motus achieving a new passenger vehicle market share of ~21,6%[2]. Poor economic performance in the country has led to a decline in sales and an oversupply of new vehicles, which has largely since normalised. Asian vehicle imports are accelerating the structural shift in the South African automotive landscape by introducing affordable, entry level vehicle models and brands.

The South African vehicle market

~335 vehicle dealerships

~140 vehicle rental branches/kiosks

~523 aftermarket part retail outlets and agencies

South Africa indicators[1]		2024	2023
GDP growth	▲	0,9%	0,7%
Inflation	▼	4,9%	5,9%
Unemployment rate	▲	33,5%	32,8%

Outlook:

- Interest rate cuts are anticipated later this year and in early 2025, however, a meaningful economic rebound is not expected in the short term.
- Management projects vehicle sales between 500 000 and 520 000 vehicles for the 12 months to 31 December 2024.
- Pre-owned vehicle sales and parts and workshop activity are likely to continue to increase over the short to medium term.

[1] *International Monetary Fund | World Economic Outlook | July 2024 update.*
[2] *naamsa press releases.*

	Actual	Passenger	LCV	Commercial
CY22	530k new vehicles	364k (69%)	136k (26%)	30k (5%)
CY23	532k new vehicles	348k (65%)	152k (29%)	33k (6%)
FY24	512k new vehicles	335k (65%)	145k (28%)	33k (6%)

CY24 Projection
500k-520k new vehicles
1,2 million pre-owned vehicles

Impact on Motus

Economically constrained and cost-conscious consumers are delaying making high-value asset purchases.

Driven by affordability concerns:

- Customers continue to move away from luxury vehicles to more affordable brands, models, and vehicle categories, as well as pre-owned vehicles. As the industry continues to normalise to pre-COVID levels, sales continue to shift to smaller and cheaper vehicles.
- Vehicle replacement cycles are extending, increasing parts and workshop activity.

The aftermarket parts sector is a vital and expanding market, supported by a diverse and growing vehicle parc. It includes a range of players from large distributors to smaller suppliers.

The vehicle rental industry continues to recover from the negative impacts of COVID as leisure and international travel rebound. The sector is a dynamic market driven by tourism, business travel and local demand for flexible transportation solutions.

United Kingdom

Economic environment

GDP growth was weak over 2023 and projections remain below those for other advanced economies for 2024 (estimated at 1,7%)[1]. This is largely attributable to interest rate increases over 2022 and 2023, high inflation, uncertainty over the timing and degree of interest rate changes over the short term, and higher personal tax rates. As of June 2024, inflation had fallen from a peak of 11,1% in 2022 to 2,0%, and interest rates are expected to decline over the next year[2].

The automotive industry

The UK new vehicle market grew by 11,5%, with the passenger vehicle market growing by 11,3%[3], the LCV market growing by 14,1%[3], and the heavy commercial vehicle (HCV) market growing by 4,6%. Annual new vehicle sales for FY24 amounted to ~2,4 million (FY23: ~2,1 million)[3]. Motus maintained its retail market share over the course of the year.

Impact on Motus

Parts and workshop activity continue to increase due to high levels of demand and regulatory requirements that mandate regular servicing of HCVs. Commercial vehicle sales are under pressure due to an oversupply of trucks and sector-wide constraints on bodybuilding capacity. Vehicle replacement cycles are extending, increasing parts and workshop activity.

The aftermarket parts industry is substantial and growing, driven by an ageing vehicle parc characterised by extended vehicle replacement cycles. It remains a competitive landscape with a mix of traditional wholesale and retail businesses, and online distribution channels.

88 commercial dealerships

34 passenger dealerships

2 Aftermarket Parts distribution centres

178 Aftermarket Parts retail outlets

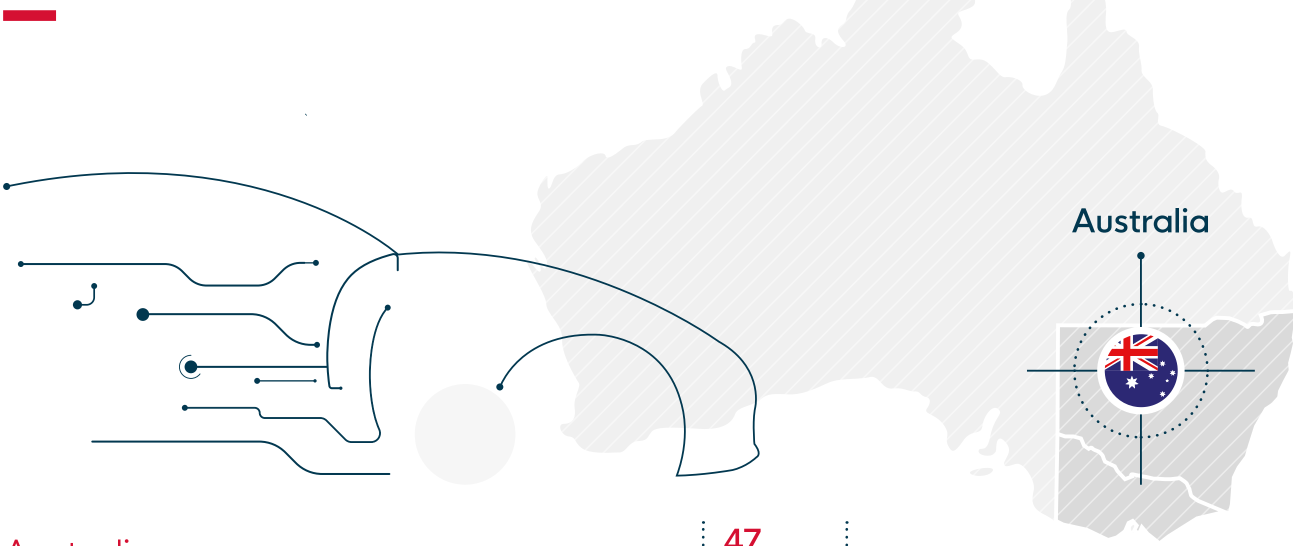
Regional indicators[1]		2024	2023
GDP growth	▲	0,7%	0,1%
Inflation	▼	2,5%	7,3%

Outlook:

- The IMF projects GDP growth of 1,5% for 2025, one of the lower rates for the G7 nations[1].
- Inflation is expected to return close to the 2,0% target in the short term[1].
- The Bank of England projects an interest rate of 3,5% by 2027.
- Decreases in surging inflation and interest rates, alongside higher minimum wages are expected to boost consumer spending.

[1] *International Monetary Fund | World Economic Outlook | July 2024 update.*
[2] *Bank of England | Money Policy Report | August 2024.*
[3] *SMMT market data.*

Automotive industry (continued)



Australia

47 passenger dealerships

Economic environment

Economic growth was subdued over 2023, with a moderate improvement anticipated for 2024 as inflation rates slowly subside. At 4,35%, interest rates remain elevated and this – alongside high energy costs, high food costs and higher-than-targeted inflation – continues to place consumer disposable income under pressure[2].

The automotive industry

The Australian automotive market remains highly competitive after setting an all-time record for new vehicle sales for CY23 at around 1,2 million vehicles[3]. Annual new vehicle sales for FY24 amounted to ~1,3 million vehicles (FY23: ~1,1 million), an increase of 12,6%[3]. Motus grew its retail market share over the course of the year.

During 2023, pre-owned vehicle sales increased by 34% to more than two million units – 60% through private sellers and 40% through dealers[4].

Impact on Motus

The oversupply of new vehicles, which has now normalised, led to an increase in inventory levels and increased sales. Parts and workshop activity continue to increase, driven by increased demand from a growing vehicle parc.

Regional indicators[1]		2024	2023
GDP growth	▼	1,4%	2,0%
Inflation	▼	3,5%	5,6%

Outlook:

- The IMF projects GDP growth of 2,0% for 2025, above the average 1,8% projected for other advanced economies.
- Inflation is expected to reach the 2% to 3% target range in the second half of 2025, reaching the midpoint in 2026[2].
- Interest rates are unlikely to decline before late 2024 as the Australian Reserve Bank is currently prioritising returning inflation to target[2].
- Growth is expected to pick up in 2025 as household spending increases[2].
- Tax cuts are expected in the second half of 2024, along with gradual improvements in real wages[2].

[1] *International Monetary Fund | World Economic Outlook | July 2024 update.*
[2] *Reserve Bank of Australia | Statement on Monetary Policy | August 2024.*
[3] *Federal Chamber of Automotive Industries | www.fcai.com.au*
[4] *Australian Automotive Dealer Association x Autograb.*

Key stakeholders impacted	Customers | OEMs and suppliers | Business partners | Shareholders | Financial institutions | Communities
Principal risks and opportunities	Currency volatility | Economic and socio-political changes | Capital management
Strategic initiatives	Enhance financial performance and value creation | Maintain market leadership
Material matters	Effective and strategically aligned growth opportunities | Securing market presence in an increasingly competitive environment | A challenging economic environment in key geographies

Key sector trends

Consumer behaviour and technological advances

Key stakeholders impacted	Customers | OEMs and suppliers | Business partners | Regulators
Principal risks and opportunities	Supply chain management | Technology and innovation
Strategic initiatives	Enhance financial performance and value creation | Maintain market leadership | Drive innovation | Improve technology solutions
Material matters	Effective and strategically aligned growth opportunities | Securing market presence in an increasingly competitive environment | Digitisation, research and innovation | Regulatory compliance, cybersecurity and IT

Technological advancements continue to empower customers, providing them with access to information, connecting them more closely to businesses, enabling them to access products and services in a wide variety of ways across multiple device types, and raising expectations around product features and customer engagement. These advancements also create new ways of doing business for organisations, serving as vital enablers for the automotive industry while also opening the path for disruption in the form of new business models, digitisation, changing approaches to customer engagement, and more.

Engagement

- Customers demonstrate a preference for accessing information, products and services on their own terms.
- Transparency and waiting for approval remain the most cumbersome elements of the vehicle purchasing and financing process[1].
- To meet customer expectations and enhance customer experience, businesses must invest in and provide access to both digital and omni-channel solutions and offerings, as well as traditional forms of engagement.
- Digitisation is poised to play a major role in reducing pain points in the vehicle buying process.

Affordability

- In markets driven by affordability concerns, demand for non-premium and smaller entry level vehicles continues to grow.

Vehicle features and connectivity

- Despite affordability concerns, many South African vehicle owners indicate a preference for purchasing a new vehicle (over pre-owned), primarily due to interest in advanced and technology driven vehicle features[1].
- South African customers are willing to pay for connectivity features and share personal data if it supports road safety, route safety, vehicle safety and maintenance, and convenience[1].
- For businesses, connectivity has the potential to open up new avenues for revenue generation, transforming operations to enhance efficiencies and support greater service excellence.
- Opportunities for connected mobility will grow alongside the pool of connected vehicles, simultaneously improving data availability and collection capabilities.

Shared mobility and vehicle subscriptions

- Increased use of shared transportation modes raises questions around vehicle ownership for customers, with many indicating a preference for multiple transportation modes if these reduce overall travel time.
- Globally, the vehicle subscription market is expected to reach USD66,7 billion with a compound annual growth rate (CAGR) of 33,5% between 2023 and 2031[2].
- Younger customers indicate a particular interest in vehicle subscriptions, as this model offers access to a range of vehicles without long-term commitments.
- Subscription models provide the opportunity for businesses to reduce fleet costs.

Technology-related risks

- Digital and technological growth is accompanied by greater vulnerability to cyberattacks and increasingly sophisticated cybersecurity threats. To safeguard data and maintain customer trust, businesses must put in place equally effective and robust technology governance policies and practices.

[1] *Deloitte | South African Extract of the 2024 Global Automotive Consumer Study.*
[2] *Straits Research | Car subscription market | https://straitsresearch.com/report/car-subscription-market.*

Automotive industry (continued)

Key sector trends (continued)

Skills shortages and the workforce of the future

Key stakeholders affected	Customers | Employees | Organised labour
Principal risks and opportunities	Technology and innovation | Succession and talent management | B-BBEE status of SA-based operations
Strategic initiatives	Drive innovation | Improve technology solutions | Invest in human capital and ESG initiatives
Material matters	Digitisation, research and innovation | Our ESG impacts, responsibilities and related stakeholder interests

Increasing digitisation requires organisations to upskill employees in traditionally non-technology related roles as well as attract and/or retain employees with technology talent. Technological and digital skills remain scarce and global competition for these skills is fierce. In the automotive industry, attracting and/or retaining employees with technical skills remains a key challenge across all geographies.

Upskilling current employees

- Technological advancements are changing ways of working for all employees – increased digitisation means that people in all roles and positions are increasingly expected to engage with (and through) various forms of devices, platforms and applications.
- Businesses must upskill current employees to ensure that they are able to meet current and future work-related demands, remaining appropriately skilled and productive in a dynamic work environment requiring high degrees of adaptability.

Attracting scarce skills

- A compelling EVP is required to attract skills that are increasingly in demand – this includes incorporating elements above and beyond competitive compensation, such as flexibility, work-life balance, a strong sense of organisational purpose and values, and an inclusive culture that recognises and rewards performance.

Environmental sustainability

Key stakeholders affected	All major stakeholder groups are impacted by environmental sustainability concerns
Principal risks and opportunities	Supply chain management | Climate change
Strategic initiatives	Invest in human capital and ESG initiatives
Material matters	Our ESG impacts, responsibilities and related stakeholder interests

Over the next ten years, five of the top ten global risks are related to the natural environment, with extreme weather events ranked first, a critical change to Earth systems ranked second, biodiversity loss and ecosystem collapse ranked third, natural resource shortages ranked fourth and pollution ranked tenth[1]. Global progress against climate-related targets remains slow and the threshold of 1,5°C above pre-industrial temperatures, specified in the 2015 Paris Agreement, is now projected to be crossed by the early to mid-2030s.

Global

- To prevent the worst effects of climate change, global net CO_2 emissions must be reduced to around 45% below 2010 levels by 2030, reaching net zero by 2050[2]. Current national climate plans for the 195 parties to the Paris Agreement are insufficient and would result in an increase of almost 9% in emissions compared to 2010[3].
- Achieving net zero greenhouse gas (GHG) emissions will require changes to industrial production, transportation, and the ways that people live and consume. More than 140 countries (including China, the United States, India and the European Union) have set net zero targets, with 72 countries enshrining these in law as of 2023[4]. SA, the UK, Australia, the European Union and South Korea have all committed to net zero emission targets by 2050.
- Societal concerns around energy security, climate change and oil demand continue to drive ESG investment across the value chain, as well as the development of public private partnerships to shape policies, regulations and infrastructure.

Automotive industry

- Producing nearly 80 million vehicles annually, the global automotive and transportation industry is estimated to be responsible for 10% of the world's CO_2 emissions[5]. The industry is, however, also one of the few on track to make a timely switch away from fossil fuels[6].
- Automotive manufacturers are changing their offerings to lower emissions vehicles and NEVs, with many having made commitments to significantly reduce or altogether halt the production of ICE vehicles in the next ten to 15 years. The adoption of NEVs is expected to accelerate exponentially in developed markets, with the UK planning to ban new ICE vehicle sales and the United States targeting 50% NEV sales by 2030.
- South African vehicle manufacturers supplying global markets will need to adapt their strategies to meet the growing global demand for NEVs in the medium to long term.
- In 2023, 14 million electric passenger vehicles[7] were sold – accounting for around 18% of all sales over the year (2022: 14%), 95% of these were sold in China, Europe and the United States.
- Over 2023, spending on electrified transport grew 36% to USD634 billion[8].
- NEV sales continue to increase in emerging markets and developing economies, but these remain low.
- In SA, NEV adoption is dependent on various factors, including price, charging infrastructure, range anxiety, ownership costs and government policies.

Read more about global NEV trends:

ESG report online.

[1] *World Economic Forum | The Global Risks Report 2024 | 19th Edition.*
[2] *Oxford Net Zero Climate | www.netzeroclimate.org.*
[3] *United Nations | Climate Action | https://www.un.org/en/climatechange/net-zero-coalition.*
[4] *NewClimate Institute Oxford Net Zero, Energy & Climate Intelligence Unit and Data-Driven EnviroLab | Net Zero Tracker | Net Zero Stocktake 2023.*
[5] *World Economic Forum | https://www.weforum.org/agenda/2024/05/how-to-navigate-sustainability-in-the-automotive-industry/.*
[6] *Systems Change Lab | State of Climate Action 2023.*
[7] *International Energy Agency | https://www.iea.org/energy-system/transport/electric-vehicles.*
[8] *BloombergNEF | Energy Transition Investment Trends 2024.*

Automotive industry (continued)

Our response

Our ability to anticipate and respond to evolving market conditions ensures that we remain agile, adaptive and resilient, positioning us to deliver sustainable growth in the markets in which we operate.

Our **diversified integrated business model** enables us to operate across multiple customer touchpoints, securing new – and retaining existing – customers across the vehicle ownership cycle.

This protects us from value erosion created by cyclicality and/or volatility in any single market, while offering a **differentiated value proposition** that benefits OEMs, customers and business partners.

Innovation and digitisation are core enablers of our strategy, ensuring we create growth today while securing our relevance for the future.

Our ability to adapt, experiment and innovate enables us to pre-empt and/or rapidly respond to changes in customer demand, ensuring that we remain at the forefront of mobility solutions for our customers.

Our strong moral compass guides us and is reflected in our **good governance** practices and processes.

These ensure that we are well-equipped to protect the Group against various risks, including fraud, corruption, and bribery; violations of key regulations (e.g. POPIA); and a rapidly changing regulatory environment.

Our **enduring relationships** with OEMs, suppliers and other **key stakeholders,** enable us to meet evolving customer needs, implement our growth strategies, and retain our reputation as a responsible corporate citizen.

Our people's entrepreneurial flair and commitment to professional standards are vital enablers of the Group's strategy, and of our ability to innovate, remain adaptive and maintain our relationships with key stakeholders.

How Motus creates value

Core capital inputs

	Key resources and relationships	Constraints and challenges
Financial capital	**Robust cash generation, a strong financial position, and disciplined capital management and allocation to support the Group's organic and acquisitive growth.** • R18,1 billion shareholder equity (2023: R17,8 billion). • R13,5 billion unutilised banking and floorplan facilities (2023: R7,4 billion). • R808 million capital expenditure (2023: R572 million). • R3 533 million cash flows from operating activities (2023: outflow of R1 187 million).	• Challenging economic environment. • Investing in growth and innovation while ensuring competitive returns for providers of capital.
Human capital	**Our skilled, diverse and productive workforce and entrepreneurial flair ensures that we meet stakeholder needs.** • An experienced and diverse leadership team. • An inclusive high-performance culture. • Our diversity, equity and inclusion (DEI) vision, human capital strategy and focus on employment equity and gender diversity targets and initiatives. • 20 156 employees (2023: 19 817). • SA training spend of R221,2 million (2023: R179,8 million). • R9,8 billion paid in salaries and benefits (2023: R8,7 billion).	• Attracting and retaining scarce skills and diverse talent. • High sector-related employee turnover. • Ensuring an ethical culture and balanced business conduct.
Social and relationship capital	**Quality relationships with key stakeholders enable us to build trust, securing our licence to operate, protecting our reputation, and enabling us to achieve our strategic objectives.** • Long-standing relationships with OEMs, suppliers and customers, as well as business partners, joint venture and technology partners. • Constructive relationships with regulators, governments and local communities. • R96 million enterprise and supplier development (ESD) spend (SA) (2023: R119 million). • R24,7 million CSI spend on community-based initiatives focused on improving literacy, community healthcare and road safety awareness (2023: R26,5 million). • R56 million invested in the South African YES4Youth Programme to date, with >2 000 youths appointed to the South African YES4Youth Programme, 44% of YES learners being employed at Motus. • Membership of business forums and industry associations where Motus representatives hold several leadership roles (for detail see page 68).	• Balancing stakeholder concerns and interests. • Alignment between OEM product mixes and shifting customer demands. • The impact of regulatory change on operations. • Operating in a very competitive environment.

How Motus creates value (continued)

Core capital inputs (continued)

	Key resources and relationships	Constraints and challenges
Intellectual capital	**Our institutional knowledge, IT architecture and management systems lay the foundations for our competitiveness and agility. Our ability to innovate is central to competitive differentiation and growth.**	
	• Investment in IT, innovation and development. • 4 183 members in our mˣ innovation community (2023: 4 239). • Consistently optimised operating models. • A mature IT security environment and appropriate governance processes. • Market leadership and competitive differentiation across various segments. • Registered trademarks and intellectual property. • Access to comprehensive data and analytic tools.	• Innovating to meet business needs and deliver solutions that enhance competitiveness. • Customer and employee uptake of digital products and solutions. • Protecting the business from cyberattacks and securing supplier, client and employee data.
Manufactured capital	**Our property, plant, equipment and strategic right-of-use assets support our capacity to generate sustainable returns for shareholders.**	
	• Extensive footprint in Southern and East Africa, the UK, Europe, Asia and Australia (for detail see page 12). • Investment in maintaining assets to ensure they operate safely, reliably and efficiently. • R6,8 billion in owned real estate (2023: R7,0 billion). • R3,2 billion in right-of-use assets (2023: R3,4 billion).	• The omni-channel approach requires striking the right balance between our physical footprint (including multi-franchising of dealerships) and digital customer access. • Securing a footprint aligned with current OEM and customer demands, and structural shifts in the automotive market.
Natural capital[1]	**Managing our environmental impacts is central to our commitment to being a responsible corporate citizen.**	
	• Responsible and intentional ESG practices. • An environmental management approach that supports our value proposition and credibility. • Partnering with registered waste disposal companies to recycle various waste generated in our workshops. • 684 537 kilolitres (kl) of water purchased (2023: 672 938). • 66 468 megawatt hours (MWh) of electricity purchased from municipalities (2023: 64 998). • 1 975 kilowatts (kW) of renewable energy sourced. • 16 113 kl of vehicle fuel consumed (2023: 17 082).	• The capital required to transition to renewable energy sources and other cleaner technologies. • Market adoption of NEVs and support of regional government and available infrastructure. • Cost and availability of electricity and water.

[1] *Certain environmental measures exclude MPD for the year.* *for more detail refer to our ESG report online.*

Our context

page 54.

Our purpose and values

page 10.

Our material matters

page 85.

- Effective and strategically aligned growth opportunities
- Securing market presence in an increasingly competitive environment
- Digitisation, research and innovation
- Regulatory compliance, cybersecurity and IT
- A challenging economic environment in key geographies
- Our ESG impacts, responsibilities and related stakeholder interests

Our strategy

page 90.

- Enhance financial performance and value creation
- Drive innovation
- Improve technology solutions
- Invest in human capital and ESG initiatives
- Maintain market leadership

Our management systems

Governance page 165.

Risk and opportunity management page 73.

Leadership page 21.

Shareholder report online.

Capital page 46.

Annual Financial Statements, note 4 online.

People page 153.

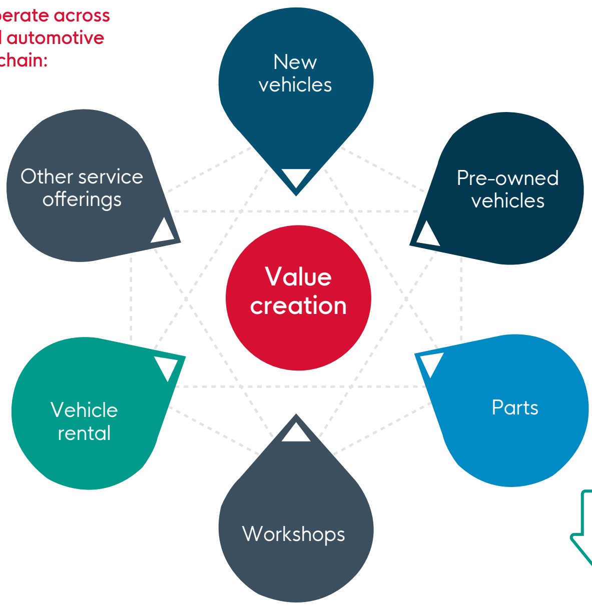
ESG page 144.

ESG report online.

Business activities and outputs

page 104.

We operate across the full automotive value chain:



Creating sustainable value from a strong bedrock through:

- A highly differentiated value proposition to OEMs and customers.
- Our fully integrated business model that generates substantially diversified income streams.
- The scale, maturity and innovation that underpin our competitiveness.
- Our strong financial position and high cash flow generation that support our investment in diversification, internationalisation and innovation.
- Our people, who have the expertise and skills required to drive sustainable growth and value creation.
- Commitments to our stakeholders that drive continual ESG performance improvements.

Our climate-related outputs for the year included 109 047 tCO_2e Scope 1 and Scope 2 emissions.

How Motus creates value (continued)

Key value outcomes

Financial capital	• Revenue up 7% to R113,8 billion (2023: R106,5 billion[1]). • EBITDA up 3% to R8,3 billion (2023: R8,1 billion). • Headline earnings down 27% to R2,5 billion (2023: R3,4 billion). • Headline earnings per share (HEPS) down 28% to 1 479 cents per share (2023: 2 046 cents per share). • Core debt down by R883 million and net debt to EBITDA ratio of 1,9 times (2023: 1,8 times). • Full year dividend of 520 cents per share (2023: 710 cents per share). • Repurchased shares totalling R3 billion to date.
Human capital	• Maintained our Level 3 B-BBEE rating (SA): – 79% of SA employees are black (2023: 76%), an increase of 3%. – 50% of top management are black (2023: 50%). • 32% of employees are women (2023: 31%). • 84% of the SA training spend was invested in developing black people, 29% in women and 25% in black women (2023: 79%, 28%, and 27%). • 86% of the SA training spend supports technical training (2023: 76%).
Social and relationship capital	• Brand representation and a brand portfolio that can be re-aligned to structural market shifts. • 81 school resource centres supported by the DP World and Motus Community Trust[2], providing access to over 94 000 learners. The Trust supports 110 full time employees. • >2,4 million learners reached through the Motus Safe Scholar Programme to date. • 215 Unjani Clinics and health facilities providing primary healthcare services for lower income areas. 705 people are employed. Clinic consultations average 94 000 each month. • >2 000 youths appointed to the South African YES4Youth Programme to date, with ~44% of YES learners being employed at Motus.
Intellectual capital	• Diversified revenue streams from vehicle and non-vehicle sales supporting sustainable growth and profitability. • Since m^x was first launched, 52 concepts have been through the innovation accelerator process, 30 were retired, 15 are still in the process and seven have been commercialised, including: – Digital Dealer (page 44). – LiquidAssist (page 44). – Ready2GO (page 44). • Data monetisation, data-driven product development and pricing, and data-driven decision-making. • Partnerships secured with leading institutions and innovation thought leaders. • Advanced cybersecurity environment that applies international cybersecurity frameworks and processes, and which is independently assessed and verified by BitSight.
Manufactured capital	• An extensive footprint including owned and leased dealerships and vehicle retail branches in Southern and East Africa, the UK, and Australia. This enables: – Flexibility and an ability to optimise and reconfigure our dealer footprint when needed. – A superior route-to-market and access to multiple sales channels.
Natural capital	• Climate change CDP score: C rating. • Renewable energy solar photovoltaic (PV) plants installed at key sites. • No instances of non-compliance with environmental regulations. • Carbon emissions of 109 047 tCO_2e across Scope 1 and 2 emissions (2023: 107 268).

[1] *Revenue in the comparative period has been restated due to the adoption of IFRS 17.*
[2] *The renaming of the Trust is currently in the approval process with the Master of the High Court.*

Engaging with stakeholders

Our stakeholders have the ability to impact the Group's ability to create and preserve value over the short, medium and long term. In recognition of this, management proactively engages with stakeholders to respond appropriately to their legitimate and reasonable needs, interests and expectations, and to balance these with those of the Group. Key concerns are elevated to the board.

Our stakeholder groups

Our stakeholders include a wide range of groups and individuals who may be affected by our business activities, outputs, outcomes and strategy. Likewise, their decisions and actions can reasonably be expected to affect the Group's ability to successfully implement its strategic objectives. Our stakeholder groups have varying levels of involvement in the business as well as diverse, sometimes conflicting interests and concerns that must be balanced over time.

Business relationships

- The needs of our **customers** drive the nature and variety of the products and services we offer and how we deliver them.
- Many **OEMs** have specific requirements for how we retail their products and are critical to our customer relationships, given their role in delivering quality products and services, as well as their adherence to high ethical standards and brand reputation.
- Our **suppliers**, including many small and medium enterprises (SMEs), and their adherence to our ethical standards and regulatory requirements, are critical to our customer relationships as they enable us to deliver quality products and services.
- Our strategic **business partners,** including B-BBEE, franchise and joint venture partners, enable a greater reach for our products and services.
- Our memberships in **business forums and industry associations** enable us to contribute to the discussions and processes that shape our regulatory and operating environment. This allows us to provide our support and expertise to ensure that the Group's and sector's interests remain aligned, and that the industry remains both competitive and collaborative in its approach to growth.

Human capital relationships

- Every **employee** contributes to building, maintaining and deepening relationships with our customers and other stakeholders on whom we depend. In return, we provide a high-quality, fair and safe working environment with career development opportunities. This supports a high-performance culture and our ability to attract and retain talented individuals.
- Some of our employees choose **organised labour/union** representation in exercising their rights. We respect their right to do so and are also committed to interacting directly with them individually and collectively in a fair, open and respectful manner.

Financial capital relationships

- **Shareholders** expect favourable long-term returns on – and have the inalienable right to exercise effective ownership over – their investments.
- Collectively, the **investment community** supports the effective functioning of the equity markets that are essential to attracting capital at a fair price. Research analysts facilitate an understanding of the Group that benefits our shareholders, prospective investors and financial institutions.
- Our financial position supports our strategic initiatives and growth aspirations. We work with **financial institutions** to access hedging instruments and debt funding at competitive rates in different jurisdictions.

Regulatory relationships

- The Group is subject to a complex range of regulations set by **government departments and regulators** across our markets.

Social capital relationships

- The Group builds trust and protects its social licence to operate by being a good corporate citizen and maintaining constructive relationships with **civil society and the communities** in which we operate.
- The **media** provide a channel of communication with our stakeholders and influence their opinions about the credibility of our investment proposition and reputation.

Engaging with stakeholders (continued)

Our stakeholder needs, expectations and concerns

Business relationships

Customers, OEMs, suppliers, business partners, and business forums and industry bodies.

Our business relationships with OEMs, suppliers and strategic business partners, and our strong working relationships with them enables us to meet the mobility needs of our customers.

Our memberships in business forums and industry associations help to shape our regulatory and operating environment.

What is important to them

- The effects of structural shifts in the SA vehicle market.
- Constrained customer spending negatively impacting the profitability of the automotive value chain.
- Changing customer preferences impacting the vehicle sales mix.
- Emerging brands eroding the market share of established motor brands.
- Meeting OEM quality and customer satisfaction targets.
- The impact and timing of a shift to NEVs, and related policy developments in key geographies.
- Supportive and strategic partnerships that deliver value to all parties.
- Affordable and value-for-money vehicles, parts and service offerings.
- Omni-channel sales solutions that include digital and in-person options.
- Products and solutions tailored to customers' needs.
- Customer service excellence.
- Convenient access to information required to make purchasing decisions.
- Protection of personal data.
- Ethical business conduct, standards and appropriate corporate governance processes.
- Social transformation in the South African automotive industry, including sector-related employment equity targets and opportunities for black suppliers in the supply chain.
- The impact of regulatory changes.

How we engage

- Regular executive engagement with OEMs, suppliers and strategic partners.
- Customer surveys.
- Operational meetings.
- Membership in business forums and industry associations – Motus representatives hold a number of office bearing roles, including in naamsa, National Automotive Dealers Association (NADA), South African Vehicle Retail and Leasing Association (SAVRALA), National Business Institute (NBI), Nexar, Business Leadership South Africa (BLSA) and IRMSA.
- Media releases.
- Digital communication channels, including social media and online platforms.

Relevant material matters

- Effective and strategically aligned growth opportunities
- Digitisation, research and innovation
- A challenging economic environment in key geographies
- Securing market presence in an increasingly competitive environment
- Regulatory compliance, cybersecurity and IT
- Our ESG impacts, responsibilities and related stakeholder interests

Strategic priorities

- Enhance financial performance and value creation
- Maintain market leadership
- Drive innovation
- Improve technology solutions
- Invest in human capital and ESG initiatives

Associated risks

1. Currency volatility
2. Supply chain management
3. Economic and socio-political changes
4. Capital management
5. Technology and innovation
6. Regulatory compliance
7. Succession and talent management
8. B-BBEE status of SA-based operations
9. Reputation and brand position
10. Climate change

Human capital relationships

Employees and organised labour.

Our people underpin the Group's culture, supporting efforts to nurture strong relationships with all our stakeholders and enabling us to meet their needs.

What is important to them

- A working environment that supports employee health and wellbeing.
- A diverse workplace and inclusive culture that supports transformation.
- Job security, competitive remuneration, performance recognition and career mobility.
- Access to training initiatives and programmes that support career development.
- Managing leadership talent and succession planning to align the people strategy to the evolving needs of the Group.
- Enhanced communication that promotes transparency, innovation and leadership visibility.
- The impact of disruptive technologies on employee roles and required skill sets.
- Ethical business conduct, compliance with labour laws, and organisational policies and codes of conduct.
- Performance against employment equity targets in SA and gender targets for the Group.

How we engage

- Employee surveys.
- Regular employee interactions and communications.
- Employee evaluations, appraisals and processes for setting key performance criteria and performance management.
- An independent whistle-blowing hotline and other reporting mechanisms.
- Training and development initiatives and programmes.
- Innovation platform and events.
- Digital communication channels, including social media and online platforms.

Relevant material matters

- Securing market presence in an increasingly competitive environment
- A challenging economic environment in key geographies
- Digitisation, research and innovation
- Our ESG impacts, responsibilities and related stakeholder interests

Strategic priorities

- Drive innovation
- Invest in human capital and ESG initiatives
- Improve technology solutions

Associated risks

- 3 Economic and socio-political changes
- 5 Technology and innovation
- 6 Regulatory compliance
- 7 Succession and talent management
- 8 B-BBEE status of SA-based operations
- 9 Reputation and brand position
- 10 Climate change

Engaging with stakeholders (continued)

Financial capital relationships

Shareholders, the investment community, and financial institutions.

The providers of financial capital provide the capital we need to deliver sustainable growth and value creation.

Our transparent engagement with stakeholder groups builds trust and balances our objectives with their value creation expectations.

What is important to them

- Our financial performance, response to a challenging operating environment and outlook.
- Foreign currency volatility impacts on margins, volumes and product pricing.
- Potential consumer fragility, constrained disposable incomes and their impact on our profitability.
- The South African and global macroeconomic environment and associated social risks.
- The negative impact of persistent high interest rates on bank approval rates for vehicle sales.
- The impact of changing customer preferences and behaviours on the Group's financial performance.
- Capital allocation and use of available funds, including acquisitions.
- Working capital, net debt and the cost of finance.
- The distribution of Motus shares to B-BBEE shareholders when Ukhamba unwinds in the second half of the 2025 calendar year.
- The independence, skill and diversity of the board.
- The expertise, skill and diversity of management.
- Succession planning and talent management.
- The impact of regulatory change on the business.
- Governance around sustainability and performance against ESG targets and strategies.
- The Group's digital platforms and offering.

How we engage

- Comprehensive and transparent interim and year-end reporting.
- AGM.
- Regular investment communication and engagement, including SENS announcements, interviews with stakeholders and conferences.
- Capital markets and investor days.
- Regular meetings with shareholders, investment analysts and funders.
- Participation in industry specific panel discussions.
- Digital communication channels, including social media and online platforms.

Relevant material matters

- Effective and strategically aligned growth opportunities
- Digitisation, research and innovation
- Regulatory compliance, cybersecurity and IT
- Securing market presence in an increasingly competitive environment
- A challenging economic environment in key geographies
- Our ESG impacts, responsibilities and related stakeholder interests

Strategic priorities

- Enhance financial performance and value creation
- Drive innovation
- Invest in human capital and ESG initiatives
- Maintain market leadership
- Improve technology solutions

Associated risks

1. Currency volatility
2. Supply chain management
3. Economic and socio-political changes
4. Capital management
5. Technology and innovation
6. Regulatory compliance
8. B-BBEE status of SA-based operations
9. Reputation and brand position
10. Climate change

Regulatory relationships

Government departments and regulators.

The Group is committed to unwavering integrity, reliability and high standards of accountability and transparency.

Robust engagement with policymakers ensures compliance and enables us to collaborate with them on solutions that address the socio-economic and environmental challenges the industry faces.

What is important to them

- Legal and regulatory compliance, including understanding the impact of legislative changes.
- Transformation of the South African automotive industry.
- Performance against employment equity targets (SA) and gender targets for the Group.
- Proposals to support the NEV transition and ensure that SA remains a competitive market for automotive manufacturing.
- Response to data privacy and IT security risks.
- Quality of customer outcomes and oversight controls on regulated products and services.
- Investment in environmental improvements such as energy-efficient technology, alternative water sources and other green solutions.

How we engage

- Business forum and industry association memberships.
- Ongoing interactions with regulators and government authorities.

Relevant material matters

- Effective and strategically aligned growth opportunities
- Regulatory compliance, cybersecurity and IT
- A challenging economic environment in key geographies
- Our ESG impacts, responsibilities and related stakeholder interests

Strategic priorities

- Enhance financial performance and value creation
- Invest in human capital and ESG initiatives
- Improve technology solutions

Associated risks

1. Currency volatility
2. Supply chain management
5. Technology and innovation
6. Regulatory compliance
8. B-BBEE status of SA-based operations
9. Reputation and brand position
10. Climate change

Engaging with stakeholders (continued)

Social relationships

Civil society, communities and the media.

Motus is a responsible corporate citizen committed to making a real difference in communities through long-term CSI and non-governmental organisation (NGO) partnerships.

What is important to them

- Skills development, job creation and meaningful employment.
- Procurement strategies and enterprise development that support transformation and socio-economic inclusion.
- Supporting transformation of the automotive industry through meaningful and appropriate DEI initiatives.
- Managing legislative and environmental concerns.
- Projects that meaningfully and sustainably support community development.
- Assisting social partners to extend their critical work in vulnerable communities.
- Social cohesion.
- Deteriorating infrastructure in SA.

How we engage

- Road safety awareness and CSI programmes.
- Interactions with NGOs and business associations.
- SA's YES4Youth Programme.
- Media outreach and response, including CEO and CFO radio, print media and online interviews.
- Digital communication channels, including social media and online platforms.

Relevant material matters

- Effective and strategically aligned growth opportunities
- Digitisation, research and innovation
- Regulatory compliance, cybersecurity and IT
- A challenging economic environment in key geographies
- Our ESG impacts, responsibilities and related stakeholder interests

Strategic priorities

- Enhance financial performance and value creation
- Invest in human capital and ESG initiatives

Associated risks

- 3 Economic and socio-political changes
- 6 Regulatory compliance
- 8 B-BBEE status of SA-based operations
- 9 Reputation and brand position
- 10 Climate change

Managing risks and opportunities

Motus' risk management framework promotes responsible risk-taking by ensuring that actions taken in support of the Group's strategic priorities fall within our risk appetite. The framework articulates how we identify, evaluate and mitigate risks, as well as how we realise opportunities. The framework is embedded in business activities and decision-making processes across the Group, including our daily operations.

Integrated risk management framework

Our risk framework considers current and emerging risks and opportunities that are associated with our strategy and present in our internal and external operating environment, including climate-related risks and opportunities.

Governance and structure

The board delegates responsibility for the implementation and execution of risk management to the ARC, the Executive Committee, and the divisional Finance and Risk Review Committees (FRRCs)[1]. The board via its sub-committees oversees the effectiveness of risk management by receiving regular reports and periodic assurance.

Risk management framework
Provides the foundation and organisational arrangements for designing, implementing, monitoring, reviewing and continually improving risk management.

The board and its sub-committees
Responsible for risk governance and ensuring that formal processes are implemented to effectively manage the risks facing the Group.

Executive Committee and the divisional FRRCs
Responsible for managing all risks and implementing relevant risk governance processes, standards, policies and frameworks.

Risk management processes

Risk culture

Risk appetite and tolerance

Risk taxonomy

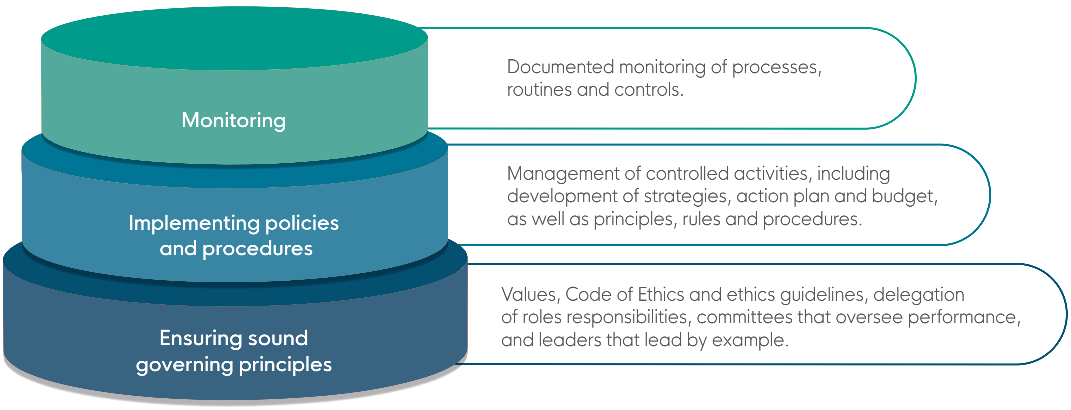
- Communication and consultation
- Risk assessment
- Risk response
- Monitoring and review

The risk appetite and tolerance set out the amount and type of risk that the Group is prepared to pursue, retain, or take in pursuit of its objectives and value creation. Our framework includes both qualitative and quantitative assessment guidance. Our risk management policies, procedures and practices are systematically applied to the above activities.

Risk controls

Additional measures to enhance the effectiveness of risk management include internal controls, control self-assessments, head office monitoring and oversight and divisional FRRCs.

Our internal control hierarchy



[1] *Divisional FRRCs review risks quarterly and elevate these to the risk and corporate affairs and sustainability functions. All risk registers (business segment, regional and Group) are reported to ARC, and the board's sub-committees receive regular reports and periodic assurance on the risks that pertain to their respective areas of oversight. For the SES Committee this includes quarterly climate change-related risk assessments, including their potential impacts, our responses and KPIs.*

Managing risks and opportunities (continued)

Three lines of defence

Our combined assurance framework provides a co-ordinated and effective Group-wide approach to risk management. All three lines of defence report to the board, either directly or through the ARC and the SES Committee.

First line of defence	Second line of defence	Third line of defence
Management Responsible for the identification and management of risks in line with agreed risk policies, procedures, appetite, tolerance levels, and controls at an operational level.	**Risk management, compliance, legal, governance and quality control functions** Responsible for overseeing and monitoring various risks and developing appropriate tools to effectively manage these risks.	**Internal audit, external audit and other independent assurance providers** Assurance providers that offer oversight and assurance to the board and management on the adequacy and effectiveness of the controls implemented. Assurance is provided within a specific scope as agreed by management and/or oversight committees, and can be governed by regulatory and legislative requirements e.g. JSE Listings Requirements and Companies Act.

Risk culture and values

The Group's values require that we are honest, transparent and communicate the level of exposure we take in pursuit of value creation and preservation, and the extent to which we are able to avoid value erosion. Ethical leadership is demonstrated in moral, motivating and respectful behaviour – this underpins how we do business, raise awareness and change mindsets. Ethical leadership also positively impacts organisational culture and our reputation as an employer, positioning us as a business that cares about how it impacts people and the planet, can be trusted to make decisions responsibly, and treats its customers fairly, engendering loyalty. Our ethical culture, compliance initiatives, and values enable us to earn and maintain stakeholder trust.

Group risk maturity project

As part of our continuous improvement and quality assurance initiative, the Group has developed a risk maturity index aligned with ISO31000: 2018 (Risk management) and focused on risk management process management, risk appetite management, root-cause focus, risk management culture, risk identification, and business resilience and sustainability. Each business segment used the index to assess risk maturity across their operations, returning an average score of four out of five for the Group.

Top risks and opportunities

Through our integrated risk management framework, the Group aims to ensure a consistent, value-based and responsible response to uncertainties presented by our operating context. Any risk undertaken is considered within board-approved risk appetite and tolerance levels. These are reviewed and, where appropriate, updated on a quarterly basis. Management monitors emerging risks on an ongoing basis until they are formally assessed and incorporated into the risk profile of the Group. Risks are classified as emerging when their extent, nature and/or timing are uncertain.

1 Currency volatility

Currency risk: As a Rand-aligned organisation, currency volatility directly impacts the costs of imported vehicles and parts causing changes in the Group's equity by resulting in either a positive or negative hedging reserve position.

Unfavourable exchange rates against the Rand affect the competitiveness and profitability of products, as well as service and maintenance plans. Foreign currency translation differences will arise on the consolidation of foreign subsidiaries in the reported results.

The short-term currency and economic outlook are expected to remain volatile, increasing concerns about the ability of the market to absorb price increases, straining certain segments' profitability.

Mitigation

- Actively manage currency volatility effects via established hedging strategies, policies and governance structures.
- Assess currency scenario outcomes and mitigate currency fluctuations within tolerance levels.
- Hold regular management committee meetings to assess foreign currency requirements across the Group, especially for committed and forecast vehicle and parts orders, as well as risks relating to our International operations.
- Review funding requirements, currency hedging, asset allocation, interest rates, acquisition funding and other cash management considerations at quarterly Assets and Liabilities Committee (ALCO) meetings.
- Engage with various financial institutions on an ongoing basis.
- Access foreign currency funding to service International operations.

Opportunities

- Support sustainable margins by providing service excellence and innovative customer offerings.
- Increase diversification of revenues, geographic portfolio investment and contribution efforts.
- Optimise supply chain planning and logistics.
- Leverage our integrated business model to capitalise on opportunities within the broader automotive value chain.

Risk exposure movement

↔

Inherent risk **Residual risk**

Outlook:
Volatile over the short to medium term.

Relevant material matters

- Effective and strategically aligned growth opportunities
- Securing market presence in an increasingly competitive environment
- A challenging economic environment in key geographies

Stakeholders impacted

- Customers
- Business partners
- Financial institutions
- Regulators

Related information

Chief Financial Officer's review: page 46.

Annual financial statements online.

Managing risks and opportunities (continued)

2 Supply chain management

Brand and supplier dependency risks: our relationships with OEMs and suppliers are built on trust, and complying with OEM and supplier agreements is critical to our business model. Failure to comply with OEM and supplier standards negatively impacts profitability and results in penalties being imposed.

Commercial relationships with key suppliers enable the Group to deliver superior service to customers. The loss of any a significant supplier could impact operational and financial performance.

Inventory management risks: ongoing inventory management is needed to meet customer demand for new vehicles, pre-owned vehicles and parts. Erratic supply and shortages could result in loss of sales, although the maturity of the Group's planning and forecasting processes support effective inventory management to mitigate the impact of supply chain disruption. Global supply chain disruptions have largely been resolved.

Mitigation

- Maintain collaborative and supportive relationships with suppliers and key strategic partners.
- Retain commercial relationships with key suppliers.
- Maintain OEM standards and meet requirements for how the Group retails their products – with high service, quality and safety levels.
- Monitor customer satisfaction and perception of OEM brands across the Group's operations.
- Engage regularly with OEMs and suppliers to optimise inventory levels.
- Ensure effective inventory management that meets customer demand by providing a wide range of brand and model derivatives.
- Monitor and optimise supply chain and logistics channels.
- Improve supply chain distribution channel efficiency.
- Ensure effectiveness of the Aftermarket Parts global procurement strategy.
- Embed our aftermarket part supply chain expansion into the UK and European distribution centres.
- Mature planning and forecasting processes that mitigate the impact of supply chain disruptions.
- Our ability to move vehicles and parts between locations to meet operational demand and provide continuous customer support.
- Adequate dealership representation of emerging and/or under-represented brands.
- A multi-franchise dealership model that offers customers a choice of available vehicles.
- Leverage technology and data to deepen planning, forecasting and inventory management capabilities.

Opportunities

- Be the OEM partner of choice.
- Access to global markets and relationships.
- High-quality product and service offerings.
- Become the preferred and exclusive distributor of additional brands with strong, sustainable value propositions.
- Synergies from the Aftermarket Parts global procurement strategy and supply chain opportunities.
- Develop in-house logistics capabilities and expertise.
- Support from OEMs and suppliers to overcome supply chain disruptions should they occur.

Risk exposure movement

↑

Inherent risk

high

Residual risk

moderate

Outlook:
Stable over the short to medium term.

Relevant material matters

- Securing market presence in an increasingly competitive environment
- Digitisation, research and innovation
- A challenging economic environment in key geographies

Stakeholders impacted

- Customers
- OEMs and suppliers
- Business partners
- Financial institutions
- Government departments
- Regulators

Related information

Segment performance reviews: page 104.

Annual financial statements online.

3 Economic and socio-political challenges

Economic and credit risk: global recovery from the lingering economic effects of COVID, the Russia-Ukraine and Middle East conflicts, and the cost-of-living crisis has created a weak economic environment.

In SA, consumers' disposable income and purchasing power remain constrained due to ongoing currency volatility, high inflation and interest rates, as well as escalating fuel and energy prices. Load shedding remained persistent throughout most of the 2024 financial year. With the introduction of a new coalition government, political uncertainty remains high. Inconsistent service delivery, poor public infrastructure, high unemployment rates (particularly for young people) and subdued economic growth continue to pressure households in the near term, with the potential to deteriorate social cohesion.

In the UK, economic growth is expected to recover slowly as inflation levels continue to decline. Interest rates are expected to begin to fall later in the year; this is expected to boost the economy in the medium term.

The Australian economy has recovered in line with expectations and inflation continues to decline.

Mitigation

- Our internationalisation and diversification strategies support the businesses that are impacted by constrained and fragile consumers.
- Consolidate and align our dealer footprint with consumer demand and market intelligence.
- Focus on responsible cost management, cash utilisation and disciplined capital allocation to extract financial and operational efficiencies.
- Digitise and innovate to support efficiency, sustainability and transformation.
- Analyse customer and vehicle data insights to develop products and services that support growth.
- Monitor margins and growth, and manage net working capital investment.
- Continuously monitor the South African and global political environments, assessing for potential negative impacts and growth opportunities.
- Expand Aftermarket Parts operations outside SA to support the internationalisation and diversification strategies.
- Invest in alternative energy sources, including solar.
- Leverage the Group's buying power.
- Participate in industry bodies and forums to engage with government on transforming and growing the South African automotive industry.
- Drive economic inclusion and development by supporting communities in need, employing more young people, and participating in the South African YES4Youth Programme.

Opportunities

- Leverage our omni-channel experience to grow digital sales channels while providing service excellence and innovative customer offerings that support sustainable margins throughout the vehicle ownership journey.
- Partner with distributors and emerging brands to meet the demands of cost-conscious consumers.
- Strategically position our businesses (especially in the UK and Australia) in regional growth hubs.
- Increase penetration of data-driven VAPS offerings across business segments, providing competitively priced booster products and entry level buyer offerings.
- Leverage the benefits of the integrated business model to optimise opportunities in the automotive value chain, supported by a focus on internationalisation and diversification.
- Provide innovative mobility solutions that reduce reliance on public transportation, solve social challenges and improve people's lives.
- Position Motus as a corporate citizen that is invested in the advancement of the economies in which it operates.

Risk exposure movement

↑

Inherent risk

high

Residual risk

high

Outlook:

SA: slow growth in the medium term
UK: moderate but improving over the short to medium term
Australia: stable and improving over the short to medium term.

Relevant material matters

- Effective and strategically aligned growth opportunities
- Securing market presence in an increasingly competitive environment
- Digitisation, research and innovation
- A challenging economic environment in key geographies
- Our ESG impacts, responsibilities and related stakeholder interests

Stakeholders impacted

- Customers
- OEMs and suppliers
- Business partners
- Employees
- Shareholders
- Financial institutions
- Civil society
- Communities

Related information

Chief Financial Officer's review: page 46.

Automotive industry: page 54.

Managing risks and opportunities (continued)

4 Capital management

Capital management risk: capital invested in the business must be managed to ensure that it is allocated, applied and managed effectively to achieve maximum value over time.

In a context of high interest rates and cost inflation, it is imperative for the Group to reduce net debt, net working capital levels, vehicles for hire and also to control costs. Doing so will improve our financial health and operational efficiency, enabling the Group to invest in the successful delivery of our internationalisation and diversification strategies.

Mitigation

- Responsible cost management, cash utilisation and disciplined capital allocation to extract financial and operational efficiencies.
- Regular assessment of working capital and inventory levels, and setting internal inventory level targets across the Group.
- Collaborate with OEMs to optimise inventory levels and adapt the vehicle line-up to meet evolving customer preferences.
- Negotiations with OEMs to provide financial support on specific vehicle models, flexible order arrangements, marketing and retail.
- Focus on reducing inventory and moderating orders from suppliers.
- Adjust executives' key performance criteria to include a greater focus on cash management targets, and incentivise employees to increase sales.
- Access foreign currency funding to service International operations and match capital allocation.

Opportunities

- Enhance inventory management capabilities and optimise working capital management.
- Further improve relationships with OEMs.
- Reduce debt levels and finance costs.
- Focus on investments in operations and projects with higher inventory turnover opportunities and high ROIC.
- Invest in innovation and digitisation to meet unmet mobility needs and increase sales.

Risk exposure movement

↔

Inherent risk

Residual risk

Outlook:
Muted in the short term to normalise over the medium term.

Relevant material matters

- Effective and strategically aligned growth opportunities
- Securing market presence in an increasingly competitive environment

Stakeholders impacted

- OEMs and suppliers
- Business partners
- Shareholders
- Investment community
- Financial institutions

Related information

Chief Financial Officer's review: page 46.

Annual financial statements online.

5 Technology and innovation

Technology risk: IT system failures and/or risks have the potential to impact the Group's financial performance, operations and reputation. Reducing system complexity is critical to reducing IT risks, driving cost efficiencies, and improving user (employee and customer) experience and adoption. Disruptions to technology enabled services due to power outages or software malfunctions can adversely impact both operational resilience and customer service experience.

Information security risk: the increased pace of digitisation (globally and within the Group), coupled with ongoing technology investments make cybersecurity a key focus across operations. The global scale of cybercrime requires all organisations to remain vigilant and ensure an adequate investment of time, effort and resources is committed to mitigate this risk. Our ability to secure our IT systems and data (including that of our customers) is critical for operational resilience, compliance and our reputation. Cybercrime has the potential to disrupt services and erode customer and market trust, resulting in financial and reputational losses. Legislation aiming to ensure personal data protections, means that these types of breaches can also carry large fines.

Innovation risk: innovation is increasingly crucial for competitive differentiation and digital disruption requires adopting and developing new technologies and platforms. Although this carries risk, failure to innovate has the potential to negatively influence increasingly product savvy customers who are accustomed to convenient digital and omni-channel engagement, while also leaving the Group open to disruption by other digital players.

Innovation and digitisation are core enablers of competitiveness and growth in a rapidly changing automotive industry and dynamic digital economy.

Risk exposure movement

↔

Inherent risk: high

Residual risk: moderate

Outlook:
Stable over the short to medium term.

Mitigation

- Invest in competitive digital capabilities that ensure relevance, a sustainable competitive advantage, and are responsive to evolving customer expectations.
- Introduce flexible and effective digital strategies that meet the Group's strategic and operational requirements using data-driven decision-making supported by advanced data analytics.
- Align digital lead generation to market demand and our inventory mix to provide excellent customer service.
- Streamline and ensure up-to-date IT architecture and fit-for-purpose digital solutions that enhance digital and technology functionality across all our businesses.
- Reduce system complexity through consolidation (where feasible) and centralised IT strategy, cybersecurity and governance structures.
- Third-party service level agreements and compliance that ensure delivery and maintenance of critical hardware, software and application support.
- Improve IT support, reliability and accessibility.
- Drive delivery of the innovation strategy, and deepen the innovation and collaboration culture of the Group.
- The outcomes of the annual employee innovation survey.
- Deepen our multi-pronged approach to cybersecurity that incorporates people, processes and technology to deliver an increasingly mature, externally benchmarked security environment.
- Conduct external reviews and audits of general IT controls that inform future practices.
- Perform ongoing cyber risk assessments to understand the emerging risk landscape.
- Monitor adherence to cybersecurity guidelines and continue to strengthen areas of vulnerability as they are identified.
- Engage with external cyber specialists who provide additional insights and identify areas for improvement.
- Engage with employees and partners on personal information protection.
- Campaigns and education initiatives that heighten cyber-awareness.

Relevant material matters

- Effective and strategically aligned growth opportunities
- Securing market presence in an increasingly competitive environment
- Digitisation, research and innovation
- Regulatory compliance, cybersecurity and IT
- Our ESG impacts, responsibilities and related stakeholder interests

Stakeholders impacted

- Customers
- Business partners
- Employees
- Investment community
- Financial institutions
- Government departments
- Regulators

Related information

Innovation and digitisation review: page 40.

ESG report online.

Opportunities

- Grow digital sales channels and selectively diversify across sectors and geographies.
- Differentiate by investing in leading technology that is responsive to evolving customer expectations and supports growth.
- Become a fully data-driven organisation that continuously finds new ways to meet customers' under-served mobility needs.
- Develop transactions that enable an end-to-end buying process across multiple interconnected channels.
- Drive efficiency improvements and reduce manual and repetitive work processes.
- Deploy AI to enhance sales conversion, drive continuous improvement, and enhance our understanding of consumers' future mobility needs.
- Drive IT systems, governance and security improvements.
- Drive efficient utilisation of IT resources across the Group to achieve economies of scale.
- Optimise and invest in IT resource capabilities available to local and international teams.
- Maintain stakeholder trust as a responsible corporate citizen that has secure systems able to protect the personal information of its stakeholders.

Managing risks and opportunities (continued)

6 Regulatory compliance

Regulatory and compliance risk: a wide range of legislation impacts the operations and relationships the Group has with various stakeholders, including banks, OEMs, suppliers, regulators and the public.

The South African legislative landscape remains dynamic with 1 252 pieces of legislation passed between 1994 and 2015 alone[1]. Material legislative changes can impact our business model and core market dynamics. This, together with increased regulatory oversight, requires ongoing vigilance and investment to ensure appropriate implementation. Non-compliance with key legislation could undermine the Group's reputation and result in penalties or fines.

Key regulations with the potential to affect the Group's business operations for 2024 and beyond include the AARTO Act, the Employment Equity Sectoral Targets, amendments to Financial Intelligence Centre Act (FICA), Right to Repair legislation and the Companies First Amendment Bill.

While the regulatory environments in the UK and Australia are more mature, UK regulations are likely to evolve in a post-Brexit environment. More recently, rules and targets relating to vehicle emissions have been introduced in the UK, and New Vehicle Efficiency Standards have been introduced to regulate vehicle emissions in Australia.

Mitigation

- Support close co-operation between legal and operational functions.
- Initiatives to understand the impact of new regulations and implementing controls, training and awareness to ensure compliance.
- Roll out legislative readiness initiatives (e.g. AARTO readiness project).
- Monitor emerging legislation and legislative changes.
- Membership in and engagement with industry and business associations that enable greater understanding of regulatory changes and participation in regulatory consultation processes.
- Confirm compliance with key policies through an annual ethics self-declaration process, including the **anti-bribery and corruption policy, Code of Ethics** and **conflict of interest policy** (available online).
- Conduct compliance audits.
- Conduct quarterly compliance self-assessments relating to key areas of newer legislation.

Opportunities

- Maintain the trust of our stakeholders as a partner to invest in, do business with and work for.
- Maintain our reputation as a compliant and agile organisation that is well-versed in quickly implementing effective new controls.
- Close co-operation with teams in other territories allows insight and guidance to SA teams, including on the strategic positioning of businesses and operations.
- Develop innovative and compliant transaction methods that provide convenience and an enhanced customer experience.

[1] *Bills passed by Parliament and assented to (1994-2015): https://static.pmg.org.za/Bills_passed_from_1994-2015.pdf.*

Risk exposure movement

↔

Inherent risk	Residual risk
high	moderate

Outlook:
Stable over the short to medium term.

Relevant material matters

- Securing market presence in an increasingly competitive environment
- Digitisation, research and innovation
- Regulatory compliance, cybersecurity and IT
- A challenging economic environment in key geographies
- Our ESG impacts, responsibilities and related stakeholder interests

Stakeholders impacted

- Customers
- OEMs and suppliers
- Business partners
- Employees
- Shareholders
- Investment community
- Business forums and industry bodies
- Financial institutions
- Government departments
- Regulators
- Civil society
- Communities
- Media

Related information

ESG report online.
Shareholder report online.

7 Succession and talent management

People risk: a scarcity of leadership, managerial, digital and IT, technical, and customer-facing skills, and resultant skills availability shortages can create a constraint to the availability of talent needed to maintain our competitiveness, provide excellent customer service and successfully deliver our strategy.

Skills scarcity is intensified by global competition for local skills, with organisations offering relocation or remote working opportunities for candidates with critical skill sets. This has the potential to both reduce the availability of necessary skills and/or increase the costs of certain skill sets (particularly those relating to digital and IT).

As Motus becomes increasingly digital, the technological requirements for most jobs are also expanding, making it imperative that we understand what the right skills are (and what they will be) and how to secure these (e.g. through recruitment or development).

Upskilling employees is critical to developing the capabilities and expertise the Group needs, as is providing an EVP that motivates, engages and retains employees and also attracts talent.

Mitigation

- Our new human capital strategy focused on cultivating an adaptive and change-resilient culture, enhancing talent acquisition processes, improving internal mobility and career progression opportunities, and evolving employee skill sets to prepare for future skills needs.
- Employ best practice HR processes, procedures and practices.
- Design an attractive EVP to motivate, engage and retain current employees, and attract the specialised skills Motus requires.
- Deepen the Group's collaborative and inclusive approach to embedding a culture of innovation.
- Maintain a leadership team that is diverse, effective, and has the ability to enrich the Group's entrepreneurial culture.
- Identify current and future critical skills to ensure a healthy succession pipeline, and foster a diverse and 'future-fit' pool of leaders and specialists.
- Enable succession plans – and related formal processes – that ensure and provide evidence for leadership continuity.
- Promote a healthy and safe working environment that supports employee wellbeing.
- Introduce skills development and training initiatives that foster leadership potential, enhance employees' digital dexterity, enable career progression and provide learnership opportunities for young South Africans, including ongoing participation in the South African YES4Youth Programme.

Opportunities

- Be an employer of choice in the automotive industry.
- A highly competent, engaged and innovative workforce that drives our competitive advantage and strategy, operates efficiently, and builds lasting stakeholder relationships.
- Develop a diverse talent pool to promote collaboration and innovation.
- Enhance productivity and employee job satisfaction by using AI for routine work and/or repetitive tasks.
- Leverage m^x to embed a culture of innovation and enable entrepreneurial flair.

Risk exposure movement

↔

Inherent risk

high

Residual risk

moderate

Outlook:
Stable over the short to medium term.

Relevant material matters

- A challenging economic environment in key geographies
- Our ESG impacts, responsibilities and related stakeholder interests

Stakeholders impacted

- Customers
- OEMs and suppliers
- Business partners
- Employees

Related information

ESG report online.

Shareholder report online.

Managing risks and opportunities (continued)

8 B-BBEE status of SA-based operations

Transformation risk: the Group's reputation, competitiveness and sustainability could be impacted by the B-BBEE status of its South African-based operations, failure to achieve our transformation strategy or to adequately consider the requirements of the B-BBEE scorecard, and the new Employment Equity Sectoral aTargets currently under development. Our efforts to deliver our transformation strategy require a focus on building a representative workforce and inclusive supply chain, and investing in our communities.

Mitigation

- A co-ordinated transformation programme that is designed to meet B-BBEE targets, including:
  - Developing, promoting and sourcing employees in line with equity targets.
  - Extending our supplier network into informal communities (e.g. working with non-OEM branded workshops, majority owned black dealerships, and making parts and services available to informal traders and technicians).
  - Supporting communities through our education, healthcare, road safety and upliftment initiatives.
  - Targeted interventions to source entry level talent, promote internal candidates from designated groups and source external talent when needed.
  - Regular supply chain reviews to identify opportunities for increasing participation by new entrants and building an inclusive supply chain.

Opportunities

- Achieve a B-BBEE scorecard rating that maintains a preferred supplier and employer status, improving our access to private sector and government business opportunities.
- Leverage our value chain to increase the number of new entrants in the automotive sector, diversifying concentration risk.
- Partner with the South African YES4Youth Programme to provide employment to unemployed learners.

Risk exposure movement

↔

Inherent risk	Residual risk
 high	 moderate

Outlook:
Uncertain over the short to medium term.

Relevant material matters

- Effective and strategically aligned growth opportunities
- Securing market presence in an increasingly competitive environment
- Regulatory compliance, cybersecurity and IT
- Our ESG impacts, responsibilities and related stakeholder interests

Stakeholders impacted

- Customers
- Business partners
- Employees
- Investment community
- Government departments
- Regulators
- Civil society
- Communities

Related information

Environmental and social review: page 146.
ESG report online.

9 Reputation and brand position

Reputation risk: stakeholder interactions are based on the Group's values and ethics, which aim to embed a culture that drives good corporate citizenship and delivers a favourable experience for our stakeholders in their interactions with us.

Failure to demonstrate good corporate citizenship and ethical business values in our stakeholder interactions has the potential to undermine the Group's reputation as well as that of our OEMs and suppliers.

Mitigation

- Monitor customer satisfaction and their perception of the OEM brands we represent.
- Transparently engage with key stakeholders in a timeous and honest manner, aligned with our values.
- Invest in reputable brands and maintain the quality levels and safety requirements of our products and services.
- Maintain a reputation for quality brands and services both in- and out-of-warranty.
- Deliver marketing excellence through our well-developed distribution channels and retail footprint.
- Host engagements to enhance the Group's positioning, for example our 2024 Capital Markets Day which highlighted our innovation journey for investors.
- Increase support for CSI and sustainability initiatives.
- Deepen the integration of our approach and response to ESG.
- Monitor and improve applicable sustainability index ratings.
- Develop brand recognition and online presence through a communication strategy that reinforces the Group's agility, entrepreneurial flair, innovation and relevance.

Opportunities

- Leverage the Group's high levels of professionalism and values to support its positioning as a market leader in SA.
- Deepen relationships with CSI partners and NGOs.
- Compete to attract scarce talent and skills that resonate with our values and positioning in the market.
- Enhance the omni-channel approach to providing excellent customer experiences.

Risk exposure movement

↔

Inherent risk

Residual risk

Outlook:
Stable in the short term.

Relevant material matters

- Effective and strategically aligned growth opportunities
- Securing market presence in an increasingly competitive environment
- Regulatory compliance, cybersecurity and IT
- Our ESG impacts, responsibilities and related stakeholder interests

Stakeholders impacted

- Customers
- OEMs and suppliers
- Business partners
- Employees
- Organised labour
- Shareholders
- Financial institutions
- Government departments
- Communities
- Media

Related information

Chief Executive Officer's review: page 32.

ESG report online.

Shareholder report online.

Managing risks and opportunities (continued)

10 Climate change

Climate-related risk:
Physical risks (short term): changing weather patterns and extreme weather events could disrupt the functioning of economies, negatively impact business operations, building maintenance, and vehicle and parts production as well as cause damage to vehicles, property and other assets. Higher temperatures and lower rainfall will impact the length and severity of droughts, negatively impacting supply chains and increasing energy costs.

Transition risks (short to long term): the transition to a low-carbon economy poses the following short-term risks:
- Access to finance is increasingly linked to an organisation's climate-related risks.
- Capital needed to invest in solutions that optimise resource efficiency, reducing consumption.
- Higher prices for goods and services.
- Higher emissions taxes, particularly in SA where the use of diesel generators is needed to mitigate power grid outages.

Over the medium to long term, climate-related risks include:
- Meeting changing customer demands and preferences for lower impact products.
- Adjusting to changes in our product portfolios as OEM supply and country regulations shift.
- Aggressive adoption targets for plug-in EVs in the European Union will impact SA's automotive exports.

Reputation risks (medium term): failure to take action to curb GHG emissions and minimise direct environmental impacts, or to report transparently on our environmental impacts and mitigation actions, could tarnish our reputation, particularly as public perceptions and expectations change.

Mitigation

- Operating in an environmentally conscious and responsible manner.
- Appropriate and transparent disclosure on our environmental impacts and mitigation actions.
- A Group risk framework that incorporates climate-related risks.
- Increase investment in projects that reduce our environmental footprint.
- Oversight of climate-related matters by the SES Committee.
- Incorporate carbon tax management and compliance in our tax compliance function.
- Understand, monitor and plan for the availability of NEVs from OEMs in each country of operation.
- Participate in industry bodies to engage on national policy and the infrastructure needed in SA to support plug-in EVs, as well as the availability of automotive products and services that contribute to environmental improvement and risk mitigation.
- Ongoing reviews of insurance options for physical risks.

Opportunities

- Deepen our reputation as an organisation that considers environmental aspects in its decision-making and meets its environmental compliance obligations in all countries of operation.
- Secure additional financing opportunities (if we can demonstrate adequate climate-related performance).
- Procure lower emissions vehicles for our fleets.
- Provide battery charging infrastructure at dealerships as part of our customer value proposition.
- Grow our sourcing of renewable energy to both reduce our environmental impact and counteract the negative impacts of load shedding.
- Create a Group that focuses on value creation with reduced reliance on scarce and costly resources.
- Introduce innovative products and services that meet customer preferences, and automate to deliver efficient processes.

Risk exposure movement
↑

Inherent risk	Residual risk
moderate	low

Outlook:
Negative over the medium to long term.

Relevant material matters
- Effective and strategically aligned growth opportunities
- Securing market presence in an increasingly competitive environment
- Our ESG impacts, responsibilities and related stakeholder interests

Stakeholders impacted
- Customers
- OEMs and suppliers
- Business partners
- Investment community
- Employees
- Regulators
- Financial institutions
- Civil society
- Communities
- Media

Related information

- Environmental and social review: page 146.
- ESG report online.
- TCFD report online.
- CDP submission online.

Material matters

Material matters, previously called material priorities, are those most likely to influence the conclusions our stakeholders make about the Group's ability to create, preserve or erode value for them over time. They are factors both within and outside the control of the Group's leadership which have been identified for close and careful management over the short to long term.

Our materiality map (page 5) plots these matters against our themes of responsibility, relevance and growth and resilience, contextualising the role they play in our value story and connecting the elements of our report. Here, we present a detailed account of our material matters and the process taken to determine them. How we manage and respond to these matters is discussed across our suite of reports (inside front cover).

Materiality determination

Key considerations

- Economic outlook in key geographies
- Automotive industry trends and performance in key geographies

page 54.

- The key risks and opportunities present in our operating environment

page 73.

- Our business model and strategy

page 14.
page 90.

- Material stakeholder expectations, interests and concerns

page 67.

- Our environmental and social impacts

page 146.
ESG report online.

Process

Inputs

- Discussions with leadership to elicit and distil their views, concerns and priorities.
- Board and select sub-committee reports.
- Executive Committee reports and presentations to the board.
- Group and divisional strategy sessions, documents and presentations.
- Group risk registers.

Review

- Inputs are analysed by materiality and reporting experts to identify and evaluate any shifts in material matters over the reporting year.
- Proposed material matters are evaluated and discussed by members of the executive team, ensuring representativity.
- Any gaps identified during the process are addressed, the material matters amended and a final set of material matters developed for approval.

Approval

- The board reviewed and approved the material matters for the FY24 reporting cycle.

Our double materiality lens

Financial materiality

- Factors (including relevant ESG risks and opportunities) impacting our performance over the short, medium, and longer term.
- Primary focus: short-, medium- and long-term value creation.

Covered primarily in our integrated report and annual financial statements online.

Additional information online can be found in our shareholder report online.

Impact materiality

- How our activities and operations impact our operating environment, including people, communities and the natural environment.
- Primary focus: long-term sustainability.

Covered primarily in our ESG report online.

Additional information online can be found in our shareholder report online.

Motus

Outside in

Inside out

Material matters for 2024

Responsibility | Relevance and growth | Resilience

1

Effective and strategically aligned growth opportunities

Facilitated by:

- Selective expansion in current geographies, with a focus on enhancing existing brands and businesses.
- Successfully integrating strategic and bolt-on acquisitions.
- Improving brand representation across the geographies in which we operate.
- Providing superior route-to-market infrastructure for distributors.
- Adapting to meet evolving customer requirements (e.g. affordable, more compact vehicles and extended vehicle ownership cycles that require more repairs and parts), providing them with a unique value offering through a product and services mix tailored to their needs.
- Innovating to meet the unmet mobility needs of our customers by creating tomorrow's products and services today.
- Leveraging ageing vehicle parcs for growth opportunities by meeting increased demand for parts and repairs and VAPS.
- Strategic and mutually beneficial partnerships with key players in other sectors (e.g. partnerships with the banking, insurance, telecommunications and retail sector, and suppliers).
- Responsible capital deployment aligned with organic and acquisitive growth strategies.
- Strong free cash flows, healthy liquidity ratios, and strong debt covenant ratios.

Key strategic initiatives

Related risks

1 3 4 5 8 9 10

Key stakeholder relationships impacted

Read about our response

- Chief Executive Officer's review: page 32.
- Innovation and digitisation review: page 40.
- Chief Financial Officer's review: page 46.
- Segment performance reviews: page 104.

Responsibility | Relevance and growth | Resilience

2

Securing market presence in an increasingly competitive environment

Enabled by:

- Robust, enduring and supportive OEM and supplier relationships.
- Long-term customer retention and loyalty.
- A reputation for quality brands and services (including in- and out-of-warranty vehicles).
- Appropriately managing and adapting to structural shifts in the SA vehicle market through considered capital deployment, brand representation consolidation, and aligning the dealer footprint with local demand.
- Responsible capital allocation, including reducing core debt by stabilising working capital levels through reducing elevated inventory and vehicles for hire levels.
- Selective acquisition of key strategically aligned businesses to enable growth and maintain our market position and competitiveness.
- Responsible cost, foreign exchange and supply chain management.

Key strategic initiatives

Related risks

1 2 3 4 5 6 8 9 10

Key stakeholder relationships impacted

Read about our response

- Chief Executive Officer's review: page 32.
- Innovation and digitisation review: page 40.
- Chief Financial Officer's review: page 46.
- Segment performance reviews: page 104.

Responsibility | Relevance and growth | Resilience

3

Digitisation, research and innovation

Focused on:

- Technological advancement that supports the Group's business objectives.
- Owning the right digital processes and outsourcing others.
- Increasing investment in the leadership, people and resources required to accelerate innovation and digital transformation within Motus.
- Inclusive and effective processes and systems that identify, develop and commercialise innovation through the m^x channel.
- Testing, validating and scaling innovative concepts.
- Leveraging our data assets to drive product pricing and development.
- Delivering solutions tailored to our customers' journeys.
- Investing and partnering to deliver additional services and VAPS (e.g. telemetry).
- Re-engineering existing products to capture new markets.
- Considered and targeted deployment of AI in support of growth and operational efficiencies.
- Deepening our understanding of NEVs available from OEMs and positioning the Group for their adoption and rollout when the market is ready.

Key strategic initiatives

Related risks

2 3 5 6 10

Key stakeholder relationships impacted

Read about our response

- Chief Executive Officer's review: page 32.
- Innovation and digitisation review: page 40.
- Segment performance reviews: page 104.
- ESG report online.

Responsibility | Relevance and growth | Resilience

4

Regulatory compliance, cybersecurity and IT

Enabled by:

- Continued regulatory compliance and managing onerous legislation changes.
- Integrated and closely co-ordinated legal and operational functions.
- Strong cybersecurity and IT governance initiatives, supported by strategies that adequately and appropriately defend against cyber threats.
- Delivering IT projects that sustain the business, support and enable growth, and enhance cost efficiencies.
- Strategic partnerships that support the maturation of the Group's overall security environment while mitigating skills scarcity and expense.

Key strategic initiatives

Related risks

5 6 8 9

Key stakeholder relationships impacted

Read about our response

- Innovation and digitisation review: page 40.
- Governance review: page 165.
- ESG report online.
- Shareholder report online.

Material matters (continued)

Responsibility | **Relevance and growth** | Resilience

5

A challenging economic environment in key geographies

Characterised by:

- Cost-conscious customers with reduced disposable income.
- High interest rates that impact the cost of financing.
- Elevated inflation.
- A slower than anticipated global economic recovery.
- Foreign currency volatility.
- Stabilisation of the political environment following elections in several countries.

Key strategic initiatives

Related risks

1 2 3 6 7

Key stakeholder relationships impacted

Read about our response

- Automotive industry: page 54.
- Integrated business models across the automotive value chain: page 14.
- Segment performance reviews: page 104.
- ESG report online.

Responsibility | Relevance and growth | Resilience

6

Our ESG impacts, responsibilities and related stakeholder interests

Including those relating to:

Environmental impacts

- A lower carbon economy (fuel and energy efficiency, NEV trends, our carbon footprint and renewable energy).
- Our environmental impact (performance against targets, water efficiency, managing waste responsibility and waste recycling).

Social impacts

- An innovation culture and development of innovative products and services.
- A diverse, equitable, inclusive and engaging workplace (gender equality, accommodating people living with disabilities and employment equity in SA).
- Leadership capability and talent pipeline.
- EVPs (employee engagement, developing current and future skills, employee wellbeing and fair human resources practices).
- Health and safety (healthy and safe workplaces, product safety and road safety).
- Economic and social inclusion (our transformation strategy, inclusive procurement practices and community upliftment).

Governance

- Ethical, fair and compliant business conduct and data protection.
- Accountability, transparency and integrity (operations and reporting).
- Responsiveness to legitimate stakeholder concerns.
- Environmentally and socially responsible operations.

This is central to:

- The Group's reputation, perception, credibility and continued responsible corporate citizenship.
- Positioning the Group as a proudly South African market leader.
- Delivering on our vision, strategic priorities and investment proposition.
- Investor attraction and retention.
- Achieving a competitive B-BBEE rating.

Key strategic initiatives

Related risks

3 5 6 7 8 9 10

Key stakeholder relationships impacted

Read about our response

- Chairman's welcome page: page 28.
- Chief Executive Officer's review: page 32.
- Governance review: page 165.
- Remuneration review: page 173.
- ESG report online.
- Shareholder report online.

Strategic priorities

Our purpose

Mobility for Good

Our aim

Grow and deepen our participation across all aspects of the automotive value chain, offering competitive products and services that maximise our share of a customer's vehicle investment and engender loyalty.

Delivered through our strategic initiatives

Strategic initiatives

Enhance financial performance and value creation
Improve financial performance and achieve our financial targets to deliver long-term sustainable value.

- Optimise our portfolio of brands, properties and product offerings.
- Enhance long-term financial performance through diversification, internationalisation and innovation.
- Maintain responsible capital allocation.

Drive innovation
Drive agility and leverage our entrepreneurial flair to deliver innovative mobility solutions and services.

- Innovate to stay relevant and satisfy unmet customer needs.
- Innovate and digitise to drive efficiency, sustainability and transformation.
- Innovate to contribute to growth today and relevance tomorrow.
- Leverage and monetise our data assets.

Improve technology solutions
Leverage existing and form new strategic partnerships to deliver innovative mobility solutions and vehicle products and services while enhancing customer experiences.

- Upgrade IT systems and ensure their functionality.
- Drive robust IT governance systems and processes.
- Ensure appropriate cybersecurity defences.
- Enhance IT support, reliability, and accessibility.
- Manage business continuity.

Invest in human capital and ESG initiatives
Develop and empower leaders with a strong focus on transformation and succession.
Manage our environmental and social impacts.
Maintain and enhance governance practices and processes.

- Invest in human capital and change management to develop and empower our employees.
- Enhance performance management, recruitment, training processes, and succession planning.
- Ensure B-BBEE target achievements in South Africa, and drive diversity and inclusion across the Group.
- Conduct business in a socially and environmentally conscious way.
- Maintain our firm moral compass as central to governance.

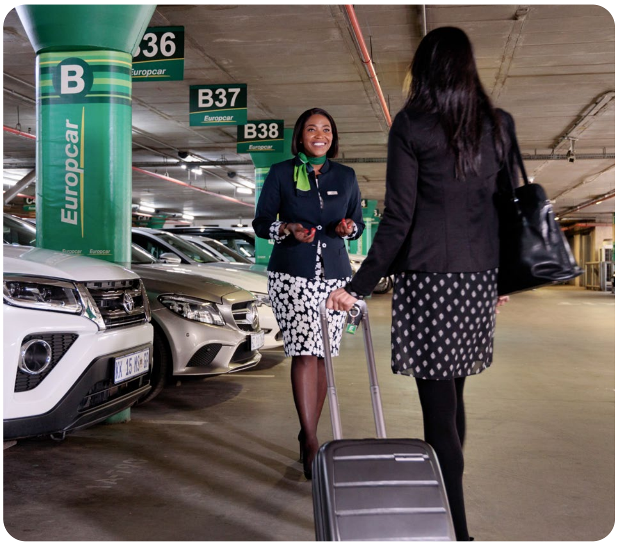
Maintain market leadership
Maintain market share and competitiveness in local and international markets.

- Remain the OEM partner of choice.
- Strengthen our core business, aligning to structural market shifts.
- Deliver exceptional omni-channel customer service.
- Expand our financial services offerings.

These are foundational to the delivery of our aspirations and support our purpose while enhancing shareholder value

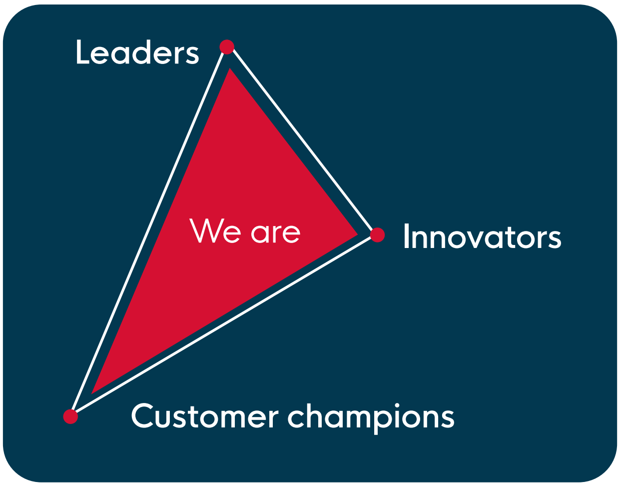
To enhance shareholder value, we aim to:

- Deliver strong industry-related profit margins and cash flows.
- Maintain a strong financial position and liquidity to fund net working capital and vehicles for hire, invest in diversified growth through selective bolt-on and complementary acquisitions, leverage vertical integration strategies and support share repurchases.
- Maintain reliable dividend payments.
- Provide employees with career growth opportunities and a safe, rewarding and fair working environment.



Our key competitive advantages

- Our business model is fully integrated across the automotive value chain, generating diversified income streams.
- We are well positioned to maintain our leading retail market share in SA, underpinning the foundation for international growth.
- Our unrivalled scale underpins a differentiated value proposition for OEMs and customers.
- Our dedicated, diverse and empowered workforce is committed to meeting customer needs.



Strategic priorities (continued)

Our foundations for growth and sustainability

Diversification, internationalisation, and innovation have been the Group's bedrock, serving to reduce cyclicality and offset the effects of weak economic conditions in some geographies. With global automotive markets now returning to pre-pandemic levels and the South African market under pressure but resilient, these strategies support good prospects for local and international growth.

Our three priorities for growth and sustainability

Internationalisation

Increase contribution from our international operations

Target:

65/35 EBITDA

65% EBITDA generated in SA and 35% EBITDA generated from International operations.

Read more about our progress:

- Chief Executive Officer's review: page 32.
- Chief Financial Officer's review: page 46.

Diversification

Increase diversification between vehicle and non-vehicle contributions

Target:

50/50 EBITDA

50% EBITDA generated from vehicle sales and 50% generated from non-vehicle sales.

Read more about our progress:

- Chief Executive Officer's review: page 32.
- Chief Financial Officer's review: page 46.

Innovation

Invest in innovation and digitisation

Target:

Promote growth

through innovation and digitisation.

Read more about our progress:

- Innovation and digitisation review: page 40.

Supported by diversification across the local and international markets we serve

Vehicle sales

New vehicles

- We sell an average of 75 000 to 95 000 units per year, and are market leaders with a new passenger vehicle market share of ~21,6% for FY24.
- We sell an average of 22 000 units per year, with a commercial vehicles market share of ~8% for FY24.
- We sell an average of 13 000 units per year.

Pre-owned vehicles

- We sell an average of 65 000 units per year, with a market share of ~20% for the 0-5 year category.
- We sell an average of 15 000 units per year.
- We sell an average of 6 000 units per year.

Our new and pre-owned vehicles are serviced through:

- ~335 dealerships and four bond stores.
- ~88 commercial and ~34 passenger dealerships.
- ~47 passenger dealerships.

Parts: Wholesale and Retail

In-warranty

- Our importer brands (Hyundai, Kia, Renault and Mitsubishi) represent ~550 000 vehicles in a three million vehicle parc.

  We stock and supply these brands with ~70 000 different parts.

Out-of-warranty

- The vehicle parc for out-of-warranty vehicles comprises ~9,5 million vehicles.
- The vehicle parc for out-of-warranty vehicles comprises ~33 million vehicles.
- Serviced through ~523 retail outlets and agencies (110 owned) and 19 wholesale distribution centres.
- ~178 owned retail outlets

  Supported by three wholesale distribution centres in Asia and Europe.

  With around 30 000 parts in a vehicle, 2 000 of which are moving parts, we stock and supply ~136 000 different parts in SA and ~138 000 in the UK.

Workshop, Vehicle Rental and Mobility Solutions

Workshops

Our workshops provide services across the entire vehicle parcs.

- ICE vehicle parc of ~13,1 million and an average of 2 million workshop hours per year.
- ICE vehicle parc of ~41,4 million and an average of 1,1 million (commercial) and 290 000 (passenger) workshop hours per year.
- ICE vehicle parc of ~21,7 million and an average of 280 000 workshop hours per year.

  Serviced through our dealerships.

Vehicle Rental

- An average fleet size ranging between 15 000 and 22 000 vehicles, with an average utilisation rate of ~71%.

  ~45 000 bookings per month and 23 million kilometres travelled per year.

  Serviced through ~140 branches/kiosks in Southern Africa.

Mobility Solutions

- ~1,5 million policies under administration, with VAPS and third-party products managed for ~700 000 vehicles.

  Over 130 000 telesales per year.

Strategic priorities (continued)

Driven by our market-related strategies for growth and sustainability

New and pre-owned vehicles

Growth opportunity

- Secure a new distributor brand (plug and play).
- Leverage our mature and established route-to-market infrastructure to position ourselves as a dealership group of choice for distributing emerging brands (dealerships, systems and bond stores).
- Target the first and second replacement cycle for pre-owned vehicle sales.

Sustainability

- Re-align our existing dealership footprint to adapt to structural changes in the South African automotive market, including expanding and refining the multi-franchise model to maximise efficiency.
- Partner with OEMs we believe are sustainable.
- Pursue volume brands where we are under-represented.
- Engage OEMs proactively in matching product offerings with shifting customer needs (e.g. entry level models).
- Work closely with OEMs to balance product availability with sound working capital management.
- Maintain our leading market share in SA.
- Increase pre-owned vehicle volumes through improved customer penetration, driven by innovation and digital technology that enable service excellence, differentiate the Group in the pre-owned marketplace, and improve our online buying and in-store retailing services.
- Invest in technology and talent to capitalise on digital opportunities, satisfying unmet needs and preferences with flexible omni-channel customer service (e.g. Digital Dealer).
- Ensure the Motus portfolio of brands we represent are top-of-mind for customers.

Vehicle age

0-5 years

New vehicle

Pre-owned vehicle

Related business segments

Parts: Wholesale and Retail

Growth opportunity

In-warranty

- Secure a new distributor brand (plug and play).
- Leverage our mature and established route-to-market infrastructure to position ourselves as a dealership group of choice for distributing emerging brand parts (dealerships, systems and distribution centres).

Out-of-warranty

- Embed our global procurement and supply chain management department to drive synergies across operations.
- Roll out our in-house developed own brand, FAI PRO.
- Unlock new markets in existing geographies and further grow the European business.
- Access under-served informal markets in SA, using our experiences here to explore Rest of Africa opportunities.

Vehicle age

Across the vehicle lifecycle

In warranty

Out-of-warranty

Sustainability

In-warranty

- Consolidate procurement supply chain, focusing on both inbound and outbound logistics.
- Reposition our regional distribution centres and right-size our footprint.

Out-of-warranty

- Optimise our supply chain.
- Expand our product offering.
- Integrate additional warehousing in the UK to accommodate sourcing from Asia and just-in-time distribution to UK wholesale customers.
- Expand our UK footprint by opening additional retail stores.
- Enhance margins by sourcing quality products from China (bulk buying).

Related business segments

Strategic priorities (continued)

Driven by our market-related strategies for growth and sustainability (continued)

Workshops, Vehicle Rental and Mobility Solutions

Growth opportunity

Workshops
- Grow our out-of-warranty service centres offering.

Vehicle Rental
- Continuing recovery of the vehicle rental sector to pre-COVID levels.
- Implement digital solutions that support our Vehicle Rental customers (e.g. Ready2GO, automated vehicle scanning and automated key collection).

Mobility Solutions
- Launch new VAPS to expand our service offerings.
- Partner with leading insurance and financial services companies.
- Develop new and innovative channels to market, including strategic partnerships with leading consumer brands.
- Continue to explore data monetisation opportunities to grow the business.

Sustainability

Workshops
- Ageing vehicle parts increase workshop activity.
- Streamline our aftersales workshop processes and systems to increase productivity.
- Capture out-of-warranty workshop customers.
- Invest in technology to drive digitisation and support omni-channel customer service and experiences (e.g. WhatsApp service bookings).

Vehicle Rental
- Optimise our inventory through de-fleets to Auto Pedigree.
- Use telematics data to monitor driver behaviour and reduce accident costs.

Mobility Solutions
- Align products and services with digital and automation trends, as well as changing customer needs.
- Utilise technology and digital channels to enhance our omni-channel capability and improve communication with customers.

Vehicle age

Across the vehicle lifecycle

Workshops

Vehicle Rental

Financial application

Related business segments

Our long-term value-creating priorities

Optimise our business portfolio	To deepen our competitiveness and relevance by focusing on selective expansion, entering into strategically beneficial partnerships, and identifying procurement benefits and synergies.
Enhance our overall financial performance	By driving organic growth through optimisation and innovation and through selective expansion supported by high free cash flow generation that leverages the automotive value chain by preserving volumes and scale.
Allocate our capital responsibly	Optimising between imperatives including working capital and vehicle rental fleet requirements, capital expenditure, reducing net debt levels, share repurchases, dividends to shareholders and strategic acquisitions.
Maintain our market leadership	By strengthening the core business, delivering exceptional customer service, investing in innovation and expanding our offerings to ensure we are the OEMs partner of choice.
Enhance our relevance	Through our innovation and digitisation efforts, focusing on efficiency innovation (doing more with less), sustaining innovation (staying ahead of the game by doing things better) and transformative innovation (solving problems for new market segments).
Improve our technology solutions	By upgrading our systems to ensure their sound functionality as well as to protect and secure IT systems and information, monitoring business continuity and embedding robust IT governance.
Invest in human capital and change management	To develop and empower our people, enhancing entrepreneurial flair, encouraging a high-performance culture with development opportunities across employee levels and promoting DEI in the workplace.
Deliver an environmentally friendly business strategy	Adopting policies and practices that support sustainability and enhance the growth of the economies in which we operate.

The long-term strategic priorities of the Group remain unchanged and are focused on ensuring that we are the leading automotive group in SA, with a select international presence in the UK and Australia, and a limited presence in Asia and Southern and East Africa.

Strategic priorities (continued)

Our bedrock for growth

Sustainable growth needs a solid foundation. We are building Motus' future on six pillars that are engineered to absorb the shocks of a volatile economy and establish a platform for enduring growth.

Integrated business model

Our diversified integrated business model maximises the profitability of operations by enabling control of multiple elements of the automotive value chain, all of which respond differently (and at different times) to market events. While vehicle sales respond with rapid growth to improved consumer confidence, service and maintenance contracts (which support workshops and parts profitability) sustain the Group with annuity income for a number of years after the initial sale. While dealerships' service and parts departments predominantly care for vehicles up to seven years, in line with average service and warranty contract periods, the Aftermarket Parts business provides the parts for vehicles in subsequent years when vehicles are out of service, maintenance and warranty contracts. As a result, the segments are able to counterbalance each other and buffer the Group from the impacts of economic cyclicality.

Comprehensive, diversified product offering

Our comprehensive, diversified product offering spans all market segments. We have strong representation across multiple vehicle brands and a targeted footprint across the geographical areas where we operate. This offering places the Group's products and services within reach of a large customer base, irrespective of geographical or budget constraints. We have the vehicles and solutions our customers want and can afford.

Our people

Our experienced, agile and entrepreneurial management team has deep knowledge of regional and global automotive markets and trends, a proven track record and years of collective experience. A strong, independent and diverse board guides and complements the management team.

Our skilled, diverse, productive and motivated workforce operates efficiently and innovatively to meet stakeholder needs and, in turn, we endeavour to provide our employees with equal and fair opportunities in a safe working environment.

Disciplined investment in digitisation and innovation

The disciplined investment we make in digitisation and innovation focuses on protecting and growing the businesses and the Group. The initiatives we fund support efficiency, sustainability and transformation. Innovation provides the ability to respond quickly and effectively to future challenges and opportunities. It also offers protection against market disruptions and supports an agile response to evolving customer preferences.

Enduring relationships

Motus is as strong as our enduring relationships with customers, OEMs, suppliers and financial institutions. We have built these relationships over many decades, and they have withstood many market challenges, including COVID and the global supply disruptions of recent years. The unrivalled strength of our relationships is a sustainable competitive advantage that protects against volatility and supports growth.

Superior customer experience

We recognise that our customers have a wide variety of products and service providers available to them. To attract and retain customers, we invest in understanding their needs and offer relevant products and a superior customer experience. We continuously enhance programmes to retain customer loyalty.

We are proactive and adaptive in our responses to volatile and uncertain markets and remain focused on building long-term value rather than short-term gains.

How ESG supports the Group's strategy

The Group's sustainability strategy provides Motus with the opportunity to showcase how we live our purpose – to provide mobility solutions that improve people's lives, while implementing processes that support the long-term health of economies, the environment and society. Motus' values are central to our sustainability approach and guide the decisions we make, balancing long-term benefits with immediate returns, and pursuing ethical, inclusive and environmentally sound objectives.

The integration of ESG in the Motus business strategy is co-ordinated and measured, ensuring that we achieve our strategic objectives sustainably, and in compliance with our legal and regulatory responsibilities. The ESG principles set out below guide the achievement of our strategic priority to 'invest in human capital and ESG initiatives'. They also protect the Group's reputation and credibility as a responsible corporate citizen. This approach helps to maintain an ESG profile that resonates with stakeholder expectations which, in turn, assists the Group to defend and grow market share, and deliver an attractive investment proposition.

Integrating ESG and strategy

Invest in human capital and ESG initiatives

Develop and empower leaders with a strong focus on transformation and succession.
Manage our environmental and social impacts.
Maintain and enhance governance practices and processes.

Our ESG principles

Sustainable operations	Our stakeholders	Our employees	Socio-economic growth	Integrity and ethics
Manage our activities with conscious thought given to environmental and social aspects. Responsibly reduce any negative impact our business activities may have on the environment or society. Keep abreast of changing regulation and ensure that current and proposed laws are understood and adhered to.	Actively strive to uphold our commitments to all stakeholders. Ensure sustainable value creation for all stakeholders, including OEMs and business partners.	Maintain a strong focus on transformation, succession and employee empowerment. Develop a skilled and motivated workforce.	Implement practices that aid the growth of the economy while executing our business strategy, creating employment and positively contributing to the communities we operate in.	Continue to enhance our governance policies, practices and processes. Be fair and accountable, and ensure our business practices are non-discriminatory. Undertake enhanced diligence to limit any potential for greenwashing.

How ESG supports the Group's strategy (continued)

Integrating ESG and strategy (continued)

- Environmental impact management approach
- Human capital management approach
- Social impact management approach
- Business conduct management approach

Our desired ESG-related outcomes

- Relevance in our markets underpinned by a culture of innovation.
- Reputable brands that deliver value and uphold the Group's credibility and responsible corporate citizenship.
- A safe, rewarding, equal and fair working environment for all our employees, with attractive career growth opportunities.
- Achievement of our diversity targets for race, gender and disability.
- A business that is run in an environmentally conscious and responsible manner.
- Positioned as a proudly South African market leader that contributes to the growth of the economy.
- A competitive B-BBEE rating in SA.
- Business activities and a company culture that maintain our moral compass.

Read about our approach to ESG and related performance in detail in our:

ESG report online.

Sustainability management framework

Sustainability management framework

Governance

Develop framework.

Set risk appetite and tolerance levels.

Board, sub-committees, management committees, and Group function oversight.

Responsibility within business segments and regional operations.

Collaboration between functions and teams.

Strategy

Engage senior executives.

Ensure transparent communication.

Educate and train employees.

Monitor stakeholder expectations.

Implement projects and initiatives that deliver controlled outcomes.

Risk management

Identify, assess and prioritise ESG risks.

Mitigate ESG risks.

Monitor ESG risk exposure and ensure exposure falls within the Group's tolerance levels.

Report on ESG risks and their mitigation.

Reporting of metrics

Develop talent to manage sustainability.

Implement the right tools and technology.

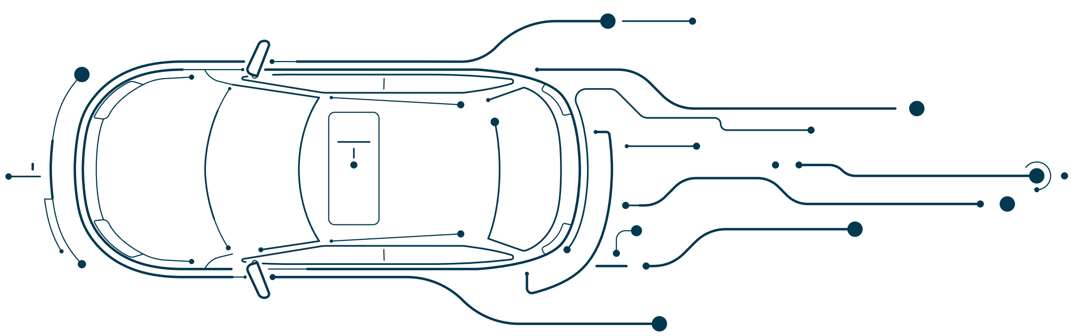
Collate data monthly.

Report against targets quarterly.

Independent assessment and assurance.

Integrated with business activities and processes (cross-cutting)

An overview of our sustainability journey is available in the Chief Executive Officer's review: page 32.



How ESG supports the Group's strategy (continued)

Governance of sustainability

The principles of fairness, accountability, integrity and transparency guide Motus' governance of sustainability. Our governance structures ensure that our economic, environmental and social impacts are identified, understood and effectively managed to drive meaningful benefits for our customers, employees and the societies we operate in. Decision-makers are held accountable for our sustainability performance.

Sustainability governance structures

Motus Board

Board accountability

- Audit and Risk Committee[1]
- Social, Ethics and Sustainability Committee[2]
- Remuneration Committee

Executive and management oversight

Group Executive Committee

Members include:
- Group CEO and CFO.
- Head of Innovation and Technology.
- Company Secretary and Head of Legal Counsel.
- CEOs of each business segment and regional operation.
- Head of Risk, Sustainability and Human Capital[3].

Finance and Risk Review Committees

In place for:
- Import and Distribution[4].
- SA Retail.
- UK Retail.
- Australia Retail.
- SA Vehicle Rental.
- Mobility Solutions.
- SA Aftermarket Parts.
- UK Aftermarket Parts.

Cross-functional management oversight

Co-ordination, implementation and data gathering

- Human capital function
- Risk function
- Corporate affairs and sustainability function
- Sustainability Management Committee
- Property Committee

Frameworks and policies

The Group adopts practical best practice frameworks for human capital and sustainability management. Business segments and regional operations apply these frameworks and the Group's policies as a minimum compliance standard.

Data management and innovation

Information management systems are in place to collate data and insights on our innovation, human capital, environment, health and safety, and B-BBEE performance.

Verification and assurance

Accredited service providers provide limited assurance on certain ESG indicators and verify our B-BBEE scorecard.

1 *The Group CEO, Group CFO and Head of Risk, Sustainability and Human Capital attend as invitees.*
2 *The Group CEO is a member, and the Group CFO, Head of Risk, Sustainability and Human Capital, and Chief Specialist of Governance and Compliance attend as invitees.*
3 *Effective 1 September 2024, the human capital portfolio was consolidated under the Head of Risk, Sustainability and Human Capital.*
4 *Separate FRRC meetings are held for each Import and Distribution business.*

Aligning with the UN SDGs

The 17 UN SDGs are a universal call to action to end poverty and inequality, protect the planet, and ensure that all people enjoy health, justice and prosperity by 2030. The goals aim to address global challenges with 169 targets spread among the goals.

Through the Group's business activities, focus on environment, transformation and community upliftment initiatives, and ethical and compliant business conduct, Motus contributes most meaningfully to the nine UN SDGs listed below. These areas align most closely with our purpose and reflect Motus' unique strengths and capabilities.

Our ESG themes and related UN SDGs

Environment

Environmental impact
- Transition to a lower carbon economy.
- Reduce environmental impact.

Social

Human capital impact
- Cultivate a diverse, equitable and inclusive workplace.
- Build leadership capability and talent pipeline.
- Provide a compelling employee value proposition.
- Drive innovation to remain relevant and competitive.

Social impact
- Protect the health and safety of people.
- Contribute to improving economic and social inclusion.

Governance

Governance impact
- Ensure ethical, fair and compliant business conduct.

Environmental and social review: page 146.

A detailed account of our ESG approach and performance is available in our ESG report online.

Segment performance overview


getWorth
GETWRTH-WP

Import and Distribution

The Import and Distribution business segment provides a differentiated, scalable route-to-market for OEMs and a dealership network that enhances revenue, profit and value generation throughout the automotive value chain.

Gideon Jansen van Rensburg
CEO – Hyundai Automotive SA

Shumani Tshifularo
CEO – Renault South Africa

Gary Scott
CEO – Kia SA (outgoing)

Paul Turnbull
CEO – Kia SA (incoming)

Thato Magasa
CEO – Mitsubishi SA

Key metrics

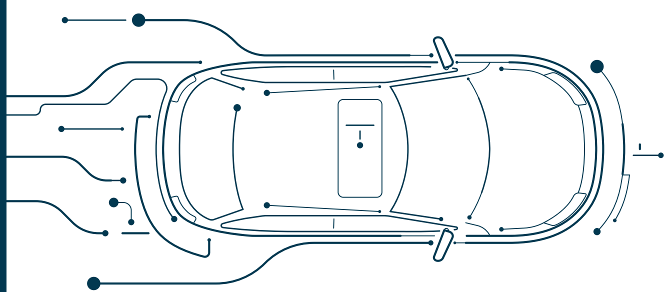
Geography
SA and neighbouring countries

Vehicle parc
~550 000 vehicles with ~51 000 vehicles imported in FY24

Model launches
Eight new model launches[1]

Total passenger market share
Motus Importer brands sell one in five new passenger vehicles in SA

[1] *Includes diesel derivatives, range revisions and product enhancements.*



Key financial metrics

Revenue

R19 275 million

15% of Group revenue[2]

EBITDA

R1 324 million

15% of Group EBITDA[2]

Operating profit

R780 million

13% of Group operating profit[2]

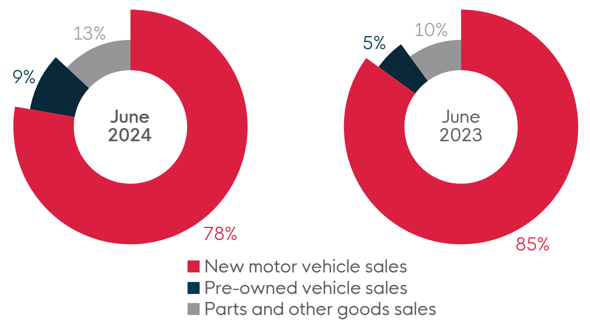
EBITDA margin

6,9%

Operating margin

4,0%

Revenue by nature (%)[2]



[2] *Excludes Head Office and Eliminations.*

2024 priorities

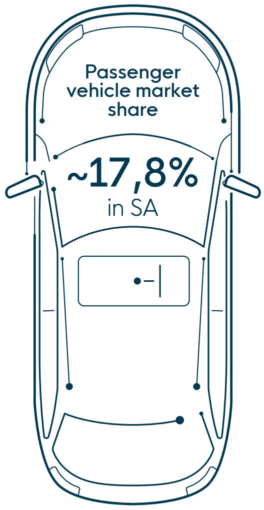
- Entrench and refine our proven strategy to maximise operational efficiencies and enhance customer experience throughout the vehicle ownership cycle to distinguish Importer brands from competitor brands in the market.
- Capitalise on our strong strategic alliances with existing OEMs to optimise inventory levels and working capital.
- Proactively engage with OEMs in matching product offerings with changing customer needs.
- Explore new exclusive distribution relationships to expand our offering.
- Expand value-adding offerings and enhance customer communication to deepen customer engagement and loyalty throughout the extended vehicle replacement cycle.
- Work closely with dealerships to align strategies and deliver optimal dealer results.
- Manage costs and forward cover in line with Group policy.
- Manage inventory availability.
- Expand aftersales product and service offerings to deliver growth and improve customer retention.
- Invest in key projects to reduce our environmental footprint.
- Continue to cultivate a diverse, equitable and inclusive workforce with a safe working environment, and provide a compelling EVP.
- Maintain ethical business standards, guided by our moral compass.

Import and Distribution (continued)

Exclusive importer and distributor

We are the exclusive South African importer of Hyundai, Renault, Kia and Mitsubishi.

Vehicles | Service parts | Repair parts and panel



65% to 70% of **vehicle volume sales** are generated through Motus-owned dealerships with the remaining **30% to 35%** sold by independently owned dealerships

We distribute and supply to:

- Motus and independent dealer networks
- Government
- Motus rental companies (Europcar and Tempest)
- Independent vehicle rental companies
- Leasing companies
- Sub distributors in right-hand drive markets in certain African countries

Mobility Solutions integration across the full automotive value chain provides unique opportunities to offer relevant, innovative and differentiated financial services and other products and services to our customers.

Exclusive distributors to other African countries

Hyundai
in **five countries**
Botswana, Eswatini, Lesotho, Namibia and Zimbabwe[1]

Renault
in **four countries**
Botswana, Eswatini, Lesotho and Namibia

Kia
in **four countries**
Eswatini, Lesotho, Namibia and Zimbabwe

Mitsubishi
in **nine countries**
Botswana, Eswatini, Lesotho, Malawi, Mozambique, Namibia, Tanzania, Zambia and Zimbabwe

Nissan
in **four countries**
Kenya, Malawi, Tanzania and Zambia

Haval
in **two countries**
Kenya and Malawi

[1] *Commercial vehicle distributor rights only.*

Responding to strategic themes

Managing the structural shift in the South African vehicle market

Persistent economic headwinds and rising ownership costs, compounded by political uncertainty, have constrained the South African automotive industry and negatively impacted vehicle sales in SA. The structural market shift favouring emerging affordable brands, particularly from India and China, and a slowdown in industry sales demonstrates the economic pressure consumers face and the changing preference for vehicles at lower price points.

Despite ever-intensifying competition from aspirant brands, our market share has demonstrated a credible outcome and a defensible position. Hyundai's market share was ~7,8% (2023: 8,4%), Renault's was ~5,3% (2023: 6,7%), Kia's was ~4,2% (2023: 5,4%) and Mitsubishi stood at ~0,5% (2023: 0,8%) for the 12 months to 30 June 2024.

Our response

As an importer and distributor, we have proven our agility during the COVID pandemic and in our response to subsequent supply chain and inventory constraints. We continue to do so by focusing on maximising operational efficiency in our dealerships, expanding our lower-cost, high-quality vehicle offering in partnership with our existing OEM partners, and implementing market-ready innovations that meet unmet customer needs throughout the vehicle ownership cycle.

As inventory levels have stabilised, this normalised view of passenger market share of ~17,8% (2023: 21,3%) allows us to better align our strategies moving forward. We remain confident in our ability to navigate structural and economic challenges and to continue delivering strong performance.

We have worked closely with financial institutions to create innovative solutions, making our products more affordable for consumers. Financial institutions remain supportive in the face of rising mobility costs in SA and provide financing for around ~80% of vehicles purchased by customers (2023: ~85%).

Maximising efficiency and competitiveness

Entrepreneurial flair and operational efficiency are deeply embedded in our culture, preparing us well for tough trading conditions. We aim to shape our reputation in the market by exceeding customer expectations, building strong relationships, and rewarding customer loyalty through customised marketing and loyalty programmes.

Our response

- Engage with OEMs to reposition specific vehicle models against segment leaders, negotiating OEM financial support to limit price increases, and offering competitively priced vehicles and parts.
- Work closely with OEMs to ensure our vehicle offerings are appropriate.
- Use high-impact marketing programmes and an omni-channel approach to engage with customers online and in-person.
- Refine our aftersales customer experience to create unique customer journeys that engender loyalty.
- Leverage our multi-franchising strategy to cost-effectively increase brand visibility and footprint.
- Consolidate our dealership footprints to re-align with shifting customer demand.

Import and Distribution (continued)

Expanding our lower-cost, high-value offering

Emerging South African motoring preferences align closely with those in large developing economies, particularly India. As both countries drive right-hand drive vehicles, this provides access to a wide range of highly suitable, competitively priced products for the local market. Around 76% of our Importer passenger vehicles are sourced from India. While several new brands have entered the South African market, the cost-conscious customer's demand for an affordable vehicle that does not compromise on quality or safety and is available from a reputable network, remains a priority.

Our response

- Engage with our OEMs to deliver affordable offerings that may reduce luxury specifications but never compromise on high quality, safety and service standards.
- Actively explore new OEM partnerships to expand our lower-cost, high-value vehicle offerings.
- Leverage our proven infrastructure and service offering to curate and represent vehicle brands that meet local demands for varying levels of luxury and affordability, while maintaining high quality and service standards.
- Source lower-cost products from India and China for customers who want affordable entry level vehicles and compact sports utility vehicles (SUVs), complementing the range of attractive and affordable models in our existing offering.
- Actively engaging with OEMs who are either under-represented or absent in SA to partner and seamlessly leverage our established infrastructure to meet the South African market's shifting needs.

Shaping customer expectations and the market with innovation

While emerging automobile manufacturers are gaining a foothold by addressing the demand for lower-cost vehicles through aggressive pricing, these alone cannot foster loyalty or sustain customer relationships throughout the vehicle ownership cycle. This can only be achieved through sustained commitment to quality, service and market-shaping innovation. We are uniquely positioned to match customer needs and shape their expectations by introducing innovative products and services that will keep them engaged across the ownership cycle.

Our response

- Leverage the Group's dedicated innovation centre and m^x community to develop a suite of market-ready solutions that meet customers' existing and anticipated unmet mobility needs.
- Invest in a comprehensive digital response that positions us at the forefront of a market shift that will extend far beyond the current price focus.
- Leverage innovation at the Group and segment level to position us to attract and retain customers who increasingly expect a dealership to be a mobility enabler rather than just a vehicle seller.
- Explore opportunities to develop our own systems and use our own data to optimise lead generation.
- Develop and deploy digital offerings that are easy to use and differentiate us from our competitors.

Innovation and digitisation review: page 40.
Mobility Solutions: page 124.

Managing currency volatility

As a mostly import-driven market, foreign currency fluctuations pose a significant risk to buyers and sellers of new vehicles and parts in SA. We manage this through established hedging strategies, guidelines and governance structures. We currently hedge seven months' worth of forecasted vehicle import orders, with all committed orders covered by hedging contracts. Currency scenarios are run to assess potential outcomes and mitigate fluctuations within set tolerance levels, and management meet regularly to consider foreign currency requirements. Exchange rate certainty enables us to set competitive prices, provide customers with attractive value propositions, and implement impactful marketing campaigns that maximise margins.

Our response

- Hyundai, Renault and Kia have forward cover for the Euro and US Dollar to March 2025, respectively, at average rates of R20,58 to the Euro and R18,59 to the US Dollar, including forward cover costs. Mitsubishi is covered for all committed orders.

Social and environmental impact

As a responsible corporate citizen, we manage impacts under our control and regularly review initiatives to minimise our environmental impacts and maximise potential positive social impacts. We continuously search for ways to improve our ESG performance at business segment level, communicating potential solutions to the Group. We also participate in Group-level initiatives.

Environmental impact

Our primary focus is on investing in cleaner energy systems, and solar PV systems are installed at key sites. Water management remains a challenge due to measurement errors arising from municipal systems, and we target reductions in vehicle fuel consumption by improving operational efficiencies.

We continue to monitor developments in the South African NEV market, including changes to the legislative framework and OEM transitions to NEVs. We are prepared to act quickly should any policy, OEM, or market changes make these vehicles more affordable, and stand ready to serve the South African NEV market when demand increases. We are currently evaluating various, more affordable NEV models that are available; however, the timing of these vehicle launches in SA remain dependent on product availability, market conditions and customer demand.

Our people

We recognise that our people are fundamental to our success, and we continue to invest in them, enhance our EVP, and maintain our culture of excellence, creativity and future focus. Our leadership team, through their industry expertise and experience, enables us to effectively empower our employees and motivate high-performance teams that support sustainable growth.

Skills scarcity remained an area of concern during the year, particularly for technicians and salespeople. We are working to address this through YES4Youth learnerships, the Motus Technical Academy, and bespoke initiatives at brand/dealer level. We also continue to work on improving black and women representation at business segment level.

Our compelling EVP is underpinned by a commitment to career growth and advancement that enables us to attract and retain exceptional people. We invest in our current and future leaders, supporting succession and mobility, both within the Import and Distribution segment and across the Group.

Initiative in focus: Hyundai SA

This year, Hyundai SA took over the responsibility for the Motus Training Academy to train apprentices, not only for the Group but also for the broader industry. A new state-of-the-art training centre in Cape Town, together with the Germiston-based training facility, trains approximately 120 apprentices daily.

In addition, a sales academy was launched with a particular focus on training women graduates from disadvantaged backgrounds. The six-month programme includes training at head office and in dealerships, and enables participants to share and learn from each other's experiences.

Environmental and social review: page 146.
Our ESG report online.

Import and Distribution (continued)

2024 financial performance

	HY1 2024 unaudited[1]	% change on HY1 2023 unaudited[1]	HY2 2024 pro forma[2]	% change on HY2 2023 pro forma[2]	2024 audited	2023 audited	% change on 2023 audited
Revenue (Rm)	**9 954**	(21)	**9 321**	(22)	**19 275**	24 596	(22)
Operating profit (Rm)	**377**	(45)	**403**	(45)	**780**	1 416	(45)
Operating margin (%)	**3,8**		**4,3**		**4,0**	5,8	

[1] HY1 numbers are unaudited and were released in the interim published results for the six months ended 31 December 2023.
[2] HY2 numbers are unaudited and derived from deducting the HY1 results from the annual published results for the year ended 30 June 2024 and 30 June 2023.

The Importer brands continue to face market pressure and are being negatively impacted by the slow-down in consumer demand, strong competition from the Asian brands entering the market, as well as consumers buying-down to entry-level vehicles which is negatively impacting the mix of vehicles sold.

Revenue decreased by 22% mainly due to reduced sales to the dealer channel and increased sales to vehicle rental companies on buyback (revenue not recognised), marginally offset by increased selling prices.

Operating profit decreased by 45% mainly due to reduced volumes as a result of increased competition and reduced consumer demand, increased cost of vehicles (OEMs pricing, higher duties and freight costs), and weaker exchange rates compared to the prior year. The Importers provided additional price support to the dealership network in order for products to remain competitively priced.

The excess supply of stock by all OEMs during the year negatively impacted margins as supply exceeded demand.

Hyundai, Renault and Kia have forward cover for the Euro and US Dollar to March 2025, respectively, at average rates of R20,58 to the Euro and R18,59 to the US Dollar, including forward cover costs. Mitsubishi is covered for all committed orders. The current Group guideline is to cover seven months of forecasted vehicle import orders.

Looking ahead

We are strategically positioned to adjust to, influence, and ultimately benefit from the structural shift the South African vehicle market is undergoing. Our extensive, efficient and proven infrastructure and capabilities offer established and emerging OEMs a proven path to an increasingly pragmatic and fragile South African vehicle buyer – a route-to-market that is hard to bypass and even tougher to copy. We are excited about expanding our product range and offerings in the year ahead to provide South African vehicle customers with exceptional value, meet their still unmet mobility needs, and connect drivers with invaluable additional services unique to Motus.

Over the short to medium term, we will focus on securing market share by continuing to:
- Launch new products for our existing brands, enhancing our value proposition in response to market changes.
- Enhance operational efficiencies.
- Increase the competitiveness of our pre-owned vehicle trade-in business.
- Increase Mobility Solutions product penetration across operations and collaborate in the digitisation sales channel.

We also aim to secure greater retention of non-captive aftersales business (including out-of-warranty, out-of-service and maintenance plans), and to take advantage of increasing customer confidence in Asian brands by exploring another distributorship that includes a variety of entry level hatchback and compact and mid-sized SUV offerings; this would enhance our product portfolio in key segments.


CAPTUR

Retail and Rental

Motus' Retail business sells new and pre-owned vehicles, parts and accessories, as well as servicing vehicles through dealerships primarily based in SA, with a selected presence in the UK and Australia. The Vehicle Rental business operates the Europcar and Tempest brands in Southern Africa. As a whole, our Retail and Rental business segment maintains enduring relationships with customers throughout the vehicle ownership cycle, providing them with high-value products and services.

These businesses provide OEMs with a consistent and superior route-to-market through quality marketing and high levels of customer satisfaction. Our South African footprint is unrivalled and consists of a network of strategically located dealerships primarily in urban areas. In the UK, we focus largely on commercial vehicles, with our dealerships located mainly in provincial areas. In Australia, our dealerships are located in metropolitan and provincial areas in New South Wales and provincial areas in Victoria.

Rainer Gottschick
CEO – SA Retail and Rental

Rob Truscott
CEO – UK Retail

Jaco Oosthuizen
CEO – Australia Retail

Key metrics

Geography

Primarily SA with a selected presence in the UK and Australia

Annual vehicle sales

~82 000 new
~85 000 pre-owned

Motus sells one in five new passenger vehicles in SA

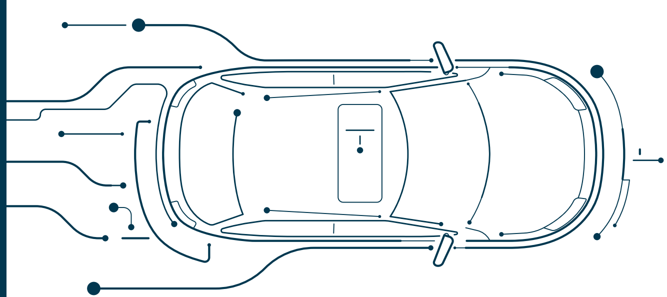
Market shares

21,6%
new passenger vehicle market share in SA

~25%
vehicle rental market share in SA

~20%
pre-owned vehicle market share in SA
(<6 year old vehicles)

~21,4% DAF
commercial vehicle market share in the UK



Key financial metrics

Revenue
R91 836 million
72% of Group revenue[1]

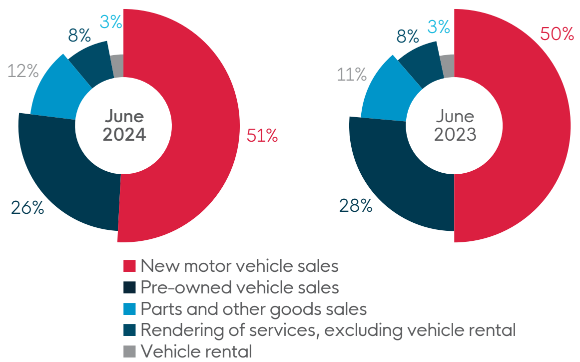
EBITDA
R4 262 million
49% of Group EBITDA[1]

Operating profit
R2 585 million
44% of Group operating profit[1]

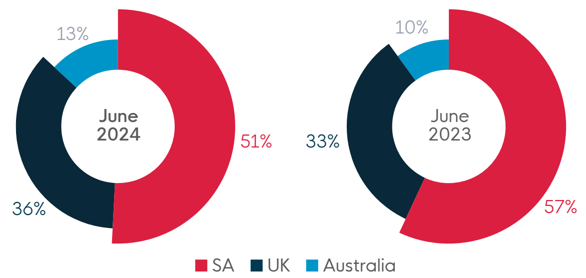
EBITDA margin
4,6%

Operating margin
2,8%

Revenue by nature (%)[1]



Revenue by regional contribution (%)[1]



[1] *Excludes Head Office and Eliminations.*

2024 priorities

- Be the leading vehicle rental service provider in the South African market by providing outstanding customer service, value for money and an innovative offering.
- Work with existing and new OEMs to provide a wide range of vehicles that meet customers' requirements.
- Optimise our dealership footprint to ensure our customers have ready access to the vehicles and services that suit their needs and preferences.
- Partner with OEMs we believe are sustainable.
- Expand and refine the multi-franchise model to maximise efficiency where feasible.
- Work closely with OEMs to balance product availability with sound working capital management and optimal inventory level management.
- Maintain and grow Motus' share of the market for quality-assured pre-owned vehicles targeting the first and second replacement cycle, by delivering excellent service, focusing on quality, and offering VAPS that ensure stress-free mobility throughout the vehicle ownership cycle.
- Improve our brand representation through select bolt-on acquisitions in SA, the UK and Australia.
- Grow our commercial vehicle market share in the UK.
- Carefully balance working capital requirements with growth in the vehicle rental fleet market.
- Invest in technology and talent to capitalise on digital opportunities, satisfying unmet mobility needs and preferences with flexible omni-channel customer service.
- Invest in cultivating a diverse, equitable and inclusive workforce with a safe working environment, and provide a compelling EVP.
- Deliver our environmental strategy and invest in key projects to reduce our environmental impacts.
- Respond strategically to emerging demand for NEVs, particularly in the UK and Australia, where charging infrastructure and government support are more readily available.
- Maintain ethical business standards guided by our values and moral compass.

Retail and Rental (continued)

Our vehicle value chain

Four exclusively imported brands
Hyundai, Renault, Kia, Mitsubishi

~335 dealerships in SA and several digital platforms
- Retail dealerships (205 passenger, 99 pre-owned and 31 commercial)
- Parts, panels and service
- Motor-related vehicle services

Motus Vehicle Rental
- ~140 branches and kiosks in Southern Africa
- Leisure, corporate, government and business

Motus

United Kingdom
- Representing 14 OEMs and 21 brands
- 34 passenger dealerships
- 88 commercial dealerships

Australia
- Representing 24 OEMs and 25 brands
- 47 passenger dealerships

20 non-Motus OEMs and 30 brands

Mobility Solutions integration across the full value chain provides unique opportunities to provide relevant, innovative and differentiated financial services and other products and services to our customers.

New vehicle dealerships | Pre-owned vehicle dealerships | Vehicle rental

Motus Vehicle Rental
Europcar and Tempest

Four OEM brands
Hyundai, Kia, Renault, Mitsubishi

Four OEM brands dealerships

Other brands

Auto Pedigree dealerships

Europcar
TEMPEST CAR HIRE

Operating at ~75% to 80% of pre-COVID levels

Hold fleet for average period of nine to 18 months

Pre-COVID	~ 24 000 vehicles
FY2024	~ 18 000 vehicles (average)

Upfleet cycle
Starts September/October

Defleet cycle
Starts April/May

Customers

Leisure (Domestic and International)	Corporate	Replacement	Government

Our brand representation

South Africa

United Kingdom

Australia

Retail and Rental (continued)

Responding to strategic themes

Managing the structural shift in the South African vehicle market

While global vehicle sales have rebounded and now exceed pre-pandemic levels, the structural shift to entry level and small to medium sized SUVs in the South African vehicle market continues to negatively impact local margins.

Our response

The Group's mature planning and risk processes identified the structural market shift several years ago, allowing us to proactively respond by implementing our internationalisation and diversification strategies that maximise EBITDA from international businesses and non-vehicle sales. We have also focused on keeping costs contained while maintaining market access and service levels through innovation and careful allocation of resources. Continuously improving our digital channels allows us to market, distribute and sell new and pre-owned vehicles more efficiently and effectively. Our Digital Dealer solution is a unique innovative, modular and fully integrated application in SA. Embedded in selected websites across the Group, it provides an omni-channel customer journey that connects digital touchpoints with our well-established dealership network. Digital Dealer facilitates the digital selection of a vehicle and online finance application by enabling customers to instantly submit completed applications to a number of banking partners from the comfort of their homes. This provides a streamlined and sustainable way for us to enhance the efficiency for our dealer sales.

Optimised resource allocation

Our dealership footprint is designed to optimise access to our target customer market. We have a valuable portfolio of properties designed and constructed to accommodate growing single-brand dealerships, and own ~80% of our SA dealerships. We respond to shifts in regional trends by regularly evaluating our footprint to remain agile and responsive to customer needs and preferences.

Our response

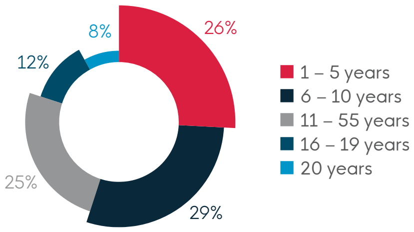
- Continuously assess our capital investment in specific areas to identify and address those in decline.
- Optimise our property portfolio and dealership footprint:
  - Our multi-franchise dealership model allows us to represent more brands in a smaller area, improving customers' access to the brands, products and services that suit their affordability requirements, vehicle preferences and other mobility needs.
  - Combining complementary brands in ideally located multi-franchise dealerships enables us to reduce back-office, parts department and service centre duplication, in some cases unlocking fixed capital.
- Sale and leaseback of properties in areas that are assessed as unsustainable.

More broadly, we continue to optimise resource allocation by working closely with OEMs to optimise inventory levels, demo-model availability and vehicle rental fleet sizes.

Pre-owned vehicles for quality-conscious customers

Motus' focus on the pre-owned market is clearly demarcated – we currently target quality vehicles no more than six years old. In SA, around 1,2 million pre-owned vehicles are sold annually. Of these, around 26% (312 000) are under six years old, where we have a market share of ~20%. We choose to specifically target this segment as margins and quality are higher, while reputational risk – for Motus and the brands we represent – is lower.

1,2 million pre-owned vehicles sold annually[1]



[1] *Estimation using eNatis and Lightstone data (double counting eliminated).*

Our response

- Our comprehensive offering of quality pre-owned vehicles and access to affordable, top quality vehicle service and maintenance through our nine Auto Pedigree Service Centres.
- Ongoing investments in innovation and digital technology enable service excellence, set us apart in the pre-owned marketplace, and improve our online buying and in-store retailing services.
- Introduced a pre-owned valuation tool in the UK to improve process efficiency and customer experience.
- A well-established ability to analyse large sets of customer data using advanced technology and machine learning that helps us better understand customer behaviour and optimise our product offerings (e.g. MuuV.) – advanced algorithms are particularly valuable for our pre-owned vehicle valuation capabilities, ensuring fair and trustworthy deals for our customers while securing higher conversion rates for our dealers (e.g. getWorth and cARscan).
- Integrating technology, data and product offerings that enable us to create seamless online and in-person customer experiences.

Expanding our lower-cost and entry level vehicle offering

With our large portfolio of brands, we are well-positioned to offer our target customers a wide choice of vehicles that meet their divergent needs and preferences. Our OEMs recognise that they stand to benefit by supplying more affordable vehicles to quality-conscious customers in developing countries like SA, with established OEMs increasingly willing to match new market entrants by providing lower specification models at lower price-points while maintaining quality and service standards.

Our response

- Leveraging our enduring OEM relationships to deliver model derivatives suited to market conditions and price-sensitive, quality-conscious customers.
- Securing representation of key emerging brands that meet growing demand for affordable brands and models.
- Capitalising on our ownership of dealership properties to ensure that brand and model availability remain aligned to regional needs and demand.

Vehicle rental responding to increase in demand

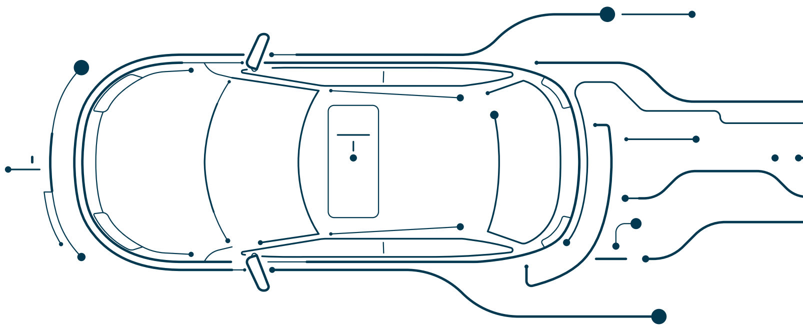
Our two rental brands, Europcar and Tempest, position us well in both local and international tourism markets. Europcar is an established global premium brand that engenders trust among international travellers, while cost-conscious South Africans rely on Tempest's reputation for value.

Over FY24, the Vehicle Rental business continued to rebound, driven mainly by increased rental activity. Europcar and Tempest are now operating at around 75% to 80% of pre-COVID levels, and our fleet stands at an annual average of ~18 000 vehicles compared to the pre-pandemic average of ~24 000 vehicles. Despite these improvements and the excellent performance of the business, several challenges remain, including price softening towards the latter part of 2024 due to an oversupplied market and aggressive activity from low-cost competitors.

Europcar and Tempest's fleets are used to replenish the pipeline of vehicles available to our dealerships and our quality-certified pre-owned reseller, Auto Pedigree. Although we ensure a constant fleet throughout the year, during summer our rental fleets are expanded to meet elevated leisure demand, and between April and June, many of these vehicles are de-fleeted and available for resale.

Our response

- Optimising stockholding through more consistent de-fleets to Auto Pedigree's network of 63 dealerships – this also sustains Auto Pedigree's inventory levels and maintains a diverse stock portfolio.
- Deploying appropriate digital solutions that optimise efficiencies and enhance customer experience (e.g. Ready2GO).
- Piloting and implementing key automation projects.
- Rolling out a data centre project that improves risk management, modernises our key IT systems, and drives business growth by improving performance.
- Continuing our initiatives that drive down damage costs by reducing the probability of an accident (e.g. telematics and tracking devices), reducing the cost of repairs, and recovering excesses and third-party claims.



Driving international growth

The UK and Australia offer opportunities for the Group to selectively expand its international presence.

United Kingdom

UK Retail continues to demonstrate consistent organic and acquisitive growth in a largely stagnant, but slowly improving market. We operate four divisions across the UK, including Motus Commercials (DAF), Pentagon Motor Group (passenger vehicles and LCVs), Motus Truck and Van (Mercedes) and Motus Vehicle Solutions (our non-OEM businesses). During 2024, the Group acquired Solway, comprising four DAF commercial vehicle dealerships operating in North West England and Southern Scotland, for a net cash purchase consideration of R263 million. We continue to grow our NEV offering and position ourselves as a partner to new market entrants and expanded with three BYD dealerships over 2024.

DAF continues to be a market leader in the HCV market and is a key OEM partner in the UK, providing high and consistent returns to dealers. The HCV market is supported by UK regulations that mandate regular servicing, contributing to our commercial workshops maintaining strong activity levels. These factors make further expansion in this area both a compelling prospect and a strategic priority. During the year, our HCV inventory levels were elevated due to vehicle bodybuilder congestion caused by capacity challenges in making vehicle body modifications. Motus Vehicle Solutions performed well this year, and we aim to grow organically by continually improving our mix of brands, and through acquisition where suitable opportunities present themselves.

Australia

Characterised by a resilient economy and a growing automotive market with a strong demand for higher specified vehicles, Australia represents a growth opportunity for the Group. We continue to carefully expand our footprint in the Australian market, focusing on acquiring dealerships in provincial areas where lower rental and operating costs, and long distances between dealerships support profitability. Many dealerships in these areas are family-owned, offering opportunities for acquisitive growth. These acquisitions align with our entrepreneurial culture, which we seek to preserve when integrating owner-operated businesses into the Group.

The top 20 vehicle brands in Australia represent ~80% of annual vehicle sales and Australia Retail represents 18 of these brands. During FY24, Australia Retail acquired two dealership sites in Wagga Wagga (New South Wales) for a net cash purchase consideration of R290 million. These multi-franchise dealerships represent nine brands (including Ford, Kia, VW and Nissan) across two sites, providing further regional town representation. The acquisition creates an opportunity to deliver economies of scale and improve cost absorption across our Australian footprint.

Recently passed emissions standards legislation targets a 60% reduction over the next five years – this will impact ICE vehicle pricing and is likely to accelerate adoption of NEVs across the country. We remain updated on global trends and the transition to NEVs and will continue to respond agilely to market-related changes, adding the necessary vehicle brands or models to our portfolio as market demand increases.

Read more about the Australian and UK economies and automotive industries in the Automotive industry section: page 54.

Retail and Rental (continued)

Social and environmental impact

Our people

Our workplace focuses on purpose, encourages growth and innovation, and provides a fulfilling work environment.

In SA, we are currently focused on developing succession plans and cultivating and retaining in-house talent, particularly women. To attract and develop talent, we are utilising the YES4Youth Programme and our sales programmes. We are also focused on ensuring employee wellness in our high-performance environment. We continue to upskill our people to provide them with the right technological tools and knowledge to operate more effectively in an increasingly digital world.

In the UK, attracting and retaining technicians (who comprise around a third of our workforce) remains a sector-wide challenge. To address this, we are focused on retaining our technicians by remaining responsive to the market, attending to all legitimate issues raised or flagged through our employee satisfaction surveys, and implementing ad hoc mental health and wellness initiatives at various sites. We also have a programme in place where ~80 South African technicians are employed on three-year contracts. We are taking action to drive DEI by encouraging women to join our apprentice programmes and providing mentorship opportunities for high-potential women across the business.

Low unemployment rates in Australia continue to place pressure on employee retention and recruitment. To attract and retain the skills we need, we ensure that our salaries are market-related, we enable our people to have a good work-life balance, and we consistently live our values – delivering on the promises we make to our employees.

Environmental impact

We prioritise reducing our environmental impact by implementing solar PV equipment, water and waste recycling systems, LED technology, light sensors and occupancy sensors in our facilities. In the UK, we have introduced a digital service solution in certain dealerships to reduce administration and related paperwork, while improving efficiency.

We stay updated on global trends and OEMs' transitions to NEV models, and to meet customer preferences, will add these vehicles to our portfolio as market demand increases. Our representation of premium brands puts us in a solid position to capture the plug-in EV market in SA. Our businesses provide NEV solutions with dedicated plug-in EV bays and OEM-trained technicians.

Environmental and social review: page 146.
Our ESG report online.

2024 financial performance

	HY1 2024 unaudited[1]	% change on HY1 2023 unaudited[1]	HY2 2024 pro forma[2]	% change on HY2 2023 pro forma[2]	2024 audited	2023 audited	% change on 2023 audited
Revenue (Rm)	46 129	13	45 707	5	91 836	84 404	9
Operating profit (Rm)	1 262	8	1 323	(5)	2 585	2 550	1
Operating margin (%)	2,7		2,9		2,8	3,0	

[1] *HY1 numbers are unaudited and were released in the interim published results for the six months ended 31 December 2023.*
[2] *HY2 numbers are unaudited and derived from deducting the HY1 results from the annual published results for the year ended 30 June 2024 and 30 June 2023.*

Revenue and operating profit are up 9% and 1%, respectively. The Retail and Rental segment sold 81 601 new units (2023: 87 194) and 85 228 pre-owned units (2023: 84 929) during the year. In SA, we sold 45 151 new units (2023: 55 786) and 63 967 pre-owned units (2023: 64 140). Internationally, we sold 36 450 new units (2023: 31 408) and 21 261 pre-owned units (2023: 20 789).

Currency translation of the International operations contributed positively due to the weaker Rand during the year. Across all geographies in which the segment operates, we are being negatively impacted by the increased higher-than-normal cost of vehicles and parts, as well as higher inflationary operating costs.

South Africa

SA Retail revenue and operating profit decreased by 5% and 34%, respectively. This was mainly due to reduced volumes as a result of reduced consumer demand and increased competition.

The Vehicle Rental division revenue and operating profit increased by 9% and 28%, respectively. The division performed well, experiencing increased vehicle rental activity relating to increased travel in the leisure and international channels, increased revenue days and an increased average daily rate. Average vehicle utilisation levels were maintained at 71%.

United Kingdom

Revenue increased by 21%, with operating profit increasing by 34%. The weakening of the Rand against the Pound contributed positively to Group results through an increased currency translation contribution.

Both the passenger and commercial divisions delivered strong results, and were positively impacted by increased passenger volumes (off the back of improved inventory availability), increased aftersales contributions from the commercial vehicle business and contributions from the bolt-on DAF dealerships acquisition.

Pre-owned vehicle sales and operating margins were under pressure as new passenger vehicle availability improved, there were increased fleet deals at low margins and competitive pricing.

UK Retail sold 22 901 new units (2023: 21 698) and 15 056 pre-owned units (2023: 15 798) for the year.

Australia

Revenue increased by 42%, with operating profit increasing by 54%. The weakening of the Rand against the Australian Dollar contributed positively to Group results through an increased currency translation contribution.

Australia experienced increased sales and improved margins as a result of the consistent availability of inventory, the fulfilment of back-order commitments and the additional contributions from the bolt-on dealerships acquisition.

Australia Retail sold 13 549 new units (2023: 9 710) and 6 205 pre-owned units (2023: 4 991) for the year.

Looking ahead

Over the short to medium term, SA Retail will continue to respond proactively and appropriately to the structural shift in the South African market, defending our leading market share. To do so, we will continue to align our geographic footprint with changing customer demand and ensure our OEM, brand and model mixes are well suited to the South African market. We are also focused on growing our pre-owned market share and are developing a digital platform that generates leads while refining the customer journey, enhancing engagement and customer satisfaction. SA Vehicle Rental will continue to focus on driving volume growth.

UK Retail will continue to look for growth opportunities by partnering with additional quality commercial vehicle brands or acquiring related dealerships.

Australia Retail are focused on retaining employees and increasing aftersales business. We will also work with our OEMs to manage our inventory levels and expense base.

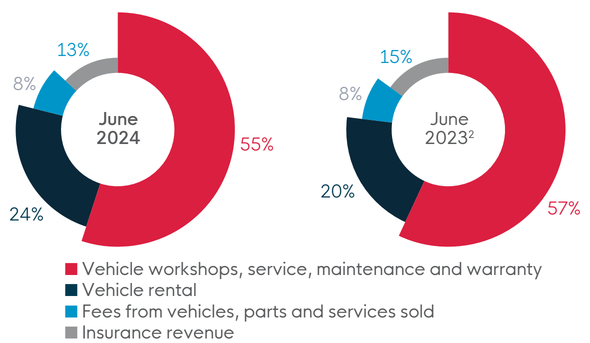
Mobility Solutions

As a leader in the VAPS industry we focus on our stated purpose "Mobility for good". With the customer placed front of mind at all times, Mobility Solutions seeks to find innovative mobility solutions which:

- Develop products and services that create customer loyalty and enhance the vehicle ownership experience.
- Solve for under-served customer needs.
- Create long-term value for the Motus business and its integrated value chain through the creation of a steady stream of annuity income, even during periods when vehicle sales are under pressure.

Kerry Cassel
CEO – Mobility Solutions and Head: Innovation and Technology

Revenue by nature (%)[1]



[1] *Excludes Head Office and Eliminations.*
[2] *Revenue in the comparative period has been restated due to the adoption of IFRS 17.*

Key metrics

Geography

SA

Innovation

Leader in innovation, fintech and data capabilities enabling us to serve unmet mobility needs with new products and services

Revenue

R2 567 million

2% of Group revenue[1]

EBITDA

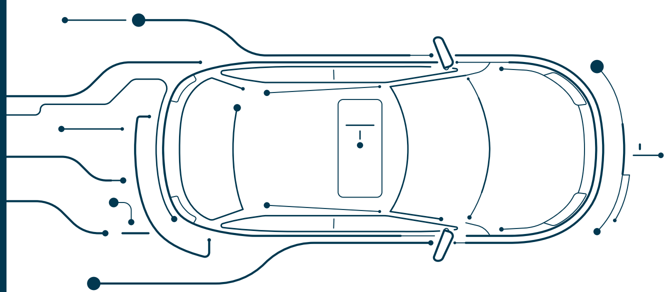
R1 431 million

16% of Group EBITDA[1]

Operating profit

R1 274 million

22% of Group operating profit[1]



Our business

Our products and services are delivered through a number of focused and related businesses.

Motus
MOBILITY SOLUTIONS

VAPS	Vehicle Asset Finance (VAF)	Fleet Management	Consumer Mobility Solutions
Liquid Capital, M-sure	Liquid Vehicle Finance, Kia Finance, Hyundai Finance	5Fleet	MotorHappy

>20 years
experience

>130 000
telesales per year

2,3 million
vehicle records

1 billion
authorised claim payments per year

1,5 million
policies under administration

2,5 million
customer records

>470 000
in- and outbound calls per month

>700 000
vehicles covered by our VAPS and third-party products

30 billion kilometres
travelled by our customers in the last decade

Mobility Solutions (continued)

Our products and services support diversified income streams that drive operating profit growth

Income streams for Mobility Solutions fall broadly into five different categories. These revenue streams all have diverse drivers, which ensure that the business segment is effectively hedged as the timing of revenue recognition varies by product. Mobility Solutions therefore also provides the broader Group with a hedge against the volatility and cyclicality of new vehicles sales in the South African vehicle market. The performance of the business segment is underpinned by annuity income streams, making Mobility Solutions highly resilient against market fluctuations.

Income streams	Non-insurance VAPS	Insurance VAPS	Bank alliances and VAF	Consumer Mobility Solutions	Fleet Solutions
Drivers	• New vehicle sales • Pre-owned vehicle sales • Existing vehicle parc • Workshops (Coin IT)	• New vehicle sales • Pre-owned vehicle sales • Existing vehicle parc • Workshops (Coin IT)	• New vehicle sales • Pre-owned vehicle sales	• New vehicle sales • Pre-owned vehicle sales • Existing vehicle parc • Workshops (Coin IT) • Digital marketing	• Demo vehicles • Vehicle rental fleets • Staff company vehicles • Fleet customers (managed maintenance)

Our priorities

Innovation for Growth

Investing in technology

By investing in digital VAPS and leveraging consumer data, we can provide more personalised services that:

- Enhance customer experience and improve retention.
- Enhance data capabilities to complement existing business process automation.

Nurturing strategic partnerships

By identifying new and nurturing existing strategic partnerships, we can expand our reach and unlock new opportunities to introduce disruptive new products with partners that take concepts beyond the conventional.

New sales channels

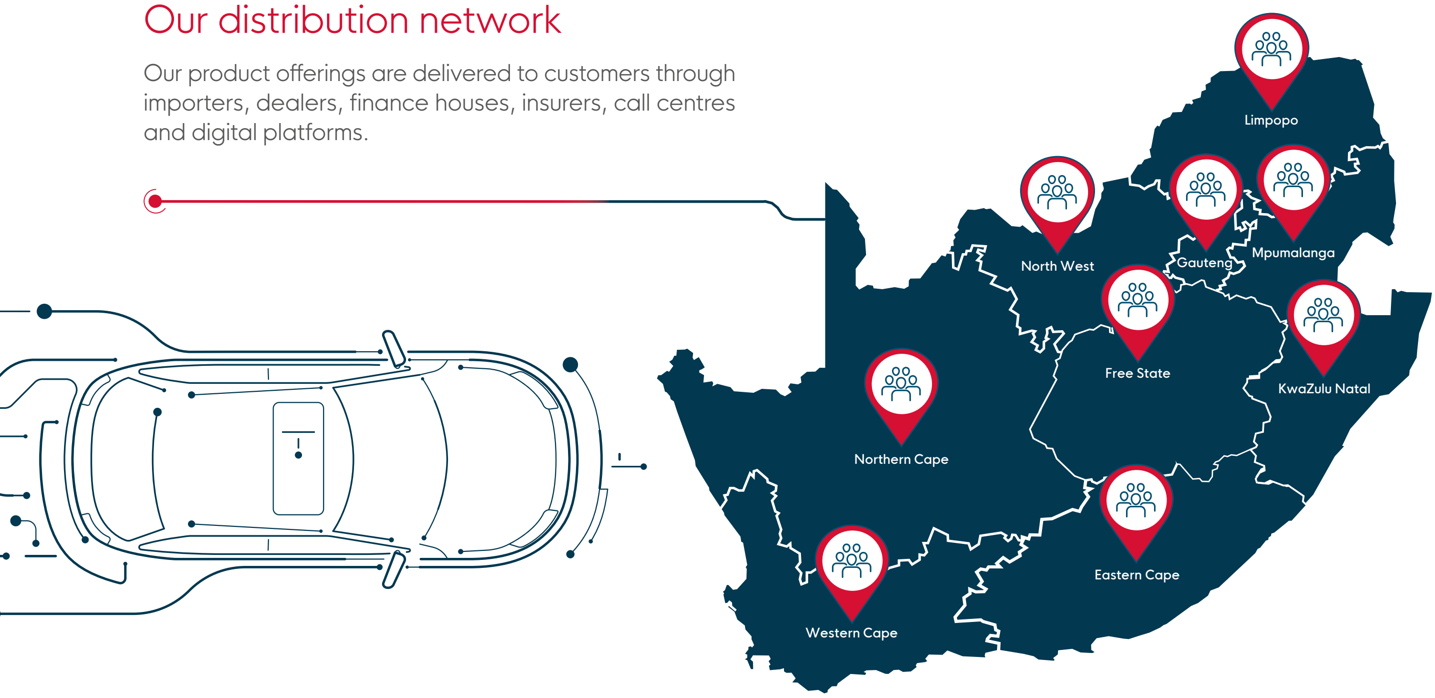
By exploring new customer channels and innovative solutions, we grow our business to:

- Offer affordable and competitive financial products and services for customers.
- Innovate to find new ways to enhance customer experience.

- Having spent recent years ensuring that significant investment has been made into the Mobility Solutions platform, **the business segment remains poised to grow into new markets**.
- Born out of the automotive industry, **we hold a significant share in the industry in both VAPS and VAF**.
- Recent years have been characterised by high growth into the insurance industry where Mobility Solutions is strongly positioned as the preferred provider to a number of SA's largest insurers. We aspire to, and have strategies for **driving growth through market penetration into new industries**.

Our distribution network

Our product offerings are delivered to customers through importers, dealers, finance houses, insurers, call centres and digital platforms.



Mobility Solutions (continued)

Our products

Our products provide vehicle owners with market-leading VAPS to provide peace-of-mind mobility across the vehicle ownership cycle. Products and services designed for this purpose include the following:

Service and maintenance plans
Covers the cost of vehicle servicing, per the manufacturer's specification, as well as normal wear and tear.

Telemetry solutions
Provides stolen vehicle recovery and ancillary services to individual and fleet customers.

Extended warranty
Covers the cost of unexpected mechanical breakdowns and electrical failures outside of normal wear-and-tear.

Scratch and dent
Covers common damages, including windscreen chips, hail damage, scratches and dashboard blemishes.

Vehicle debt protection
Covers the outstanding debt on the customer's vehicle finance agreement in the event of an uninsured total loss.

Credit life
Covers the outstanding debt on the vehicle finance agreement if an owner becomes ill, unable to work or passes away.

Deposit cover
Pays out up to a maximum of R100 000 deposit when a vehicle is lost to hijacking, theft or an accident.

Tyre and rim
Covers damage to a vehicle's tyres and rims as a result of punctures, blowouts or damage suffered from road hazards.

Credit shortfall
Covers the shortfall between the comprehensive vehicle insurance payout and the settlement amount owed to the bank if a customer's vehicle is stolen, hijacked or written off.

Roadside assistance
For those inconvenient moments on the road. Whether you need towing, a rental vehicle, overnight accommodation, tyre change assistance, a jump-start, or help with a key lockout.

Comprehensive fleet management services
For corporate clients encompassing maintenance, telemetry and other ancillary-related services.

Vehicle financing
Innovative vehicle finance solutions delivered through our selected banking partners.

These products are designed to create value for all parties across the integrated automotive value chain. In addition to the commercial proposition and returns for Mobility Solutions, there is additional value for:

The customer

Customers are offered a wide selection of products and services at point of sale, and receive expert advice on which products best suite their specific mobility needs. Motus is a trusted advisor and will continue to advise the customer on suitable new products and services throughout their ownership journey as these needs may change as warranties and other plans expire and the risks associated with the motor vehicle change.

The dealer

Dealers are able to offer their customers an improved experience. Customer satisfaction indexes show that customers servicing their vehicles under a plan report higher levels of satisfaction than customers without plans. Customers with plans return to the dealerships, increasing workshop throughput and parts sales.

The Importer

Hyundai, Kia, Renault and Mitsubishi all benefit from higher levels of customer satisfaction arising from these offerings, as well as increased parts turnover as many of these products and services retain the customer within the importer ecosystem for their entire ownership lifecycle.

Our partners

All selected partners (banks, insurers, telemetry and other partners) benefit from the scale and enhanced revenues that access to the Motus channels affords them. In return, Motus is able to leverage preferential service levels and commercial terms that benefit both the Group and our customers.

These products and services are taken to market using a platform developed over several decades. This platform is characterised by:

- Leading technology with customer-facing applications and portals that ensure a seamless digital experience for customers.
- People with deep industry expertise and diverse skill sets.
- State-of-the-art call centres with a high first call resolution rate.
- Deep seated innovation capabilities evolved to serve not just Mobility Solutions but the rest of the Group (e.g. through m^x).
- Data lead strategies that leverage data lakes and data warehouses encompassing data accumulated over 30 billion kilometres.

Mobility Solutions (continued)

Responding to strategic themes

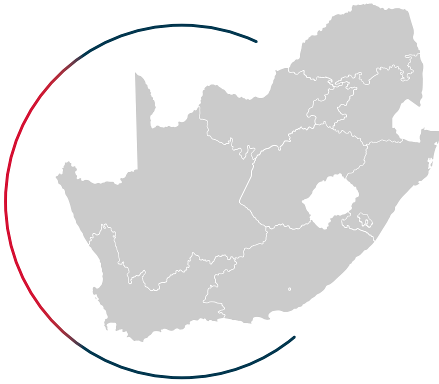
Responding to the market shift in SA

In a year characterised by ongoing economic challenges and increased competition from new market entrants, we continued to generate reliable annuity income independent of vehicle buying trends, providing a natural hedge against market volatility. While certain areas of our business will be impacted by the structural shift in the South African vehicle market (e.g. fund profits and bank alliances), we believe our diversified product and channel strategy is well positioned to counter this impact.

Our response

Our ability to reach beyond the Group's vehicle sales channels defines our response to the structural shift in the South African market. While new entrants into the vehicle market with aggressively priced vehicles may capture market share, our product offering means that we can maintain and develop commercially valuable relationships with customers across the vehicle parc, including those who drive emerging brands.

Due to the challenging economic climate, customers are keeping their vehicles for longer periods, increasing ownership risks and creating increased demand for VAPS across the South African vehicle parc. This, together with robust used vehicle sales, creates a growing opportunity for our offering.



South African ICE vehicle parc:

~13,1 million

We administer active policies on **more than 700 000** vehicles

equating to **~6% of the vehicle parc**

An aggressive growth strategy

As a top-tier provider of mobility solutions in the automotive industry, we are committed to addressing the mobility needs of motorists in SA and beyond. Despite the difficult market conditions, opportunities for growth in the business remain top of mind.

Our response

Growth will be achieved through four drivers:

Product development

Our deep understanding of customer needs and preferences is supported by our extensive database and the millions of customer interactions we have every year. Recently developed products include offerings associated with our strategic investment in Amber Connect (a telemetry company), new scratch and dent protection, and technology enabled services that enhance the vehicle ownership experience (e.g. LiquidAssist).

Through our bank alliances, and in collaboration with our banking partners, we have developed and rolled out white-labelled vehicle asset finance and floorplan financing offerings for various dealerships, including Hyundai, Kia and Mitsubishi. We have also established a new joint venture with ABSA to provide a white-labelled vehicle asset finance and floorplan financing offering for Renault.

Channel development

Our current channels include vehicle wholesale, new and pre-owned vehicle retail, dealer workshops, call centres, digital and strategic partnerships. We continue to grow through development of new, and often, diversified channels.

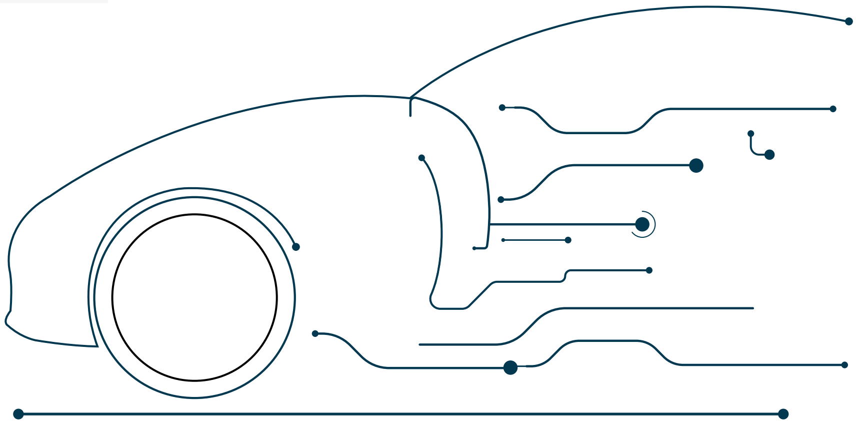
Market development

We serve as a strategic partner to some of SA's top insurers, including Discovery Insure, MiWay, Old Mutual Insure and Santam. We continue to deepen these partnerships to maximise benefits for both parties and South African motorists. We are also focused on expanding into other high-volume industries, with an initial focus on the retail industry.

Data assets

Our proprietary data and analytics capabilities underpin our ability to manage risk and monetise our data assets, both directly (through sales) and indirectly (through product development, pricing and sales). Data-led insights enable us to develop first-to-market products which benefit the South African vehicle parc. Our strategy to enhance our telemetry data will enhance our data assets and unlock further opportunities going forward.

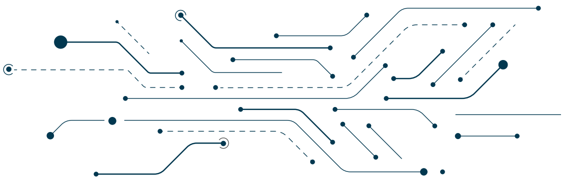
Read about our technology related initiatives in the innovation and digitisation review: page 40.



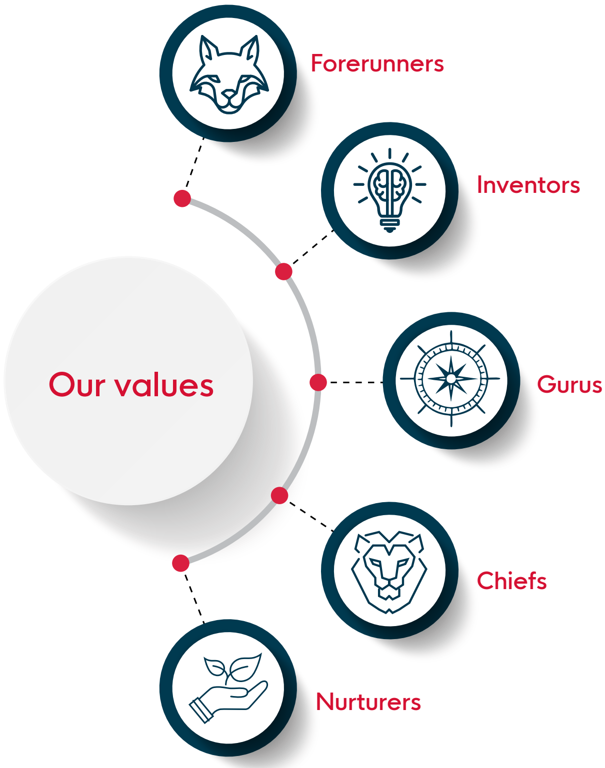
Mobility Solutions (continued)

Investing in people

Our people's dedication continually strengthens our culture of innovation and our emphasis on improving the customer experience. We cultivate an environment that promotes transparency, open communication and DEI, while fostering forward thinking, proactive, and customer focused behaviour among our employees. Their dedication to our mission and values contributes to a culture of improvement and innovation, resulting in high levels of customer service and operational efficiency.



Environmental and social review: page 146.
Our ESG report online.



2024 financial performance

	HY1 2024 unaudited[1]	% change on HY1 2023 unaudited[1]	HY2 2024 pro forma[2]	% change on HY2 2023 pro forma[2]	2024 audited	2023 audited restated[3]	% change on 2023 audited[3]
Revenue (Rm)[3]	**1 355**	(2)	**1 212**	7	**2 567**	2 520	2
Operating profit (Rm)[4]	**616**	8	**658**	15	**1 274**	1 141	12

[1] HY1 numbers are unaudited and were released in the interim published results for the six months ended 31 December 2023.
[2] HY2 numbers are unaudited and derived from deducting the HY1 results from the annual restated results for the year ended 30 June 2024 and 30 June 2023.
[3] Revenue in the comparative period has been restated due to the adoption of IFRS 17.
[4] EBITDA and operating profit includes profit streams without associated revenue.

Revenue increased by 2% mainly due to the increase in fleet revenue as a result of improved vehicles for hire activity, as well as revenue increasing due to improved lead optimisation, new products that were launched and the development of new channels to market. This increase was offset by lower VAPS sold due to reduced Importer vehicle sales.

Operating profit increased by 12% mainly due to improved bank alliance profitability, higher interest income and additional profits generated by new products launched.

Looking ahead

The Mobility Solutions business is vibrant and dynamic with great aspirations to take our purpose of "Mobility for Good" to all South African motorists. We are privileged to count ~6% of South African motorists as our customers and have aspirations to expand further into the vehicle parc. We are focused and very clear on the road ahead to get us there.

Aftermarket Parts

Aftermarket Parts sources, wholesales, and retails parts and accessories, mainly for the growing and ageing out-of-warranty vehicle parc. Our large South African and UK footprint enables us to leverage our buying power to distribute and sell competitively priced quality products, enabling owners to extend their vehicles' lifespans.

We source our products in Asia, Europe, Turkey, the UK and SA, and supply them through our network of warehouses, distribution centres and outlets in Southern Africa, the UK and continental Europe. In the UK and Europe, our subsidiary, FAI, distributes directly to part retailers (like MPD) who service the aftermarket vehicle workshop industry. MPD gives us direct access to UK customers. In Southern Africa, we sell accessories and parts through our own and franchised retail stores, as well as specialised franchise workshops. Distribution centres in SA, the UK, Europe, Taiwan and China support our operations.

Niall Lynch
Global CEO – Aftermarket Parts

Michelle Raw
CEO – SA Aftermarket Parts (incoming)

Malcolm Perrie
CEO – SA Aftermarket Parts (outgoing)

Key metrics

Geography

Southern Africa, the UK, Europe, and a limited presence in Asia

Number of product derivatives

~136 000 parts in SA
~138 000 parts in UK

Stores and distribution centres

SA

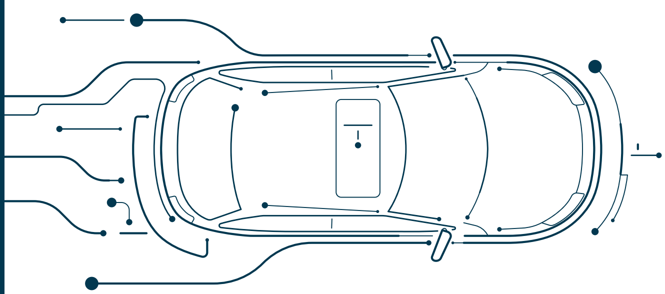
523 retail outlets and agencies (110 owned, including five canopy fitment centres) of which 416 are franchisees (independently owned), supported by 19 wholesale distribution centres

UK

178 retail outlets, supported by **two wholesale distribution centres**

Asia and Europe

Three wholesale distribution centres



Key financial metrics

Revenue

R14 387 million

11% of Group revenue[1]

EBITDA

R1 805 million

20% of Group EBITDA[1]

Operating profit

R1 240 million

21% of Group operating profit[1]

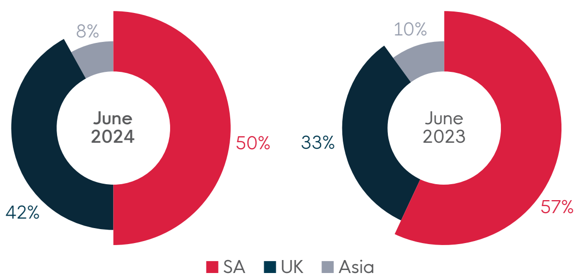
EBITDA margin

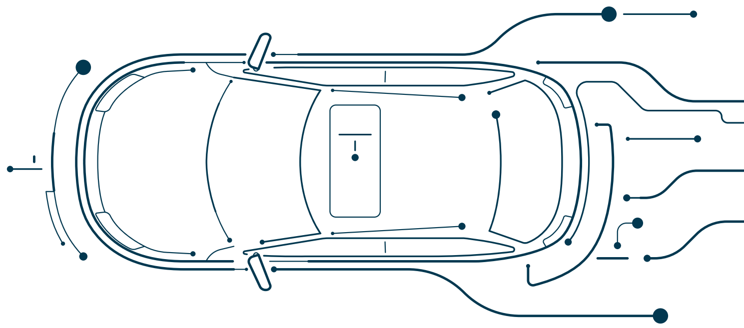
12,5%

Operating margin

8,6%

Revenue by regional contribution (%)[2]





[1] *Excludes Head Office and Eliminations.*
[2] *Excludes Eliminations between geographic regions.*

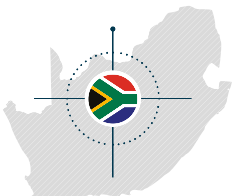
2024 priorities

- Optimise the efficiency, service standards and market penetration of our expanding operations in the UK and continental Europe.
- Leverage the buying power of our growing international footprint to source quality parts and accessories at lower prices and on better terms.
- Rationalise our extensive product range to optimise purchasing power, efficiency, inventory management, pricing and margins.
- Expand our entry level product offering.
- Successfully pilot and implement an online part ordering and delivery service to access new markets in SA, like informal township workshops.
- Implement best digital practices and systems throughout our international procurement and supply chain network.
- Invest in e-commerce expansion and digitisation.
- Rationalise distribution centres to optimise our footprint in SA.
- Cultivate a diverse, equitable and inclusive workforce and safe working environment, and offer a compelling EVP.
- Invest in projects to reduce our environmental footprint.
- Maintain ethical business standards, guided by our values and moral compass.

Aftermarket Parts (continued)

About Aftermarket Parts

Accessories and parts value chain



SA vehicle parc

~13,1 million ICE vehicles with ~9,5 million vehicles out-of-warranty

Average vehicle age: >10 years

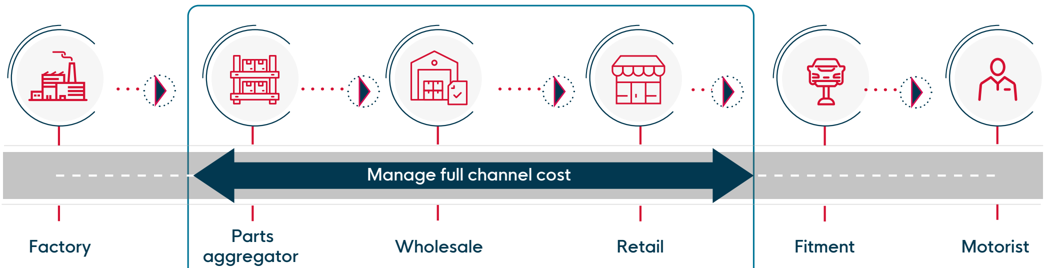
UK vehicle parc

~41,4 million ICE vehicles with ~33 million vehicles out-of-warranty

Average vehicle age: >8 years[1]

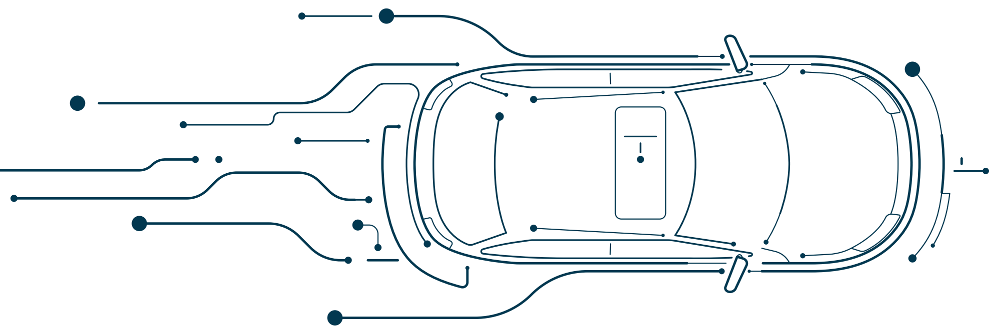
Market demand is driven by older vehicles, outside of warranty periods

Where we operate



[1] *https://www.rocketperformance.co.uk.*

- Our South African product offering extends to over 136 000 individual stocking units to the reseller and fitter market, with the UK supplying over 138 000 individual stocking units.
- We primarily supply vehicle parts outside of OEM warranty periods.
- Replacement cycles for parts depend either on time (e.g. oils and rubber components) or usage (e.g. mechanical failure).



Aftermarket channels to market

While we do not manufacture or fit aftermarket parts, we are active in all aspects of the value chain between these processes. Excellent service, speed and convenience are essential for maintaining strong customer relationships and driving organic growth. Our operations extend across three business streams:

Stream one

Product sourcing

Functions

1. Source components from multiple sources to make up a range of specific product lines (e.g. pistons) or complete a kit (e.g. timing kits).
2. Create our own brands, or package parts for other private label brands.
3. Manage and control suppliers and quality.

Stream two

Wholesale distribution

Functions

1. Source product to store and distribute to resellers, including franchisees, independent retailers, or owned retailers.
2. Sell multiple brands at various price points, including proprietary brands (global brands, OES[1] equivalents, and second-tier global brands), private label brands (own label), and entry specification own label.
3. Manage and control channel to market.

Stream three

Retail

Functions

1. Source products from our wholesaler stream and selected drop shipment suppliers.
2. Sell products to end customers, including formal and informal workshops, DIY[2] fitters and walk-in customers.
3. Manage and control the last mile (getting a product from a distribution centre or warehouse to its final destination).

We are implementing multiple programmes that will integrate these three revenue and profit streams and create efficiencies over time.

[1] *Aftermarket parts distributed by an OEM (OES).*
[2] *Do it yourself (DIY).*

Aftermarket Parts (continued)

Our brands

Franchises and agencies

Owned retail

Regional distribution

International distribution

Canopy manufacturing

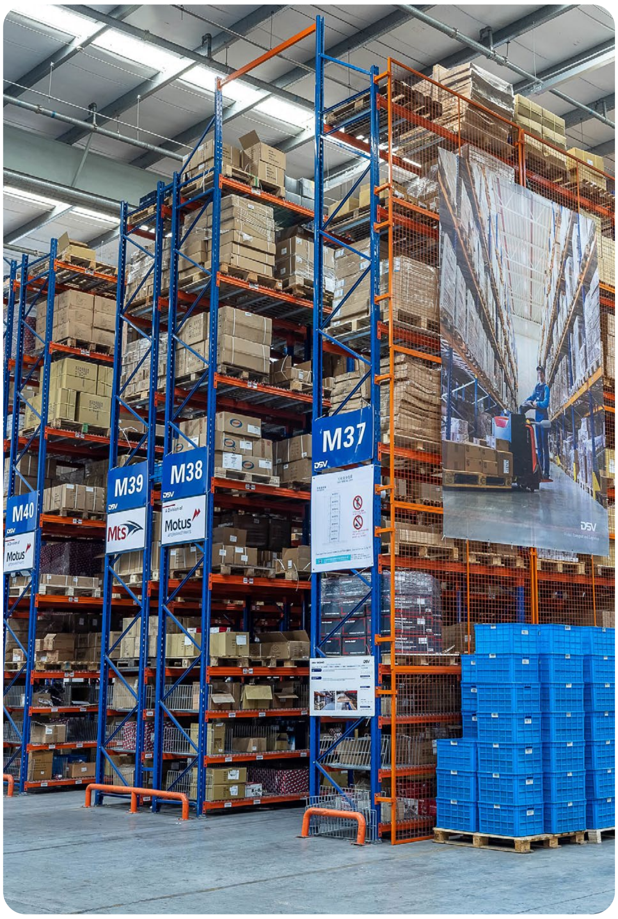
Responding to strategic themes

Enabling diversification and internationalisation

Our performance in the UK, Europe and Asia exceeded expectations in 2024, reaffirming the Group's diversification and internationalisation strategies. Our growing international focus is reflected in our new leadership structure that now includes a Global CEO overseeing all operations across geographies. In SA, difficult trading conditions depressed performance; however, we believe that this can be addressed by focusing on getting the basics right and leveraging our unique strengths as a business, including our footprint, size and sourcing expertise.

Our response

Expanding our procurement and wholesale capabilities together with access to the right suppliers, allows us to leverage our buying power to procure large volumes at competitive prices. Increasing our participation in the end-to-end supply chain also includes backward integration to reduce reliance on intermediaries.



Exceeding expectations in our International operations

Our wholesale (FAI) and retail (MPD) businesses are thriving in the UK and continental Europe, and we expect market conditions to remain favourable over the current financial period and beyond. We are well placed to benefit from integrating operations and building on our current share of the UK's GBP16 billion a year wholesale and GBP6 billion a year retail aftermarket parts market.

Our response

FAI PRO

During 2024, we launched FAI PRO, our own in-house brand targeting aftermarket workshops that prioritise quality. This brand has been extremely well received by MPD and customers alike, already exceeding sales expectations. We are in the process of introducing this brand to the South African market as an alternative to higher-priced OEM parts. In future, we will supply parts to non-competing businesses, particularly those outside of our areas of operation.

FAI and MPD integration

Upon acquisition, MPD did not source any products from FAI – this presented significant opportunities to increase FAI sales through MPD. We anticipate organic growth in the UK, and plan to explore distribution expansion opportunities in related markets. Our current focus areas include growing revenue, improving margins and optimising performance.

European distribution centre

We established a new distribution centre in Poland to enhance supply chain efficiency and improve how we serve our customers in European markets. Improved access to these markets has already led to revenue growth, a trend we expect to continue. Over the short to medium term, we plan to further expand our European base, acquire new accounts and explore additional market opportunities.

Centralising key functions

Our sales growth has enabled us to centralise sourcing and supply functions for SA, the UK and Europe. A single team co-ordinates the purchasing of parts for all three regions, increasing our purchasing power and improving our standing with suppliers. Our global supply chain is focused on leveraging the warehouse in Asia and addressing logistical challenges stemming from the ongoing Suez Canal crisis.

Responding to the market shift in South Africa

As is the case with the wider automotive industry, intensifying pressure on consumers' disposable income is leading to increased demand for entry level aftermarket parts and accessories, negatively impacting gross margins. Ongoing supply chain disruptions and volatile freight costs remain a challenge. Market conditions have resulted in the vehicle replacement cycle extending as customers keep their vehicles for longer. Owners of out-of-warranty vehicles are expected to increasingly choose the high-quality, lower-cost aftermarket parts we offer.

These evolving market conditions mean the South African aftermarket parts industry must streamline and update its product range and mix, optimise supply chain and inventory management, and develop a comprehensive and appealing offering that enables it to benefit from the growing informal service centre sector. Our footprint, global supply chain, brand recognition (e.g. Midas and Alert) and integration in the Group uniquely positions us to face these challenges to satisfying emerging customer needs.

Our response

Wholesale

- Enhancing operational efficiency and reducing the cost to serve our customers.
- Rationalising our brand range across all tiers, from premium to entry level, to simplify, streamline and optimise inventory management.
- Improving wholesale margins by focusing on our own brands (including FAI PRO) and reviewing our footprint.
- Implementing our new enterprise resource planning (ERP) system, contributing to improved efficiency and margins.
- Investing in demand planning and lifecycle management capabilities.
- Negotiating more favourable terms for outsourced warehouses and exiting unfavourable buying agreements where necessary.

Retail

- Expanding our footprint to gain access to new markets and customers, particularly informal workshop operators whom we currently do not reach effectively.
- Piloting innovative technologies that improve parts management for core customer groups.
- Leveraging our own brands to contribute to improved margins.
- Rationalising our product range to streamline operations, improve ROIC, and support expansion of our product offerings to new markets including informal workshops and price-sensitive DIY customers.
- Linking our SA operations to our global sourcing and supply chain management function, ensuring that South African customers benefit from our growing international purchasing power.

Digitisation and optimisation

Implementation of our integrated ERP system remained a key focus for the South African operations throughout 2024. The ERP system will support improved inventory management, creating greater visibility of product availability and improving lead times. The rollout of the integrated ERP system in SA is ongoing.

Additional focus areas include:
- Ensuring that our supply chain data is both accurate and current, enabling more precise, data-driven ordering and inventory management decisions.
- Revising our parts catalogues in SA – as a business with more than 270 000 individual part numbers globally, our catalogues are fundamental to our ability to timeously provide our customers with the correct parts. We plan to leverage these South African skill sets to implement this programme at our UK operations as well.

We stay updated on global mobility trends and OEMs' transition to NEV models, enabling us to quickly adapt our product offerings and ensuring our continued relevance. While the transition will impact the aftermarket parts market, these vehicles will still require regular maintenance, and replacement of parts that are subject to wear and tear, which may occur more frequently due to the increased weight of NEVs, as well as sensors and sensitive electronic components that may be vulnerable to failure. Hybrid engines, which have both ICE and electric motors, will require parts and maintenance for both. Transitioning to NEVs is therefore more likely to require changes to our product mixes, rather than our business model.

Social and environmental impact

Our people

Investing in our people is critical to maintaining a high-performance culture. We do this by ensuring our employees' safety and wellbeing, and by providing relevant and effective training, job support, and career development.

Our succession planning initiatives are regularly reviewed and updated to ensure that we have a steady supply of talent. In anticipation of Malcolm Perrie's retirement at the end of June 2024, we appointed a new global CEO (formerly the Chief Operating Officer for Aftermarket Parts), as well as a new SA CEO (formerly the SA Aftermarket Parts CFO).

While the UK faces a general shortage of labour, intensive consolidation of the aftermarket parts sector means that even scarce skills are frequently available to us.

Environmental impact

While we do prioritise reducing our environmental impact, our environmental initiatives are constrained as we do not own all our premises and, therefore, cannot heavily invest in solar power and water recycling at this point.

In SA, to mitigate the impact of load shedding, we have installed battery back-up systems to ensure continuous availability of electricity.

In our UK-based operations, many of our environmental activities are prescribed and regulated (e.g. water and waste disposal). While we previously piloted an electric delivery vehicle initiative to reduce emissions and vehicle fuel consumption, long charging times impacted operations and service delivery standards, reducing the feasibility of the pilot. We will continue to evaluate the suitability of these vehicles as infrastructure and range improve.

Environmental and social review: page 146.
Our ESG report online.

Aftermarket Parts (continued)

2024 financial performance

	HY1 2024 unaudited[1]	% change on HY1 2023 unaudited[1]	HY2 2024 pro forma[2]	% change on HY2 2023 pro forma[2]	2024 audited	2023 audited	% change on 2023 audited
Revenue (Rm)	**7 172**	33	**7 215**	3	**14 387**	12 406	16
Operating profit (Rm)	**605**	49	**635**	(0)	**1 240**	1 043	19
Operating margin (%)	**8,4**		**8,8**		**8,6**	8,4	

[1] *HY1 numbers are unaudited and were released in the interim published results for the six months ended 31 December 2023.*
[2] *HY2 numbers are unaudited and derived from deducting the HY1 results from the annual published results for the year ended 30 June 2024 and 30 June 2023.*

Revenue and operating profit increased by 16% and 19%, respectively. The SA operation's revenue and operating profit declined by 1% and 16%, respectively, with the International operation's revenue and operating profit increasing by 35% and 41%, respectively.

South Africa

The SA operations revenue and operating profit declined by 1% and 16%, respectively.

Reduced customer demand, poor inventory availability and delays at the ports negatively impacted lead times on imported products, negatively impacting sales. This was offset by increased contributions for both revenue and operating profit from our canopy business, mainly due to increased volumes off the back of fleet deals and a favourable mix of canopies sold.

Margins remained under pressure due to above inflationary increases in distribution and delivery costs, aggressive competitor pricing, and reduced disposable income for our targeted customer base that was negatively impacted by load shedding for most of the year.

United Kingdom

Revenue and operating profit increased by 48%, with MPD being included for the full year (acquired on 3 October 2022). The weakening of the Rand against the Pound contributed positively to Group results through an increased currency translation contribution.

The UK business continues to deliver ahead of expectations, contributing to revenue and operating profit growth.

Despite pressure on consumers due to higher inflation, revenue in the UK remains steady due to selling price increases and a buoyant market. Margins were affected by the inflationary impact on significant costs such as delivery costs, energy costs, and above inflation minimum wage increases resulting in higher employee costs.

Asia

The Asian business revenue declined by 9%, with operating profit growth. The business ended the year strongly despite reduced demand from SA and the rest of the world.

Looking ahead

Our results for the past financial year reaffirm our international expansion strategy. We expect further synergies to be realised through the integration and optimisation of our sourcing and supply chain operations as we unlock additional purchasing power and stakeholder value across our markets. Increased purchasing power and efficiency gains throughout our network will allow us to respond effectively to market changes and emerging customer needs. In the process, we will not only maximise returns on our capital investment, but will also contribute meaningfully to the Group's ability to maintain valuable relationships with customers throughout the vehicle ownership cycle.

Key focus areas for the short to medium term include increased profitability for the SA business, expanding FAI PRO into new markets, and growing our UK business. Our bolt-on acquisition growth strategy remains on-track and we will continue our selective acquisition of Midas stores in SA and explore any appropriate complimentary bolt-on opportunities in the UK and Europe.

ESG performance overview


Motus Truck & Van

Environmental and social review

Leading with purpose, Motus promotes physical and social mobility to strengthen stakeholder relationships and make a positive difference in the lives of customers and employees, and to society. The Group's decision-making is informed, considers the long term, holds Motus management and decision-makers to account, and ensures that the value created today is preserved for tomorrow, to benefit the current and future interests of all relevant stakeholders.

We aim to ensure that the Group's goals are achieved and strategies implemented in an environmentally conscious and responsible manner. We continuously strive to uphold the commitments made to all stakeholders.

Berenice Francis
Head: Risk, Sustainability and Human Capital

Michele Seroke
Chief People Officer (outgoing)

Our ESG themes and related UN SDGs

Environment

Environmental impact

Page 149.

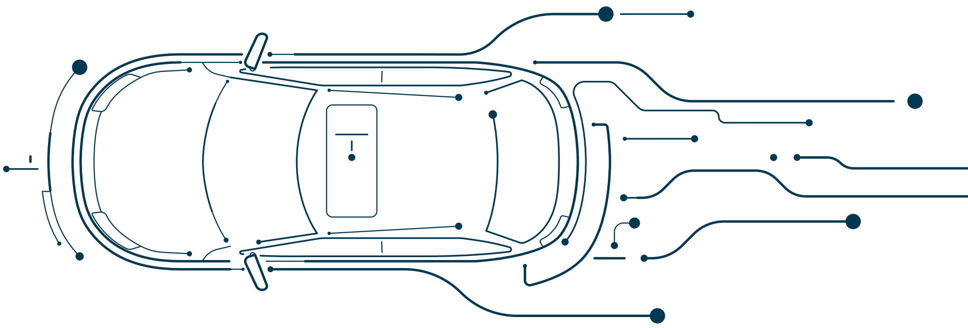
Material matter	Key metrics	
Transition to a lower carbon economy	• NEV sales (UK). • Purchased electricity*. • Vehicle fuel consumption*. • Carbon footprint.	✓ ✓
Reduce environmental impact	• Water consumption*. • Hazardous waste recycled. • Environmental incidents. • Environmental compliance.	✓ ✓ ✓

Social

Human capital impact

Page 153.

Material matter	Key metrics
Cultivate a diverse, equitable and inclusive workplace	• Overall female representation. • Female representation at top, senior, middle and junior management (SA)*. • Overall black representation (SA). • Black representation at top, senior, middle and junior management (SA)*. • Black representation among dealer principals (SA).
Build leadership capability and talent pipeline	• Future leaders developed (SA). • Women leaders developed (SA). • Managers developed (SA and UK). • Employee turnover (SA and UK).
Provide a compelling employee value proposition	• Training spend. • Training hours per employee (SA). • Employee wellness (SA). • Labour compliance.
Drive innovation to remain relevant and competitive	• New innovation projects started. • Innovation projects at year-end. • Innovation projects deployed into business. • Employee perception of innovation at Motus.



Environmental and social review (continued)

Social

Social impact

Page 158.

Material matter	Key metrics	
Protect the health and safety of people	• Average OHS audit score. • Road accidents. • Workplace accidents. • Fatalities. • OHS compliance.	✓
Contribute to improving economic and social inclusion	• Employment. • B-BBEE score (SA). • Preferential procurement spend (SA). • Enterprise and supplier development spend (SA). • Corporate social investment*.	✓ ✓ ✓ ✓

Governance

Governance impact

Page 165.

Material matter	Key metrics	
Ensure ethical, fair, and compliant business conduct	• Regulatory compliance score (SA). • Compliance*. • Valid concerns identified through the whistle-blowing hotline.	✓

Read about our approach to business conduct management in our ESG report online and on our website.

* *Linked to remuneration.*
✓ *Target is in place.*

Environmental impact

Highlights

- Established a relationship with BYD, the world's largest manufacturer of EVs, opening three dealerships in the UK.
- In SA, load shedding eased in the second half of the financial year, resulting in a 31% decrease in generator fuel consumption compared to 2023.
- Installed seven solar PV systems in SA, with all four of the Importer parts distribution centres now using renewable energy.
- Installed our second solar PV system in the UK.
- Made steady progress on our CDP reporting.
- Started introducing environmental KPIs and incentives for business segments and regions to drive improved data capturing and reduced consumption.
- Rebased our water consumption target to support more accurate and realistic reporting.
- Reviewed the waste management strategies of each business segment in SA.
- Rolled out awareness campaigns on waste and the responsible use of resources.

Lowlights and challenges

- Inability of plug-in EVs to retain their residual values, making them less attractive for consumers.
- Financial constraints due to SA's tough economic environment and limited availability of solar system equipment slowed the pace of our solar PV system implementations.
- Lack of legislation and infrastructure in SA to feed excess renewable power into the grid and offset the cost of solar PV systems.
- Capital expenditure in a low growth environment to implement environmental improvement projects.
- Managing targets in a business where site footprint and use of buildings changes.
- Poor municipal and national infrastructure in SA causing water supply interruptions.
- Erratic, estimated and inaccurate municipal utility readings in SA, making it difficult to understand the true impact of our resource-efficiency projects.
- The correct segregation of waste at source.

Objectives

1. Once our energy-efficiency and renewable energy projects mature, we will start to ready the Group for a net zero carbon emissions plan with targets for the South African operation. Our regional operations will align to local national targets and OEM product guidelines.

   Specific initiatives include:
   - Introducing more traditional hybrid models into our product range for SA.
   - Improving our electricity and fuel efficiency.
   - Setting new targets for purchased electricity and vehicle fuel.
   - Validating GHG emissions targets by the Science Based Targets initiative (SBTi) (changed to a medium-term objective).

2. We will continue to drive optimal resource efficiency, and improve our understanding and measurement of the impact of our environmental improvement projects.

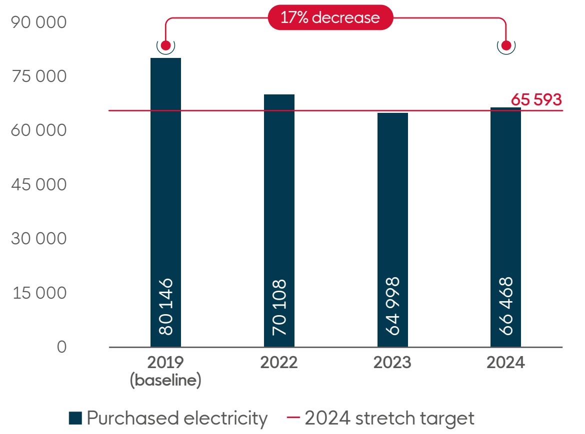
   Specific initiatives include:
   - Improving our water efficiency.
   - Setting a new target for water consumption in 2025 and initial targets for waste management in 2026.
   - Mitigating for ageing water infrastructure in SA.
   - Continuing to drive digital, paperless solutions.
   - Achieving complete and accurate waste reporting.

Read about our approach to environmental impact management and TCFD in our ESG report online and on our website.

Environmental and social review (continued)

2024 KPIs and performance overview

Purchased electricity (MWh)*#

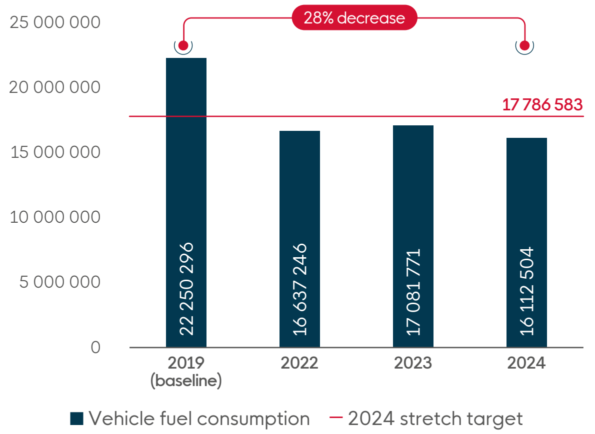


Excluding MPD, our electricity usage for the year increased by 2% compared to 2023, due to lower levels of load shedding as well as an increased site footprint for SA Aftermarket Parts and SA Vehicle Rental. The South African operation accounted for 79% of consumption for 2024.

Our stretch target for 2024 was an 11% decrease in electricity consumption from base year 2019. When adjusting our current site footprint to reflect the site footprint of 2019, our electricity usage equates to 47 717 MWh. This exceeds our three-year target, being well under 65 593 MWh, equating to a 40% decrease in electricity consumption when compared to 2019.

MPD's purchased electricity amounted to 2 643 MWh for the year, resulting in a total of 69 111 MWh of electricity purchased across the Group in 2024.

Vehicle fuel consumption (litres)*#



Vehicle fuel consumption was 6% lower across the Group compared to 2023 (excluding MPD), with SA accounting for 87% of the Group's consumption. In SA, vehicle fuel consumption decreased 6% compared to last year due to smaller fleets. When compared to base year 2019, vehicle fuel consumption has decreased 28%, exceeding our stretch target to contain our use of vehicle fuel to a 6% increase over three years to 2024.

MPD consumed 2 484 457 litres of vehicle fuel during 2024, resulting in a total consumption of 18 596 961 litres of vehicle fuel for the Group.

UK: NEV sales#

6 289

NEVS sold, accounting for 21,1% of new vehicles sold.

(2023: 3 891, 15,2%)

In 2024, we added BYD, a manufacturer of affordable plug-in EVs that places high importance on safety and efficiency, to the Pentagon Motor Group's product portfolio in three franchises. BYD has ambitious plans for the UK market, with 27 retailers operational at the end of the 2023 calendar year, and plans to up this to 100 retailers by the end of 2024. Our passenger vehicle business, where plug-in EV sales are more prominent, is a smaller component of the UK operation.

* *Linked to remuneration.*
\# *Key performance indicator.*

Note 1: our environmental targets to 2024 for electricity and vehicle fuel are based on four years of normalised trading activity prior to COVID.

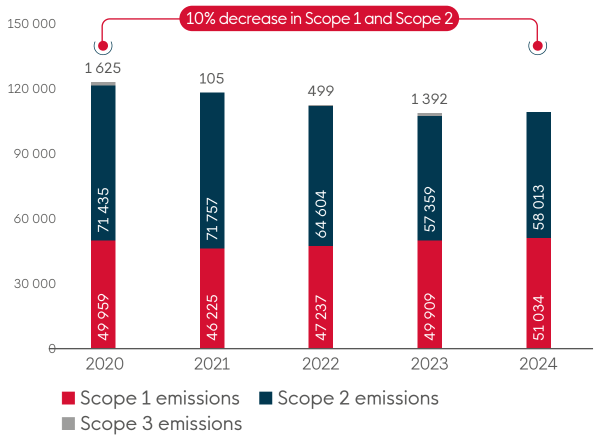
Note 2: our stretch targets and the targets of the sustainability-linked financing facility are the same.

Note 3: MPD, acquired in 2023, is reported separately to maintain the integrity of our year-on-year reporting against our sustainability-linked financing facility and stretch targets.

Note 4: The new sustainability management system implemented this year records our air travel, reducing reliance on third-party information. Based on auditor feedback and a review of data reported by divisions, the decision was taken not to report Scope 3 emissions (air travel) for 2024 and until such time as the system is fully implemented across the Group.

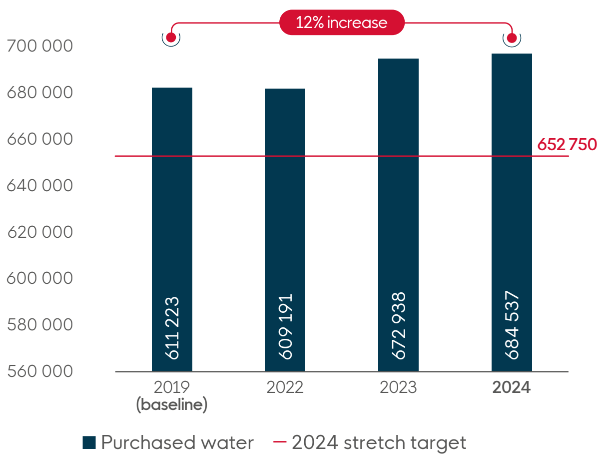
2024 KPIs and performance overview (continued)

Carbon footprint (tCO_2e)#



The inclusion of MPD, which has around 200 sites and 1 000 delivery vehicles, together with the increase in electricity purchased, has resulted in the Group's Scope 1 and Scope 2 carbon emissions increasing 2%. Our Scope 1 performance was once again negatively impacted in the first half of the year due to load shedding in SA and the need to use our generators to maintain business continuity. Load shedding eased in the second half of the year, resulting in the carbon emissions associated with generator fuel consumption being 1 662 tCO_2e for 2024 compared to 2 999 tCO_2e in 2023. Our solar PV systems continued to support a lower Scope 2 emissions profile, with load shedding also playing a role. Overall, we have reduced Scope 1 and Scope 2 emissions by 10% between 2019 and 2024. While still in the early stages, some engagement has begun on SBTi analysis and improving our Scope 3 reporting.

Purchased water (kl)*#



Across the Group but excluding MPD, water consumption increased by 2% compared to 2023, with SA accounting for 85% of Group consumption. During the year, our site footprint in SA increased, particularly for Aftermarket Parts and Vehicle Rental. Our previously reported stretch target was to reduce water consumption by 9% over three years to 522 199 kilolitres. This target was based on our water consumption in 2019, where some operations in SA had estimated their water consumption due to lack of accurate water metering by municipalities. The improved data collected by our own installed water meters and a reconciliation of our footprint[1] has allowed us to correct these estimations, resulting in a revised internal stretch target for water consumption of 652 750 kilolitres. When adjusting the Group's water consumption for 2024 to reflect the same site footprint as the baseline year, our water consumption equates to 528 765 kilolitres, missing our stretch target of 652 750 kilolitres but exceeding the neutral target of 548 309 kilolitres.

MPD's water consumption amounted to 14 195 kilolitres for the year, bringing the Group's total water consumption to 698 732 kilolitres.

SA: Water consumed from alternative sources

48 942 kl

from boreholes and rainwater harvesting tanks – the significant increase for 2024 is due to one new site located in Sandton, Gauteng

(2023: 3 293)

SA: Water recycled

11 860 kl

(2023: 12 719)

[1] *Adjusted for acquisitions and changes in use or moving of physical premises.*

2024 KPIs and performance overview (continued)

Recycled waste

Paper
694 500 kg[1]
(2023: 939 411)

Tyres
56 100 tonnes
(2023: 54 162)

Cardboard waste
5,4 million kg
(Reported for the first time)

Metal waste
3,3 million kg
(Reported for the first time)

Plastic waste
583 770 kg
(Reported for the first time)

Hazardous waste recycled#

Batteries
192 721 kg either recycled or returned to suppliers
(2023: 221 790)

Used oil
2,8 million litres
(2023: 3,0 million)

Environmental incidents#
0
(target: 0; 2023: 0)

Compliance with environmental laws and/or voluntary codes#
0
incidents of non-compliance
(target: 0; 2023: 0)

Read more about our transition to a lower carbon economy in our ESG report online.
Read more about how we are reducing environmental impact in our ESG report online.

 # Key performance indicator.
[1] Decrease is due to less paper being used overall due to automation.
Note 1: MPD, acquired in 2023, is reported separately to maintain the integrity of our year-on-year reporting against our sustainability-linked financing facility and stretch targets.
Note 2: our environmental target to 2024 for water is based on four years of normalised trading activity prior to COVID.

Human capital impact

Highlights

- Renewed our people strategy for the next two years.
- Started developing a framework to equip employees to achieve two of our strategic priorities (i.e. drive innovation and improve technology solutions).
- Conducted in-depth discussions with business segments in SA on the value of DEI.
- Adjusted our leadership development programmes to match our desired leadership DNA.
- Appointed a new Group CEO (an internal candidate).
- Promoted 1 059 employees across the Group.
- Matured succession planning for executive roles.
- Cascaded the new talent management framework for SA to all business segments and divisions.
- Motus' participation in the YES4Youth Programme has cumulatively created over 2 000 opportunities for unemployed youth in SA since 2021.
- Of the learners who successfully completed their YES learnership, 44% were offered permanent positions in Motus.
- Hosted the One Motus Graduation to celebrate the graduates of our development programmes.
- An increasing number of employees are using Motus Cares (employee wellness programme).
- Extended Motus Cares to every employee in SA.
- An increased number of Motus women were recognised in the SA Motoring Awards.
- Hyundai won Women and Youth Empowering Importer of the Year at the Accelerator Awards[1].

Lowlights and challenges

- Attracting women and people living with disabilities and advancing their careers.
- The low representation of women in leadership roles in the automotive industry.
- Meeting the proposed employment equity sector targets in a low growth economy that constrains hiring opportunities.
- The impact of fast paced digitisation and transformative technology innovations on job roles.
- Creating a deep reservoir of successors at all employment levels in an environment of fierce competition for top talent.
- Skills scarcity constraining the growth of the vehicle modification business in the UK.
- High turnover, particularly in sales roles.
- The adverse impact of the depressed SA economy on sales commissions.
- Continuing post pandemic trauma and fatigue.

Objectives

1. Embedding our DEI strategy across all Group operations.

   Specific initiatives include :
   - Improving the representation of women Group-wide.
   - Helping leaders to drive DEI.
   - Strengthening diversity sensitivity among employees.
   - Meeting the targets of our two-year employment equity plan for the South African operation.

2. Ensuring that critical roles are filled with talented individuals with the appropriate skills for delivering high tangible value and business growth.

   Specific initiatives include:
   - Enhancing the talent acquisition strategy, including identifying KPIs to measure performance.
   - Increasing visibility of key talent.
   - Fostering internal workforce mobility (developing guidelines and policy).
   - Developing a sourcing strategy.
   - Becoming more proactive in our workforce planning.

3. Providing an EVP that supports our ambition to be an employer of choice in the automotive industry and ensuring that our employee engagement is effective at providing insight on employees' concerns and expectations so that we can bring about change.

   Specific initiatives include:
   - Continuing to develop customised training solutions that build current and future critical skills.
   - Conducting an employee survey in SA to identify where we can improve inclusion and employee engagement.
   - Investing in employee relations and wellness initiatives to holistically support the workforce.

Read about our approach to human capital management in our ESG report online and on our website.

[1] *Hosted by naamsa | The Automotive Business Council.*

2024 KPIs and performance overview

Overall female representation[#]

32%
against a long-term target of 40%
(2023: 31%)

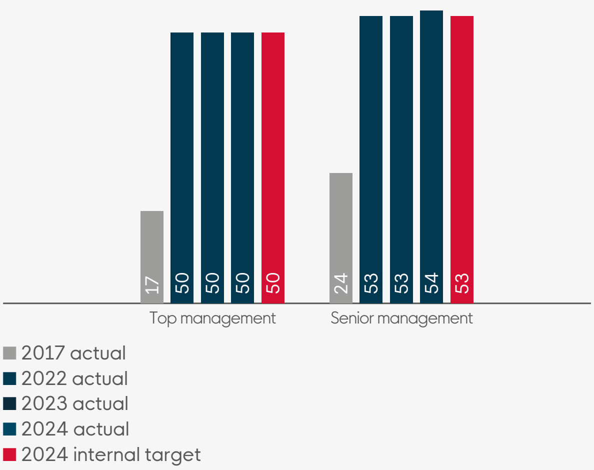
Female representation at top, senior, middle and junior management (SA)[*#]
28%
(2023: 27%)

The Group's overall female representation has remained stable, with growth in female representation being achieved in SA and Australia. Female representation increased by 2% to 37%[1] in SA and by 1% in Australia to 21%. Asia continues to have the highest representation of women, maintained at 65%. Female representation in the UK was maintained at 22%, and dropped by 1% in the Rest of Africa to 23%.

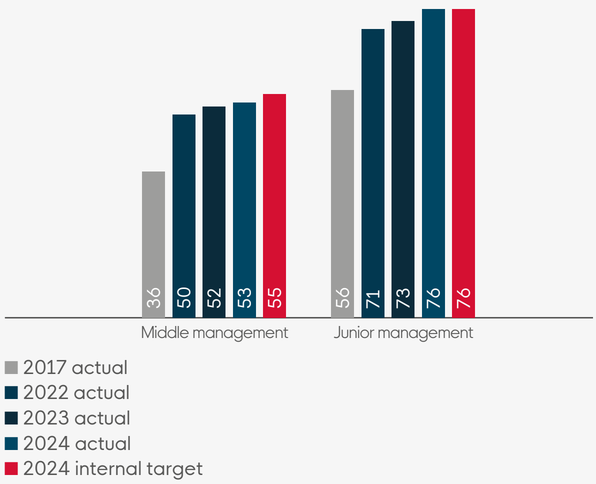
We also achieved 28% female representation at top, senior, middle and junior management in SA (target: 34%; 2023: 27%) – this is a target of the South African sustainability-linked financing facility.

SA: Black representation

Black representation at top and senior management (%)[*#]



Black representation at middle and junior management (%)[*#]



Overall black representation[*#]
79%
(2023: 76%)

Black representation among dealer principles[#]
58%
(2023: 46%)

Of the 3 607 people hired in 2024, 85% are black (2023: 82%), and of the 569 employees promoted in 2024, 87% are black (2023: 77%). 77% of exits were black employees (2023: 76%).

2024 KPIs and performance overview (continued)

Leadership and management

SA: Future Leaders Programme#	SA: Managers developed#	SA: Employee turnover#
25	351	27%
(2023: paused[2])	(2023: 292)	(2023: 23%)

SA: Women Leaders Programme#	UK: Management Development Programme#	UK: Employee turnover#
26	15	19%
(2023: paused[2])	(2023: 16)	(2023: 17%)

Retrenchments for the year were at 2%. SA's prolonged economic downturn has led to growth stalling in the vehicle retail divisions, requiring the Group to optimise our operations, leading to further retrenchments in first half of 2025. All retrenchments meet legal and collective bargaining requirements.

* *Linked to remuneration.*
\# *Key performance indicator.*
[1] *Including female foreign nationals.*
[2] *There were no enrolments on these programmes in FY23 as programmes were paused to define the leadership DNA. The previously reported numbers were for CY23 and have been updated to reflect the financial year.*

2024 KPIs and performance overview (continued)

Training spend

Group#

R349,8 million

SA

R221,2 million

UK

R118,5 million

Australia

R10,1 million

SA: Number of employees trained

5 950

(43%) of the SA workforce

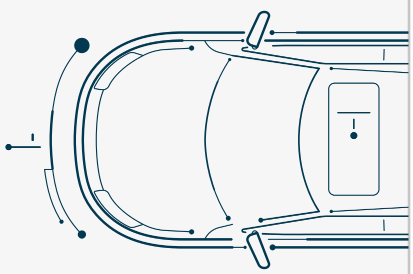
(2023: 8 008)

SA: Hours of training#

73

hours per employee

(2023: 72)

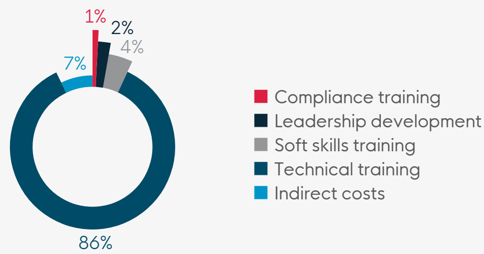


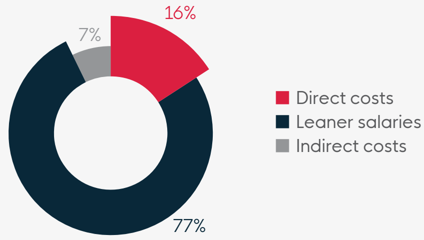
SA: Training spend (diversity)

84%

(R186 million) was invested in the development of black people, 25% (R56 million) was spent on developing black women, and 29% (R65 million) was spent on developing women.

SA: Training spend breakdown (%)





Our training spend for the year equated to 4% of payroll costs – exceeding the Skills Development Act's requirement that training spend equal 1% of payroll (2023: 3,0%). Of our total training spend, the highest allocation went to developing junior managers at 39%, followed by semi-skilled workers at 38% as part of our commitment to uplift employees. At the semi-skilled level, 43% of employees received training (2023: 57%).

2024 KPIs and performance overview (continued)

Training spend (continued)

In the UK, our learning management system (also accessible on mobile phones) provides online bespoke programmes across a number of subjects such as health and safety, people management, DEI, data protection, sales and leadership. The broad range of apprenticeship opportunities across all businesses in the UK helps to develop future talent.

Most of our training in Australia is delivered online, and comprises workplace health and safety training, and more recently, training on the responsible use of IT and the servicing and repair of NEVs.

SA: Employee wellness#

1 023

cases registered on Motus Cares

(2023: 426)

Compliance with labour-related legislation and/or voluntary codes#

0

incidents of non-compliance

(target: 0; 2023: 0)

 # Key performance indicator.

Read more about cultivating a diverse workforce in our ESG report online.
Read more about building leadership capability in our ESG report online.
Read more about providing a compelling employee value proposition in our ESG report online.

Social impact

Protecting the health and safety of people

Highlights

- The new sustainability management system is delivering enhanced health and safety processes and information.
- Launched FAI PRO in the UK, our in-house, high-quality parts and accessory private label brand.
- Renault launched its road safety initiative – Human First Programme.
- Piloted an initiative to repair potholes in SA.

Lowlights and challenges

- Reported three third-party road fatalities.
- Consistent application of safety measures across regions with differing OHS regulations.
- Monitoring the compliance of third-party on-site contractors to our OHS standards.
- Managing customer expectations and concerns when an Importer OEM brand recalls a vehicle.

Objectives

Ensure optimal management of OHS, and that our products and services do not pose a risk to the health and safety of people and communities.

Specific initiatives include:

- Continuing to embed improved health and safety reporting practices in SA and Australia using the new Group sustainability management system.
- Working with business segments and regions to align OHS practices, incorporating applicable insurance and claims management processes, where required.
- Leveraging insights from our insurance data to inform our road safety programmes.

Read about our approach to social impact management in our ESG report online and on our website.

2024 KPIs and performance overview

Number of sites audited for OHS compliance	OHS audit coverage	Average OHS audit score#
586	91%	95%
(2023: 581)	(2023: 93%)	(2023: 94%)

Road accidents#	Workplace accidents#	Fatalities#
17	294	5
(2023: 43)	(2023: 301)	(2023: 4)

Three road fatalities were reported for 2024 (two in Botswana and one in SA) resulting from two separate road accidents. All were third-party fatalities, two being passengers and one a pedestrian. All incidents were beyond the control of our drivers. Two fatalities from natural causes occurred in the workplace, one being an employee and the other a service provider. Counselling and support were provided to on-site employees.

Accidents per million kilometres decreased from 0,224 in 2023 to 0,069. Of the 17 road accidents, 16 occurred in SA (2023: 34) and one in the UK (2023: 9). Road incidents decreased 0,6% to 780 (2023: 785).

The UK reports a higher number of workplace injuries as a result of more stringent regulatory reporting requirements. The majority of injuries reported were slips, trips and falls at 39% (2023: 29%) and operator error at 14% (2023: 14%). Of the accidents in the UK, eight (2023: 11) were reportable with most root causes being employee error. Training on standard operating procedures is ongoing, with emphasis in 2024 being on the safe handling of batteries when servicing NEVs.

Compliance with OHS legislation#

0

material incidents of non-compliance

(target: 0; 2023: 0)

 # Key performance indicator.

Note 1: an incident is an unsafe occurrence where damage to property is incurred but there were no fatal or occupational injuries. An accident is when a fatality or an occupational injury to either employees or third parties has occurred.

Note 2: OHS metrics cover employees and third parties.

Environmental and social review (continued)

2024 KPIs and performance overview (continued)

Road Safety – Powered by Motus

The Safe Scholars Programme is run in partnership with leading road safety advocates, and the departments of Basic Education and Transport. This flagship CSI programme drives road safety education and awareness among school children and their teachers, parents and holidaymakers in SA.

Our investment

R1,7 million

invested during the year

(2023: R1,3 million)

Impact

~2,4 million

learners reached in over 2 900 schools since 2011

(2023: ~2,25 million learners; ~2 600 schools)

Highway Patrol Programme

12

patrol vehicles sponsored during the December and Easter periods (six in each period)

(2023: 12)

Patch Mzanzi

Developed through the mˣ platform and our innovation programmes, Patch Mzansi aims to repair potholes in partnership with SMMEs, creating micro-jobs for unemployed and unskilled people. The initiative provides community members with meaningful work that improves road condition and boosts road safety, particularly around schools. The programme was launched in partnership with Standard Bank and Active Education in 2023.

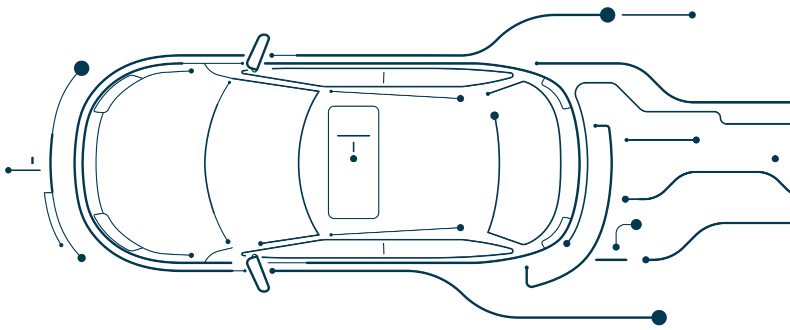
Our impact

The initiative spent **4 240 hours**...

...drove **31 399 kilometres**...

...and used **165,3 tonnes** of asphalt...

...to fill **4 755 potholes** in Ekurhuleni (Gauteng)



Read more about protecting the health and safety of people in our ESG report online.

Social impact (continued)

Contribute to improving economic and social inclusion

Highlights

- Maintained our Level 3 B-BBEE rating for the 2024 scorecard.
- Motus won the Most Improved B-BBEE Compliant Importer of the Year award at the annual naamsa Accelerator Awards.
- Maintained support for our flagship CSI projects despite a financially constrained operating environment.
- Partnered with Danone to deliver a resource centre made from recycled plastic yoghurt tubs.
- Progressed the collaborative initiative to combat gender-based violence (GBV).

Lowlights and challenges

- Balancing supply chain localisation against franchise and OEM agreements.
- Providing the right support to help small suppliers remain sustainable and meet our product specifications and accreditation requirements
- The increasing need for immediate social assistance against investing to establish sustainable and far-reaching positive social impact.
- Balancing our need for scarce skills with the need to provide employment opportunities for skilled and semi-skilled workers.

Objectives

Continue to find opportunities to support socio-economic development and uplift marginalised communities and those in need.

Specific initiatives include:

- Investigating options to maintain our B-BBEE ownership level post-2025.
- Expanding the reach of our CSI programmes through partnerships to achieve maximum impact.
- Reviewing our social programmes to assess the effectiveness of our CSI against project impact.

Read about our approach to social impact management in our ESG report online and on our website.

2024 KPIs and performance overview

Employment#

20 156 employees,

with 68% in SA

(2023: 19 817, 70%)

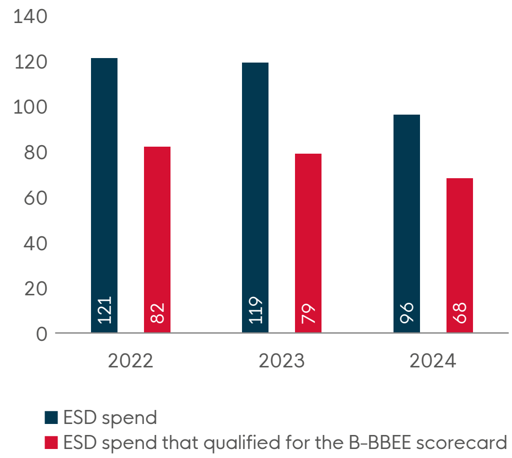
SA: B-BBEE score#

88,33 points

and a **Level 3** rating

(2023: 85,19; Level 3)

SA: ESD spend (Rm)#



Enterprise development spend totalled R34,1 million (2023: R38,6 million) and supplier development spend totalled R61,4 million (2023: R80,8 million).

Unjani Clinics

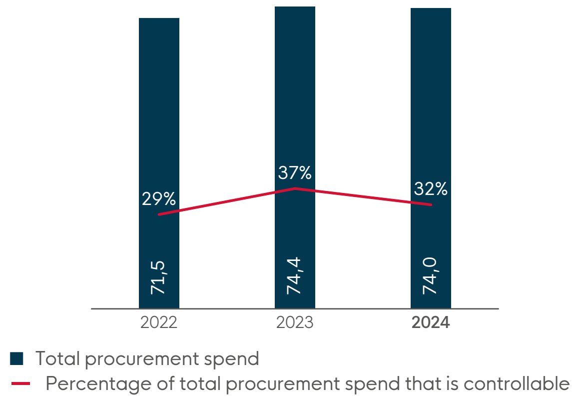
R7 million

in interest-free funding made available to the Unjani Clinics network in two tranches up to 2027

(2023: R7 million)

R2,3 million was accessed in 2024 and is payable over periods between nine and 46 months (2023: R2,0 million). 35 clinics received interest-free loans in 2024 (2023: 22). The average value of the individual loans is R190 000.

SA: Preferential procurement spend (Rbn and %)



For 2024, R24 billion (32%) of our total procurement spend was categorised as controllable[1] spend.

After the exclusion of imports from OEMs and intragroup spend, R45 billion of the R74,0 billion total procurement spend for the year, qualified for B-BBEE verification. Of this amount, R33 billion or 73% (2023: 76%) was with preferential suppliers, exceeding the target of 70%.

Over 51% black-owned suppliers#

R6,7 billion

against a target of R5,5 billion

(2023: R4,6 billion)

30% black women-owned suppliers

R4,7 billion

against a target of R3,5 billion

(2023: R3,0 billion)

EME and QSE suppliers

R3,1 billion

against a target of R2,8 billion

(2023: R2,5 billion)

 # Key performance indicator.

[1] Outside of our franchise and OEM procurement.

2024 KPIs and performance overview (continued)

CSI

Corporate social investment spend*#

R24,7 million

(2023: R26,5 million)

Unjani Clinics networks

R0,5 million

invested during the year

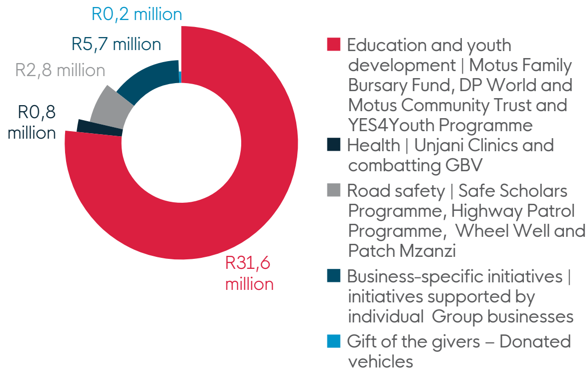
(2023: R2,2 million)

1,1 million

patients served in 215 clinics, mobile clinics and health pods across SA

(2023: 1,0 million)

Spend on community-based initiatives



Note: the above spend exceeds our CSI total for 2024 as some of the spend is not claimed as a CSI donation.

Motus Technical Academy

1 360

apprentices trained, 46% for the broader automotive industry and the balance being Motus apprentices. The Academy supports 12 technical trainer jobs

(2023: 1 167 apprentices, 10 trainers)

Motus Family Bursary Fund

41

beneficiaries supported in the 2024 calendar year – 61% women and 85% black students. Students receive a maximum of R45 000

(2023: 30 beneficiaries)

DP World and Motus Community Trust[1]

Over 94 000

learners with access to 81 resource centres. The Trust supports 110 full-time jobs, primarily unemployed people from local communities

(2023: ~79 300 learners; 71 resource centres)

* *Linked to remuneration.*
\# *Key performance indicator.*
[1] *Formerly the Imperial and Motus Community Trust.*

Read more about how we are contributing to improving economic and social inclusion in our ESG report online.

Environmental and social review (continued)

Key indicator summary

Assurance has been provided on selected KPIs described below.

Safety	Unit of measurement	Boundary	2024
Road accidents (includes any fatalities)	Number	Group	17
Road accidents per million kilometres	Ratio	Group	0,069

Environmental	Unit of measurement	Boundary	2024
Road fuel usage (includes petrol and diesel)	Kilolitres	Group	18 597
Electricity purchased	MWh	Group	69 111
Water purchased from municipalities	Kl	Group	698 732
Scope 1 emissions	tCO_2e	Group	51 034
Scope 2 emissions	tCO_2e	Group	58 013

Social	Unit of measurement	Boundary	2024
Total Group CSI spend	Rm	Group	24,7

See the independent limited assurance report: page 196.

Governance review

At the highest level, the board (assisted by its sub-committees) sets the tone for ethical leadership, sustainability, stakeholder inclusivity and high standards of governance. It is ultimately responsible for ensuring that these governance elements are integrated in the Group's strategy, risk management, assessment of opportunities and operations, in turn, securing our reputation as a responsible corporate citizen. Accountability, fairness and integrity are our guiding principles, supported by transparent reporting to shareholders and stakeholders.

Ntando Simelane
Company Secretary and Head of Legal Counsel

Governance approach

The Group's overarching approach to governance is based on:

- Providing clear, concise, accurate and timely information about the Group's operations and results.
- Transparent reporting to shareholders and other stakeholders on a financially integrated basis.
- Robust business and financial risk management that is embedded across the Group.
- Complying with the Companies Act 71 of 2008, JSE Listings Requirements and the company's MOI, among others.
- Ensuring that no director or executive management team member contravenes the JSE Listings Requirements and/or the law by dealing directly or indirectly in Motus shares during prohibited periods.
- Recognising Motus' social responsibility and remaining responsive to a dynamic regulatory environment.

The board strives to achieve the following corporate governance outcomes identified by King IV:

- Ethical culture
- Good performance
- Effective control
- Legitimacy

The **board's governance practices** are founded on the Companies Act, MOI, the JSE Listings Requirements, the principles and practices of King IV, and the Group's internal policies.

Key environmental and social charters and principles: UN Global Compact; OECD recommendations regarding anti-corruption; ILO Protocol on decent work and working conditions; and in SA, the dtic Codes and other legislation relating to transformation.

For a detailed account of our governance practices and their alignment with King IV, read the shareholder report online.

Governance review (continued)

Key governance practices

All non-executive directors, except one, are independent

The board charter clearly defines the role of the lead independent director, the policy on the balance of power, and the delegation of authority

The Chairman provides overall leadership to the board without limiting the principle of collective responsibility for board decisions

We follow board-approved policies for succession planning, the nomination and appointment of directors, and training

Our Code of Ethics sets the standard of ethical conduct expected from employees and directors

Conflicts of interest must be declared prior to every meeting – the directors' register of interests is shared with directors on a quarterly basis for update

A policy governing share trading is in place

The board is responsible for ensuring that we remain a responsible corporate citizen in all our business dealings and in our interactions with key stakeholder groups. We encourage proactive engagement with key stakeholders

We ensure that our governance processes are effective, enabling, and support the Group's ability to deliver value to stakeholders

Key board responsibilities include approving strategic direction, business plans and annual budgets, major acquisitions and disposals, changes to the board, and other matters that have a material effect on the Group or are required by legislation

Our integrated risk management framework aims to ensure a consistent (value-based) and responsible manner of responding to the uncertainty faced in our operating context

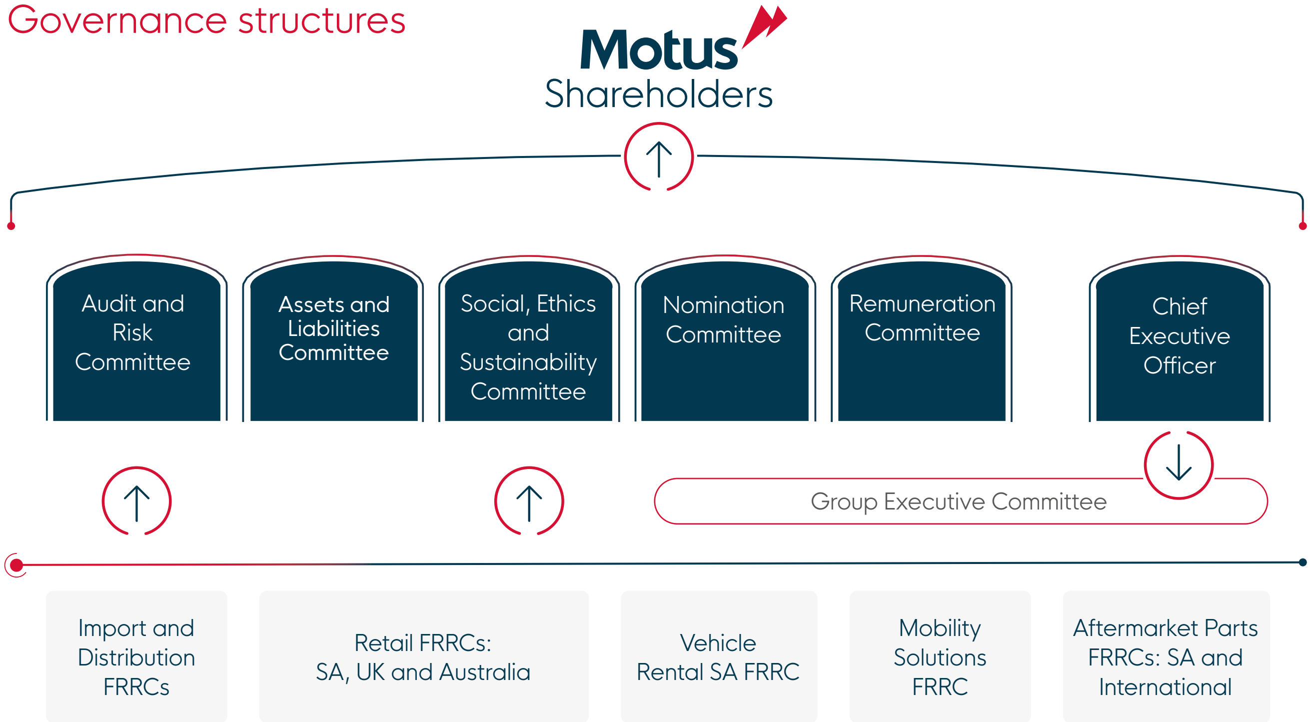
We are committed to compliance with all the applicable laws and regulations in the geographies in which we operate, as well as adopted non-binding codes and standards

RemCo advises and guides the board on director and senior management remuneration and sets and implements the remuneration policy to ensure fair and responsible remuneration

The board oversees IT governance via the ARC

An extensive independent board evaluation took place in September 2024, the outcome of which will be reported on in the next year

Governance structures



The Group has a formally constituted board who is accountable to the company's shareholders. The sub-committees and CEO are accountable to the board. The Group's business is structured into business segments with their own management structures, the CEOs of which are members of the Group Executive Committee.

Key subsidiaries and related parties of the Group are available in the annual financial statements online.

Board of directors[1]

The board held four board meetings, three special board meetings and one annual board strategy and budget meeting in the year ended 30 June 2024.

Johnson (JJ) Njeke

65

100%

Chairman and independent non-executive director

Appointed: 22 November 2018
Appointed as Chairman: 22 August 2023

Committees:

NOM REM

Ashley (Oshy) Tugendhaft

76

100%

Deputy chairman and non-executive director

Appointed: 1 August 2018

Committees:

NOM REM SES

Saleh Mayet

68

100%

Independent non-executive director

Appointed: 22 November 2018

Committees:

ALCO ARC

Jan Potgieter

55

100%

Independent non-executive director

Appointed: 22 August 2023

Committees:

ALCO ARC

Fundiswa (Fundi) Roji

48

100%

Independent non-executive director

Appointed: 1 September 2021

Committees:

ARC SES

Lesego Sennelo

47

100%

Independent non-executive director

Appointed: 3 June 2024

Committees:

ARC SES

René van Wyk

68

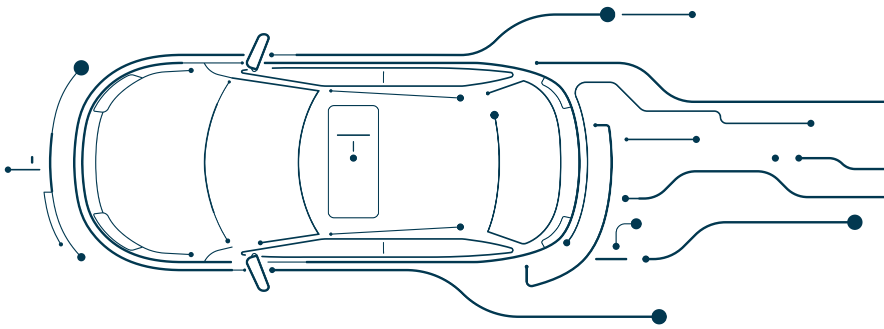
100%

Independent non-executive director

Appointed: 29 August 2023

Committees:

ALCO NOM REM



[1] *Ms. MG Mokoka joined the board on 29 August 2023 and retired by rotation at the AGM on 8 November 2023.*

Osman Arbee

65

100%

Executive director: CEO

Appointed: 12 October 2017

Ockert Janse van Rensburg

51

100%

Executive director: CFO

Appointed: 12 October 2017

Kerry Cassel

51

88%

Executive director: CEO – Mobility Solutions & Head: Innovation and Technology

Appointed: 1 July 2019

Key

- ALCO Assets and Liabilities Committee
- ARC Audit and Risk Committee
- NOM Nomination Committee
- REM Remuneration Committee
- SES Social, Ethics and Sustainability Committee
- C Chairman
- Board meeting attendance

Governance review (continued)

Board sub-committees

Board sub-committees assist the board in discharging its responsibilities. The committees are generally constituted with powers of recommendation, unless specified in a board resolution, board charter or legislation. Each sub-committee has terms of reference, also based on King IV, from which the committee's annual plan is drawn. These are standing items on committee agendas to ensure that each committee adheres to its terms of reference.

Committee	Key activities and focus areas	Number of meetings	Meeting attendance
Social, Ethics and Sustainability Committee	• Good corporate citizenship and ethical culture. • B-BBEE performance and DEI. • Fair labour practices and human rights. • Employee learning and development. • Health and safety. • Community-based socio-economic development. • Environmental impacts. • Consumer relationships. • Business sustainability (e.g. innovation, strategy, brand, and reputation management). • Alignment with key frameworks, acts, and principles[1]. • Legislative compliance and regulatory change. • Integrity of the ESG report.	4	100%
Audit and Risk Committee	• Co-ordinates the identification, evaluation and reporting of risks, and the internal and external audit processes for the Group. • Considers the significant risks, the adequacy and functioning of the Group's internal controls, and the integrity of its financial, technology and integrated reporting. • Considers the Group's solvency, liquidity and working capital. • Risk management strategies, policies (including financial and technology risk), and implementation monitoring. • Internal and external audit plans. • Conflicts of interest, misconduct or fraud. • Annual finance team evaluations. • Risk tolerance levels and appetite recommendations and management.	4	100%
Assets and Liabilities Committee	• Implements best practice asset and liability risk management policies. • Manages the liquidity, debt levels, interest rate and foreign exchange rate risk of the Group within an acceptable risk profile. • Manages financial assistance to related entities in accordance with sections 44 and 45 of the Companies Act. • Financial risk management. • Evaluates potential investments and acquisitions. • Oversees capital expenditure.	4[2]	100%
Nomination Committee	• Assists the board with the nomination, election and appointment of directors in accordance with board policies and the succession strategy. • Board composition and diversity (race, gender and skill sets). • Executive succession planning. • Board induction, professional development and evaluation. • Senior executive induction.	7	100%
Remuneration Committee	• Advises and guides the board on director and senior management remuneration. • Sets and implements the remuneration policy. • Approves the general composition of remuneration packages. • Approves criteria for executive bonus and incentive rewards and administration of share-based incentive schemes. • Ensures that the company has sufficient treasury shares to meet its share scheme obligations.	5	100%

Number of meetings   Meeting attendance

[1] *The ten UN Global Compact principles, the Organisation for Economic Cooperation and Development recommendations regarding corruption, the Employment Equity Act, the Companies Act, and the B-BBEE Act.*
[2] *The ALCO meeting held in August 2023 did not meet quorum requirements.*

Board calendar

There were four board meetings held in 2024

July to September 2023	Quarterly board meeting with a strong focus on financial year-end matters, remuneration, and reviewing and approving the 2023 reporting suite.
October to November 2023	Quarterly board meeting relating to financial assistance and facilities, and consideration of the proposed amendments in terms of the Companies Amendment Bills (2023) and first and second Amendment Bill. 2023 AGM.
December 2023 to February 2024	Quarterly board meeting centred primarily on interim reporting and related matters.
March to June 2024	Quarterly board meeting concentrating on considering and approving the Group's business plan, the Group and business segment strategies, and proposed budgets. Other key activities: appointed Lesego Sennelo; considered the CEO's retirement letter and appointed a new CEO and CFO, effective 1 November 2024.
June to September 2024	Quarterly board meeting with a strong focus on financial year-end matters, remuneration, and reviewing and approving the 2024 reporting suite.

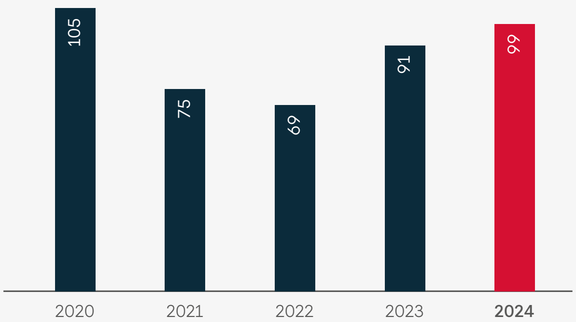
ESG: Ensure ethical, fair, and compliant business conduct

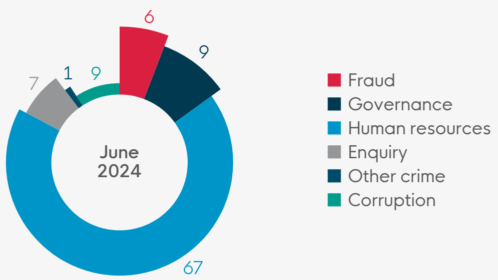
For Motus, integrity means always acting with honesty, fairness and transparency; conducting our business with diligence; and respecting each other, our customers, OEMs, suppliers and other stakeholders as well as the communities in which we operate. Our Code of Ethics, leaders, standard operating systems, and Group values guide employees on how to exercise good judgement and obtain advice on appropriate business conduct. We do not tolerate unethical or fraudulent behaviour.

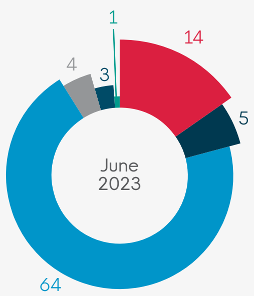
Our ethics mechanisms and initiatives include an independently managed whistle-blowing hotline accessible to all stakeholders, an Ethics Self Declaration programme (selected employees in SA), providing training on our Code of Ethics, and a dedicated gifts and conflicts register. We take decisive action when misconduct is brought to our attention, reporting all confirmed incidents of fraud to the relevant authorities. Our commitment to ethics and upholding human rights extends across our business and our supply chain.

Over 2024, our South African operations achieved 93% in the regulatory compliance self-assessment (RCSA). At Group level, internal audits did not identify any material concerns relating to bribery and corruption or human rights risks, and no public legal cases regarding corruption were brought against Motus, any of its operations or its employees. No sanctions, fines or penalties were received for regulatory non-compliance.

Whistle-blowing hotline (number)







At year end, all 99 reports to the whistle-blowing hotline had been investigated and closed. 33 (2023: 25) reports were valid concerns where disciplinary or remedial action was taken. 68% (2023: 70%) of reports related to HR matters, being either grievances and/or reports of harassment. Of the 15 (2023: 18) reports concerning fraud, corruption, theft and/or procurement irregularities, seven were found to be valid. Where applicable, all confirmed incidents of fraud are reported to the relevant authorities.

Ethics Self Declaration

Completion of the Ethics Self Declaration Programme among our executives, senior managers at head office and financial services providers employees was 100% (2023: 100%). The programme covers 6 580 employees (target 6 500; 2023: 3 390), with 67% (4 389) completing declarations this year – rollout of the programme to all relevant employees (targeted number) took longer than expected; however, we are pleased that the absolute number of people having completed the programme has increased (2023: 91%).

Global FX Code

The Global FX Code is a set of global principles (55 in total) developed to promote the integrity and effective functioning of the foreign exchange market. During the year, we determined that 27 of the principles are applicable to Motus, and confirmed that as a responsible market participant we comply with these principles. Motus signed the Statement of Commitment to the Code in June 2024.

Read more about our approach to ethical conduct in our ESG report online.

Remuneration review

Our remuneration policies are formulated to attract and retain high-calibre people, motivating them to develop and implement the Group's strategy to optimise long-term shareholder value. It also aims to align the entrepreneurial ethos and long-term interests of executive directors and senior executives with those of shareholders. The company's pay mix has a higher proportion of variable pay, appropriate for the retail nature of the business, and in line with our pay-for-performance reward philosophy.

René van Wyk
Remuneration Committee Chairman

Our remuneration principles

We ensure that our disclosures relating to executive remuneration are balanced and transparent, and are careful not to depart from expectations set by performance criteria, even when factors outside our control impact performance.

Our remuneration policies are designed to conform to best practices and are structured around the following key principles:

- **Total rewards** are set at responsible and competitive levels within the relevant market
- **Incentive-based rewards** (STIs[1] and LTIs[2]) are capped and earned by achieving sustainability, growth and return targets consistent with shareholder interests over the short, medium, and long term
- **Incentive plans, performance measures and targets** are structured to remain sound throughout the business cycle
- **The design and implementation of STI and LTI schemes** are prudent and do not expose shareholders to unreasonable financial risk

Read about our strategic priorities and initiatives: page 90.
Read about our remuneration philosophy, principles, policy and implementation in full in the shareholder report online.

[1] *Short-term incentives (STIs).*
[2] *Long-term incentives (LTIs).*

Key RemCo focus areas and outcomes for 2024

Benchmarking

With the assistance of independent remuneration specialists, we regularly benchmark the remuneration packages of non-executive directors, executive directors and senior employees. A detailed benchmarking exercise was performed in 2024; this included a review of total guaranteed pay (TGP), STIs, LTIs, key performance criteria and the constituents of the peer group. Findings confirmed that our remuneration packages are aligned to the market and the remuneration mix has a higher proportion of variable pay, supporting our reward philosophy. LTI allocations were found to be lower than the market, and as such, the Group will return to the normalised allocation methodology applied pre-COVID to ensure market alignment. Following the review, the peer group was evaluated and updated to a comparator group of companies from the industrials and consumer sectors. We have also enhanced LTI and STI performance-related disclosures.

Key RemCo decisions over the year

Consistent with prior years, RemCo approved:

- The general composition of executive remuneration packages.
- Key performance criteria for STI and LTI awards, including the composition of the peer group.
- Salary increases and STI and LTI awards made to executive management in accordance with set performance criteria.
- Minimum shares to be held by executive directors and prescribed officers.
- The remuneration of non-executive and executive directors, prescribed officers and business unit leaders.
- Medical aid and retirement benefits of the Group.

2024 remuneration outcomes

Through robust discussion and in line with Group performance, RemCo considered and approved:

- Inflationary-linked increases for TGP for senior executives and salaried employees.
- STIs for all senior executives.
- LTI allocations.
- LTIs that vested from prior year allocations.

Shareholder engagement

At the 2023 annual general meeting (AGM), 91% (2022 AGM: 97%) of shareholders voted in favour of the Group's remuneration policies and 77% (2022 AGM: 97%) in favour of its implementation. Based on our ongoing interactions with shareholders, we continuously implement changes to enhance our policies and their implementation. The remuneration policy and its implementation will be tabled for approval by separate non-binding advisory votes at the 2024 AGM on 5 November 2024.

Executive remuneration structure

RemCo seeks to ensure an appropriate balance between fixed elements of remuneration and variable elements that are linked to both short-term performance and longer-term value creation. We strongly believe that the performance-based pay of executives should form a significant portion of expected total compensation, with an appropriate balance struck between rewarding operational performance (STIs) and long-term sustainable performance (long-term share-based incentives). As Motus operates in the retail sector, STIs are critical to incentivise divisional CEOs and senior team members to achieve annual targets.

1 Total guaranteed pay

Purpose and link to strategy

To attract and retain the best talent for the role and duties required.

Eligibility

All executives are eligible for TGP.

Determination

The TGP of each executive is based on roles in similar companies, which are comparable in terms of size, market sector, business complexity and international scope. Factors relating to divisional performance, individual performance and changes in responsibilities are considered. Executives are entitled to market-related benefits, including vehicle benefits, retirement fund contributions, medical insurance, and death and disability insurance.

2 Short-term incentive

Purpose and link to strategy

To motivate and incentivise the delivery of annual performance achieved against financial and non-financial targets.

Eligibility

All executives are eligible for performance-related STIs that are non-contractual and non-pensionable.

Determination

- RemCo reviews incentives annually and determines each incentive payment based on performance criteria set at the beginning of the performance period. RemCo sets the minimum performance targets at which annual STIs become payable and the targets at which the maximum incentive is paid. STIs are capped at maximum levels as a percentage of TGP. RemCo has the discretionary authority to adjust payments (up or down) in exceptional circumstances, in line with malus and clawback provisions.
- Criteria are adjusted annually or on an ad hoc basis when an individual's responsibilities are amended.

2025 annual STI criteria

Achieve targeted Group operating profit
Achieve targeted Group and/or divisional PBT[1]
Achieve cash targeted average debt to EBITDA (Group) and/or divisional cash management targets
Strategic execution and individual performance
– Internationalisation; diversification; innovation and digitisation
Achieve ESG stretch targets
– Vehicle fuel consumption; electricity consumption; CSI; gender management.

[1] *Profit before tax (PBT).*

	Maximum STI as % of TGP for 2025
CEO	150
CFO and executive director	100
Other participants	30 to 100

Remuneration review (continued)

3 Long-term incentive

As of 1 July 2020, the Group only uses the conditional share plan (CSP) as an LTI scheme.

Purpose and link to strategy

To motivate and incentivise the delivery of long-term sustainable performance. LTI awards align the interests of senior management with shareholders over the long-term through the future delivery of conditional shares on achievement of performance targets.

Eligibility

Executive participation in LTI and retention schemes are based on criteria such as seniority, performance during the year and other retention drivers. Any senior employee with significant managerial or other responsibility, including any director holding salaried employment or office in the Group, is eligible to participate in LTI schemes. RemCo has the discretionary authority to adjust payments (up or down) in exceptional circumstances, in line with malus and clawback provisions. Non-executive directors may not be awarded rights in any incentive schemes.

Determination

The quantum of CSPs allocated is calculated using a model developed by independent remuneration consultants and is determined using the expected value of an allocation expressed as a percentage of TGP. The percentage allocated is determined based on retention considerations and the job grading of the participant.

Conditional share plan

Executives receive grants of conditional awards and vesting is subject to performance conditions (below). The performance conditions for the CSPs are based on performance targets set by RemCo at the time of issue, and eventual gains from long-term share-based incentives vary from year to year.

CSP performance targets	% of CSP awards
Growth in HEPS relative to the growth in HEPS of a selected peer group of JSE-listed companies	25
ROIC in excess of WACC	25
Achieve cash flow target – average net debt: EBITDA	25
Achieve ESG stretch targets, specifically those for vehicle fuel consumption, electricity consumption and CSI	25

Note: Linear vesting occurs for each performance target in a range between 30% to 100% or 50% to 100% depending on the target. No awards are made if performance is below the target range. The CSPs were issued at R87,88 per share and will vest in September 2027.

	Maximum LTI award as % of TGP for 2025
CEO	100
CFO and executive director	75
Other participants	30 to 75

Minimum shareholding requirements

To ensure alignment between executives and shareholders, executive directors and prescribed officers are required to hold shares in the Group. Executive minimum shareholding requirement (MSR) targets are determined based on their TGP after tax. Compliance is measured annually, and executives subject to MSR must declare the extent of their personal shareholdings in the company at each year-end, or as and when directed by the company. Future discretionary LTI awards are based on MSR compliance assessments.

Currently, all directors and prescribed officers have either achieved, or are on track to achieve, their MSR requirements by the required date.

For additional detail on MSR targets and achievements, see the shareholder report online.

Competitive employee remuneration

Our employees are crucial to our success and their remuneration, particularly TGP, contributes significantly to our operating costs. Our salaried employees are competitively remunerated to ensure that Motus remains able to attract and retain the skills we need to deliver on our strategy.

For salaried employees, TGP and the mix of fixed and variable pay are designed to meet the industry standards, operational needs and strategic objectives of each business segment, based on stretch targets that are verifiable and relevant.

Compensation for roles is based on the requirements and responsibilities of the role, with a commitment to equal pay and opportunity, ensuring there is no discrimination based on race or gender.

The Group has various formal and informal frameworks for performance management – these are directly linked to increases in TGP and/or annual STIs. Performance management and assessment take place regularly and include discussion of various topics, including company performance, individual achievement of key performance criteria, and delivery of key strategic imperatives.

Read about our remuneration breakdown for salaried employees in detail in the shareholder report online.

Non-executive director remuneration

RemCo reviews and recommends to the board the fees payable to non-executive directors. The board in turn makes recommendations to shareholders after considering the fees paid by comparable companies, responsibilities of the non-executive directors, and considerations relating to the retention and attraction of high-calibre individuals. RemCo has elected to maintain a structure where directors' fees are not split between membership and attendance fees. We believe that the efforts and contribution of non-executive directors go well beyond their attendance at formal board or sub-committee meetings, and the Group has not had significant instances of non-attendance of meetings.

The proposed increase in non-executive directors' fees for the board and all its sub-committees is 6% for the 2025 financial year and 5% for the 2026 financial year. Market trends and additional responsibilities of non-executive directors in terms of increased legal and governance requirements were considered in determining the proposed fee increases. Executive directors receive no directors' or committee fees for their services as directors.

For additional detail on non-executive director remuneration, see the shareholder report online.

Total compensation

R9 764 million

paid to **20 156** employees

Salaried employees are eligible for a mix of fixed and variable pay, including TGP and/or STIs, LTIs and other benefits. We benchmark remuneration on an ongoing basis.

2024 executive remuneration

The executive directors and prescribed officers' remuneration includes their TGP, the STI awarded and LTI allocation for 2024.

For additional detail and notes on executive remuneration, see the shareholder report online.

Total non-executive director fees

R7,0 million

paid

(2023: R7,0 million)

Summarised financial information

Extracts of summarised financial information

Group profit or loss (extract)

for the year ended 30 June 2024	Audited 2024 Rm	Audited Restated (IFRS 17) 2023[1] Rm	Change %
Revenue[1]	**113 764**	106 538	7
EBITDA	**8 310**	8 083	3
Operating profit before capital items and net foreign exchange movements	**5 503**	5 723	(4)
Impairment of property, plant and equipment, net of profit/(losses) on disposal	**(27)**	17	(>100)
Other capital costs	**–**	(51)	(100)
Net foreign exchange movements	**(69)**	20	(>100)
Net finance costs	**(2 189)**	(1 352)	62
Profit before tax	**3 218**	4 357	(26)
Income tax expense	**(739)**	(947)	(22)
Profit for the year	**2 479**	3 410	(27)
Attributable to non-controlling interests	**(43)**	(56)	(23)
Attributable profit to owners of Motus	**2 436**	3 354	(27)
EBITDA margin (%)	**7,3**	7,6	
Operating margin (%)	**4,8**	5,4	
Effective tax rate (%)	**23,3**	21,9	

[1] *Revenue in the comparative period has been restated due to the adoption of IFRS 17.*

Revenue increased by 7% with a contribution from the Retail and Rental segment which increased by 9%, the Aftermarket Parts segment which increased by 16%, and the Mobility Solutions segment which increased by 2%. Offset by the Import and Distribution segment which decreased by 22%.

The increase in revenue of R7 226 million (7%) was as a result of increased contributions from parts and other goods sales of R3 450 million (15%), new vehicle sales of R2 255 million (5%), rendering of services of R941 million (9%) and pre-owned vehicle sales of R606 million (3%), offset by insurance revenue which decreased by R26 million (6%). The increased parts and other goods revenue is mainly as a result of the increased contribution from the Motor Parts Direct (Holdings) Limited (MPD) acquisition (included for the full year in the current period, and only nine months in the prior period). The increase in revenue was supported by inflationary price increases.

EBITDA increased by 3% to R8 310 million, mainly as a result of increased gross profit.

Operating profit before capital items and net foreign exchange movements decreased by R220 million (4%) due to the reduced contribution from the Import and Distribution segment of R636 million (45%). This was offset by the improved contributions from: Aftermarket Parts R197 million (19%), Mobility Solutions R133 million (12%) and Retail and Rental R35 million (1%).

The decreased operating profit is mainly as a result of margin pressure, strong competition and reduced demand experienced by the Import and Distribution segment, the SA Retail business, and the SA Aftermarket Parts business. The decline was offset by the strong performance in our international retail businesses (UK and Australia), the continued recovery of the vehicle rental sector which positively impacted gross income for the Vehicle Rental division, the contribution from the International Aftermarket Parts business and the growth in Mobility Solutions.

Net foreign exchange losses of R69 million were recognised. The losses are mainly due to the translation differences arising from foreign currency-denominated balances such as trade receivables, trade payables, customer foreign currency (CFC) accounts and interest-bearing debt, and changes in the fair value of derivative instruments that are not formally designated in a hedge relationship, as well as the strengthening of the Rand against major currencies in June 2024.

Net finance costs increased to R2,2 billion mainly due to higher average net working capital and vehicles for hire, additions to fixed assets, the financing of acquisitions and investments, high interest rates across all the geographies we operate in and increased finance cost on lease liabilities.

Effective tax rate is 23,3%. The base tax rates across our main geographies include SA at 27%, the UK at 25% and Australia at 30%. The effective tax rate is lower than the company tax rate of 27% in SA mainly due to exempt dividend income.

Extracts of summarised financial information (continued)

Summarised reconciliation of earnings to headline earnings

for the year ended 30 June 2024	Audited 2024 Rm	Audited 2023 Rm	Change %
Earnings	**2 436**	3 354	(27)
Impairment of goodwill and other assets	**74**	125	(41)
Profit on sale of businesses and other	**–**	(8)	(100)
Profit on disposal of assets	**(19)**	(53)	(64)
Adjustments included in result of associates and joint ventures	**–**	(1)	(100)
Tax and non-controlling interests effects of remeasurements	**(7)**	(1)	>100
Headline earnings	**2 484**	3 416	(27)
Weighted average number of ordinary shares (millions)	**168**	167	1
Earnings and headline earnings per share			
Basic earnings per share (cents)	**1 450**	2 008	(28)
Diluted basic earnings per share (cents)	**1 400**	1 928	(27)
Headline earnings per share (cents)	**1 479**	2 046	(28)
Diluted headline earnings per share (cents)	**1 428**	1 963	(27)

Financial position

as at 30 June 2024	Audited 2024 Rm	Audited Restated (IFRS 17) 2023[1] Rm	Change %
Goodwill and intangible assets	**6 490**	6 572	(1)
Investments in associates and joint ventures	**271**	277	(2)
Property, plant and equipment	**8 190**	8 309	(1)
Right-of-use assets	**3 162**	3 410	(7)
Investments and other financial instruments[1]	**481**	6	>100
In-substance insurance contracts[1]	**222**	252	(12)
Vehicles for hire	**4 818**	3 920	23
Net working capital[2]	**13 061**	14 362	(9)
Taxation assets	**1 688**	1 618	4
Assets classified as held-for-sale	**727**	376	93
Contract liabilities (service, maintenance and warranty contracts)	**(2 930)**	(3 086)	(5)
Lease liabilities	**(3 533)**	(3 768)	(6)
Core debt	**(11 159)**	(12 042)	(7)
Floorplans from financial institutions	**(2 685)**	(1 670)	61
Other liabilities	**(666)**	(774)	(14)
Total equity	**18 137**	17 762	2
Total assets	**62 647**	66 655	(6)
Total liabilities	**(44 510)**	(48 893)	(9)

[1] *IFRS 17 was adopted in the current financial year and, accordingly, in-substance insurance contracts have been recognised for the cell captive arrangements between the Group and the cell captive insurers. The previous investment in preference share arrangements with the cell captive insurers has been derecognised. The comparative amounts have been restated.*

[2] *Net working capital includes floorplans from suppliers amounting to R8 973 million (2023: R10 968 million).*

Factors impacting the financial position at June 2024 compared to June 2023

Goodwill and intangible assets

Intangible assets decreased mainly due to the amortisation of intangible assets, currency adjustments as a result of the strengthening of the Rand against major currencies since June 2023 and impairments. This was partially offset by computer software additions during the year.

Goodwill increased mainly due to the goodwill recognised on the bolt-on dealership acquisitions.

Property, plant and equipment

Decreased mainly due to depreciation, transfers to assets classified as held-for-sale, disposals, currency adjustments and impairments. This was partially offset by additions to the asset portfolio and the bolt-on dealership acquisitions.

Right-of-use assets

Decreased mainly due to depreciation, currency adjustments and derecognition of leases. Offset by new leases entered into, renewals or extensions and bolt-on dealership acquisitions.

Vehicles for hire

Increased due to up-fleets with vehicle rental companies and the increased average cost of vehicles.

Extracts of summarised financial information (continued)

Financial position (continued)

Investments and other financial instruments

Includes investments, investments in associates and joint ventures, and other financial assets. The increase was mainly due to the additional investment in a banking alliance and the related fair value adjustments, offset by dividends received during the year.

Net working capital decreased by R1,3 billion (9%)

- Inventory decreased as a result of management's focus on reducing inventory levels, increasing supply to vehicle rental companies and reducing the volumes ordered from suppliers. This was partially offset by the impact of the bolt-on dealership acquisitions.
- The net derivative asset reduced mainly as a result of the utilisation of contracts over the year to settle OEM obligations and the strengthening of the Rand against major currencies since June 2023. Favourable contracts were revalued over time to spot rates, reducing the previous asset, and replaced with new contracts closer to spot.

Offset by:
- Floorplans from suppliers decreased mainly due to the settlement of OEM obligations.
- Trade and other payables decreased mainly due to a decrease in inventory and the strengthening of the Rand against major currencies since June 2023. This was partially offset by the bolt-on dealership acquisitions.
- Trade and other receivables increased mainly due to sales, selling price increases and the bolt-on dealership acquisitions. This was partially offset by the strengthening of the Rand against certain currencies since June 2023.

Taxation assets

Increased mainly due to deferred tax assets raised as a result of higher assessed losses, offset by reduced tax paid in advance mainly due to reduced payments and refunds received.

Assets classified as held-for-sale

Assets classified as held-for-sale relate to the non-strategic properties identified for sale, mainly retail properties. The increase for the year mainly relates to additional properties to be disposed of as they are considered to be non-strategic properties, offset by disposals.

Contract liabilities

Contract liabilities consist mainly of service, maintenance and warranty contracts. The decrease was mainly due to lower replacement vehicle sales on the back of lower sales volumes.

Lease liabilities

Decreased mainly due to lease payments, currency adjustments and the derecognition of leases. Offset by new leases entered into, renewals or extensions, finance costs and the bolt-on dealership acquisitions.

Core debt

Core debt decreased primarily due to the reduction in the net working capital since June 2023 driven by the Group's active focus to reduce inventory levels, profits generated for the year and the increased utilisation of floorplans from financial institutions. The reduction was partly offset by the increase in vehicles for hire due to up-fleets with vehicle rental companies, the debt funding of the bolt-on dealership acquisitions, additions to fixed assets and an additional investment in a banking alliance.

Floorplans from financial institutions

Floorplan debt increased mainly due to:
- up-fleets with vehicle rental companies in Mobility Solutions;
- utilisation of extended payment terms in our Importer business;
- improved availability of inventory and buoyant vehicle market in Australia;
- additional facilities drawn down in the UK to fund vehicle inventory; and
- offset by reduced inventory levels in SA Retail.

Other liabilities

Decreased mainly due to the reduction in the deferred tax liability as a result of the amortisation of intangible assets and the reduction in the current tax liability mainly due to provisional payments and reduced profits generated for tax paying entities.

Equity

Equity was enhanced by profit for the year of R2 479 million, the movement in the share-based payment reserve due to charges net of tax amounting to R82 million and other minor movements amounting to R22 million. Offset by dividend payments amounting to R1 131 million, unfavourable hedging reserve adjustments amounting to R665 million and unfavourable currency translation reserve adjustments as a result of the strengthening of the Rand since 30 June 2023 amounting to R412 million.

Cash flow movements

for the year ended 30 June 2024	Audited 2024 Rm	Audited Restated 2023[1] Rm
Cash generated from operations before movements in net working capital and vehicles for hire	**7 563**	7 837
Movements in net working capital	**797**	(5 777)
Movements in vehicles for hire[1]	**(2 221)**	(1 277)
Cash generated by operations before interest, dividends and taxation paid[1]	**6 139**	783
Finance costs paid	**(2 297)**	(1 320)
Finance income received	**76**	44
Dividend income received	**393**	377
Taxation paid	**(778)**	(1 071)
Cash flows from operating activities	**3 533**	(1 187)
Cash outflow on the acquisition and disposal of businesses	**(514)**	(4 641)
Capital expenditure	**(808)**	(572)
Movement in investments and investments in associates and joint ventures	**(237)**	35
Advances of other financial assets	**(1)**	(1)
Cash flows from operating and investing activities	**1 973**	(6 366)
Repurchase of own shares	**–**	(101)
Incremental interest sold to non-controlling interests	**21**	–
Dividends paid	**(1 131)**	(1 291)
Other	**–**	(1)
Decrease/(increase) in debt	**863**	(7 759)

[1] *The movements related to vehicles for hire is now disclosed as part of cash generated from operations before interest, dividends and taxation paid. The comparative amounts have been restated to align with the current year.*

Strong cash flows were generated from operations and were utilised mainly through movements in vehicles for hire, finance costs and taxation paid, resulting in cash flows from operating activities of R3,5 billion.

The movements in net working capital of R797 million is primarily as a result of the proceeds received from the reduction in inventory. This decrease was offset by the settlement of floorplans from suppliers and a decrease in trade and other payables, in line with the reduction in inventory. Trade and other receivables increased, mainly due to higher sales.

The increased movements in vehicles for hire of R2,2 billion is due to increased vehicle rental up-fleets required to meet increased demand, which were supported by fleet availability.

The bolt-on dealership acquisitions contributed mainly to the net cash outflow on the acquisition of businesses of R514 million.

Cash outflow on capital expenditure, net replacement and expansion, amounted to R808 million.

Movements in investments, investments in associates and joint ventures mainly relate to the additional investment in a banking alliance, offset by dividends received.

As a result of the above, R2,0 billion in cash was generated from operating and investing activities.

A final dividend of 410 cents per ordinary share was declared and paid on 9 October 2023 amounting to R717 million and an interim dividend of 235 cents per ordinary share was declared and paid on 2 April 2024 amounting to R412 million.

Read more online:

Annual financial statements online.

Extracts of summarised financial information (continued)

Summarised segment financial position

	Group		Import and Distribution	
as at 30 June 2024	2024 Rm	2023 Rm	2024 Rm	2023 Rm
Financial position				
Assets				
Goodwill and intangible assets	6 490	6 572	2	4
Carrying value of associates and joint ventures (excluding loans to associates)	198	204	–	–
Property, plant and equipment	8 078	8 188	634	628
Investment properties	112	121	112	121
Right-of-use assets	3 162	3 410	45	23
Investments and other financial instruments[1]	481	6	4	4
In-substance insurance contracts[1]	222	252	–	–
Vehicles for hire	4 818	3 920	1 842	931
Inventories	27 379	32 302	5 619	6 960
Trade and other receivables[2]	7 451	7 143	2 050	2 265
Derivative financial assets[2]	39	428	19	396
Operating assets	58 430	62 546	10 327	11 332
– South Africa[3]	32 177	35 070	10 327	11 332
– International	26 339	27 568	–	–
– Eliminations between geographic regions[3]	(86)	(92)	–	–
Liabilities				
Contract liabilities[4]	2 930	3 086	–	–
Lease liabilities	3 533	3 768	45	25
Provisions	962	1 115	235	292
Trade and other payables[5]	11 652	13 306	4 009	3 553
Floorplans from suppliers[5]	8 973	10 968	–	–
Other financial liabilities	38	37	–	–
Derivative financial liabilities[5]	221	122	216	18
Operating liabilities	28 309	32 402	4 505	3 888
– South Africa	13 899	14 976	4 505	3 888
– International	14 410	17 426	–	–
Net working capital	13 061	14 362	3 228	5 758
– South Africa[3]	9 280	12 338	3 228	5 758
– International	3 867	2 116	–	–
– Eliminations between geographic regions[3]	(86)	(92)	–	–
Core debt	11 159	12 042	3 630	4 692
– South Africa	9 683	11 554	3 630	4 692
– International	1 476	488	–	–
Net debt	13 844	13 712	3 921	4 692
– South Africa	11 042	12 315	3 921	4 692
– International	2 802	1 397	–	–
Net capital expenditure	(3 029)	(1 849)	(1 446)	(224)
– South Africa	(2 678)	(1 535)	(1 446)	(224)
– International	(351)	(314)	–	–
Non-current assets (including equity investment in associates, excluding investments, in-substance insurance contracts, deferred tax and other financial instruments)	18 040	18 525	793	776
– South Africa	7 619	8 035	793	776
– International	10 421	10 490	–	–
United Kingdom	8 463	8 848	–	–
Other regions (Australia and Asia)[6]	1 958	1 642	–	–

[1] *IFRS 17 was adopted in the current financial year, and accordingly, in-substance insurance contracts have been recognised for the cell captive arrangements between the Group and cell captive insurers. The previous investment in preference share arrangements with cell captive insurers has been derecognised. The comparative amounts have been restated.*

[2] *Derivative financial assets have been disaggregated from trade and other receivables to enhance disclosure. The comparative amounts have been amended to align with the current disclosure.*

[3] *The impact of eliminations between geographies has been disaggregated to enhance disclosure. The comparative amounts have been amended to align with the current disclosure.*

[4] *Relates to vehicle service, maintenance and warranty contracts.*

[5] *Derivative financial liabilities and floorplans from suppliers have been disaggregated from trade and other payables to enhance disclosure. The comparative amounts have been amended to align with the current disclosure.*

[6] *Retail and Rental operates in Australia and Aftermarket Parts operates in Asia.*

Retail and Rental		Mobility Solutions		Aftermarket Parts		Head Office and Eliminations	
2024 Rm	2023 Rm	**2024 Rm**	2023 Rm	**2024 Rm**	2023 Rm	**2024 Rm**	2023 Rm
1 801	1 546	**10**	12	**4 666**	4 993	**11**	17
36	32	**67**	55	**89**	113	**6**	4
6 542	6 822	**172**	160	**673**	518	**57**	60
–	–	**–**	–	**–**	–	**–**	–
1 951	2 058	**–**	1	**1 166**	1 328	**–**	–
–	–	**463**	–	**–**	6	**14**	(4)
–	–	**222**	252	**–**	–	**–**	–
2 937	2 988	**1 942**	1 000	**–**	–	**(1 903)**	(999)
17 668	21 094	**315**	417	**3 822**	3 897	**(45)**	(66)
4 349	4 112	**318**	366	**1 955**	2 063	**(1 221)**	(1 663)
–	–	**–**	–	**1**	2	**19**	30
35 284	38 652	**3 509**	2 263	**12 372**	12 920	**(3 062)**	(2 621)
17 109	19 797	**3 509**	2 263	**4 346**	4 267	**(3 114)**	(2 589)
18 175	18 855	**–**	–	**8 112**	8 745	**52**	(32)
–	–	**–**	–	**(86)**	(92)	**–**	–
86	110	**2 844**	2 976	**–**	–	**–**	–
2 225	2 339	**–**	–	**1 263**	1 404	**–**	–
367	410	**247**	253	**84**	82	**29**	78
7 092	8 883	**682**	571	**2 475**	2 354	**(2 606)**	(2 055)
8 973	10 968	**–**	–	**–**	–	**–**	–
32	33	**–**	–	**–**	–	**6**	4
–	–	**–**	–	**5**	4	**–**	100
18 775	22 743	**3 773**	3 800	**3 827**	3 844	**(2 571)**	(1 873)
6 665	7 709	**3 773**	3 800	**1 534**	1 428	**(2 578)**	(1 849)
12 110	15 034	**–**	–	**2 293**	2 416	**7**	(24)
5 585	4 945	**(296)**	(41)	**3 214**	3 522	**1 330**	178
3 168	4 464	**(296)**	(41)	**1 900**	1 972	**1 280**	185
2 417	481	**–**	–	**1 400**	1 642	**50**	(7)
–	–	**–**	–	**(86)**	(92)	**–**	–
4 690	4 252	**(3 706)**	(4 270)	**3 965**	4 564	**2 580**	2 804
3 931	5 016	**(3 706)**	(4 270)	**1 821**	1 857	**4 007**	4 259
759	(764)	**–**	–	**2 144**	2 707	**(1 427)**	(1 455)
6 255	5 412	**(2 877)**	(3 760)	**3 965**	4 564	**2 580**	2 804
4 170	5 267	**(2 877)**	(3 760)	**1 821**	1 857	**4 007**	4 259
2 085	145	**–**	–	**2 144**	2 707	**(1 427)**	(1 455)
(1 216)	(1 640)	**(1 126)**	(64)	**(290)**	(140)	**1 049**	219
(1 001)	(1 392)	**(1 126)**	(64)	**(148)**	(74)	**1 043**	219
(215)	(248)	**–**	–	**(142)**	(66)	**6**	–
10 330	10 458	**249**	228	**6 594**	6 952	**74**	111
5 091	5 558	**249**	228	**1 408**	1 362	**78**	111
5 239	4 900	**–**	–	**5 186**	5 590	**(4)**	–
3 389	3 372	**–**	–	**5 078**	5 476	**(4)**	–
1 850	1 528	**–**	–	**108**	114	**–**	–

Extracts of summarised financial information (continued)

Summarised segment profit or loss

for the year ended 30 June 2024	Group 2024 Rm	Group 2023 Rm	Import and Distribution 2024 Rm	Import and Distribution 2023 Rm
Profit or loss				
Revenue[1]	**113 764**	106 538	**19 275**	24 596
– South Africa[1]	**61 778**	65 867	**19 275**	24 596
– International	**52 809**	41 555	**–**	–
United Kingdom	**39 671**	31 851	**–**	–
Other regions (Australia and Asia)[2]	**13 138**	9 704	**–**	–
– Eliminations between geographic regions	**(823)**	(884)	**–**	–
Earnings before interest, taxation, depreciation and amortisation	**8 310**	8 083	**1 324**	1 768
– South Africa	**5 362**	5 887	**1 324**	1 768
– International	**2 942**	2 218	**–**	–
– Eliminations between geographic regions	**6**	(22)	**–**	–
Depreciation, amortisation and impairments, net of recoupments	**(2 879)**	(2 383)	**(547)**	(353)
– South Africa	**(2 010)**	(1 667)	**(547)**	(353)
– International	**(869)**	(716)	**–**	–
Operating profit before capital items and net foreign exchange movements	**5 503**	5 723	**780**	1 416
– South Africa	**3 405**	4 250	**780**	1 416
– International	**2 092**	1 495	**–**	–
– Eliminations between geographic regions	**6**	(22)	**–**	–
Finance costs	**(2 265)**	(1 399)	**(799)**	(515)
– South Africa	**(1 602)**	(1 035)	**(799)**	(515)
– International	**(663)**	(364)	**–**	–
Finance income	**76**	47	**195**	127
– South Africa	**24**	25	**195**	127
– International	**52**	22	**–**	–
Other capital costs	**–**	(51)	**–**	–
– South Africa	**–**	(52)	**–**	–
– International	**–**	1	**–**	–
Profit/(losses) before tax	**3 218**	4 357	**95**	1 142
– South Africa	**1 718**	3 293	**95**	1 142
– International	**1 494**	1 086	**–**	–
– Eliminations between geographic regions	**6**	(22)	**–**	–
Income tax expense	**(739)**	(947)	**(24)**	(200)

[1] *Revenue in the comparative period has been restated due to the adoption of IFRS 17.*
[2] *Retail and Rental operates in Australia and Aftermarket Parts operates in Asia.*

Retail and Rental		Mobility Solutions		Aftermarket Parts		Head Office and Eliminations	
2024 Rm	2023 Rm	**2024 Rm**	2023 Rm	**2024 Rm**	2023 Rm	**2024 Rm**	2023 Rm
91 836	84 404	**2 567**	2 520	**14 387**	12 406	**(14 301)**	(17 388)
46 576	48 506	**2 567**	2 520	**7 547**	7 605	**(14 187)**	(17 360)
45 260	35 898	**–**	–	**7 663**	5 685	**(114)**	(28)
33 323	27 513	**–**	–	**6 462**	4 366	**(114)**	(28)
11 937	8 385	**–**	–	**1 201**	1 319	**–**	–
–	–	**–**	–	**(823)**	(884)	**–**	–
4 262	4 078	**1 431**	1 310	**1 805**	1 493	**(512)**	(566)
2 524	2 727	**1 431**	1 310	**579**	644	**(496)**	(562)
1 738	1 351	**–**	–	**1 220**	871	**(16)**	(4)
–	–	**–**	–	**6**	(22)	**–**	–
(1 711)	(1 542)	**(175)**	(190)	**(582)**	(462)	**136**	164
(1 220)	(1 102)	**(175)**	(190)	**(203)**	(186)	**135**	164
(491)	(440)	**–**	–	**(379)**	(276)	**1**	–
2 585	2 550	**1 274**	1 141	**1 240**	1 043	**(376)**	(427)
1 315	1 643	**1 274**	1 141	**398**	473	**(362)**	(423)
1 270	907	**–**	–	**836**	592	**(14)**	(4)
–	–	**–**	–	**6**	(22)	**–**	–
(1 639)	(1 110)	**(83)**	(77)	**(484)**	(369)	**740**	672
(935)	(709)	**(83)**	(75)	**(229)**	(206)	**444**	470
(704)	(401)	**–**	(2)	**(255)**	(163)	**296**	202
238	150	**–**	–	**18**	3	**(375)**	(233)
16	9	**–**	–	**2**	1	**(189)**	(112)
222	141	**–**	–	**16**	2	**(186)**	(121)
–	(28)	**–**	–	**–**	(23)	**–**	–
–	(28)	**–**	–	**–**	(24)	**–**	–
–	–	**–**	–	**–**	1	**–**	–
1 157	1 552	**1 192**	1 058	**782**	646	**(8)**	(41)
392	900	**1 192**	1 060	**173**	243	**(134)**	(52)
765	652	**–**	(2)	**603**	425	**126**	11
–	–	**–**	–	**6**	(22)	**–**	–
(321)	(406)	**(200)**	(202)	**(183)**	(160)	**(11)**	21

Extracts of summarised financial information (continued)

Summarised segment profit or loss (continued)

for the year ended 30 June 2024	Group 2024 Rm	Group 2023 Rm	Import and Distribution 2024 Rm	Import and Distribution 2023 Rm
Additional information				
Revenue by nature				
Sale of goods[1]	**101 716**	95 405	**19 211**	24 530
– New vehicle sales	**51 727**	49 472	**15 082**	20 864
– Pre-owned vehicle sales	**23 933**	23 327	**1 746**	1 281
– Parts and other goods sales[1]	**26 056**	22 606	**2 383**	2 385
Rendering of services[1]	**11 653**	10 712	**64**	66
– Vehicle workshops, service, maintenance and warranty[1]	**6 877**	6 096	**42**	44
– Vehicle rental	**2 934**	2 636	**–**	–
– Fees on vehicles, parts and services sold[1]	**1 842**	1 980	**22**	22
Insurance revenue[1]	**395**	421	**–**	–
Total revenue	**113 764**	106 538	**19 275**	24 596
Categorised as follows:				
– Revenue recognised at a point in time	**108 962**	101 978	**19 253**	24 574
– Revenue recognised over a period of time (vehicle service, maintenance and warranty revenue)	**1 451**	1 481	**–**	–
– Vehicle and property rental	**2 956**	2 658	**22**	22
– Insurance revenue	**395**	421	**–**	–
Intergroup revenue	**–**	–	**(12 924)**	(16 256)
External revenue	**113 764**	106 538	**6 351**	8 340
Depreciation, amortisation and impairments, net of recoupments	**(2 879)**	(2 383)	**(547)**	(353)
– Depreciation and amortisation	**(2 852)**	(2 400)	**(544)**	(352)
– Losses/(profit) on disposals and impairments	**(27)**	17	**(3)**	(1)
(Costs)/income included in profit before tax				
Fair value movements on preference share arrangements[2]	**295**	98	**–**	–
Total employee costs	**(9 764)**	(8 680)	**(445)**	(448)
Operating lease charges	**(279)**	(221)	**(16)**	(12)
Insurance service expenses[3]	**(53)**	(77)	**–**	–
Insurance finance income[3]	**57**	70	**–**	–
Movements in expected credit losses	**38**	(46)	**39**	6
Share of results from associates and joint ventures	**45**	40	**–**	–
Net foreign exchange movements	**(69)**	20	**(79)**	115
Margin (%)				
– Operating margin	**4,8**	5,4	**4,0**	5,8

[1] Revenue now includes insurance revenue, which has been recognised as a result of the adoption of IFRS 17. The comparative amounts have been restated.
[2] The fair value movements on the preference share arrangements with cell captive insurers have been derecognised as a result of the adoption of IFRS 17. The comparative amounts have been restated to align with the new disclosure requirements.
[3] Insurance service expenses and insurance finance income, have been recognised as a result of the adoption of IFRS 17. The comparative amounts for insurance service expenses and insurance finance income have been restated to align with the new disclosure requirements.

Retail and Rental		Mobility Solutions		Aftermarket Parts		Head Office and Eliminations	
2024 Rm	2023 Rm	**2024 Rm**	2023 Rm	**2024 Rm**	2023 Rm	**2024 Rm**	2023 Rm
81 650	75 190	**5**	11	**14 347**	12 326	**(13 497)**	(16 652)
46 743	42 199	**–**	–	**–**	–	**(10 098)**	(13 591)
23 770	23 277	**5**	11	**–**	–	**(1 588)**	(1 242)
11 137	9 714	**–**	–	**14 347**	12 326	**(1 811)**	(1 819)
10 186	9 214	**2 228**	2 137	**40**	80	**(865)**	(785)
5 709	4 871	**1 409**	1 440	**–**	–	**(283)**	(259)
2 650	2 430	**624**	497	**–**	–	**(340)**	(291)
1 827	1 913	**195**	200	**40**	80	**(242)**	(235)
–	–	**334**	372	**–**	–	**61**	49
91 836	84 404	**2 567**	2 520	**14 387**	12 406	**(14 301)**	(17 388)
89 051	81 853	**293**	291	**14 387**	12 406	**(14 022)**	(17 146)
135	121	**1 316**	1 360	**–**	–	**–**	–
2 650	2 430	**624**	497	**–**	–	**(340)**	(291)
–	–	**334**	372	**–**	–	**61**	49
(866)	(658)	**(515)**	(476)	**(57)**	(47)	**14 362**	17 437
90 970	83 746	**2 052**	2 044	**14 330**	12 359	**61**	49
(1 711)	(1 542)	**(175)**	(190)	**(582)**	(462)	**136**	164
(1 682)	(1 534)	**(175)**	(184)	**(587)**	(468)	**136**	138
(29)	(8)	**–**	(6)	**5**	6	**–**	26
–	–	**295**	98	**–**	–	**–**	–
(6 241)	(5 699)	**(568)**	(568)	**(2 321)**	(1 787)	**(189)**	(178)
(251)	(199)	**(2)**	–	**(29)**	(10)	**19**	–
–	–	**(72)**	(89)	**–**	–	**19**	12
–	–	**57**	70	**–**	–	**–**	–
(21)	(48)	**–**	2	**–**	(7)	**20**	1
5	6	**18**	15	**22**	18	**–**	1
1	(2)	**–**	–	**3**	(15)	**6**	(78)
2,8	3,0			**8,6**	8,4		

Five-year review

	Measures	Financial definitions	2024	2023	2022	2021	2020
Extracts from the statement of profit and loss							
Revenue[1]	Rm		**113 764**	106 538	91 978	87 205	73 417
Earnings before interest, taxation, depreciation and amortisation (EBITDA)	Rm		**8 310**	8 083	6 785	5 302	4 082
Operating profit	Rm		**5 503**	5 723	5 029	3 838	2 136
Net finance costs	Rm		**(2 189)**	(1 352)	(496)	(543)	(1 116)
Income tax expense	Rm		**(739)**	(947)	(1 135)	(718)	(356)
Tax rate	%		**23,3**	21,9	25,6	25,5	68,6
Attributable profit	Rm		**2 479**	3 410	3 338	2 142	185
Headline earnings	Rm		**2 484**	3 416	3 504	2 145	550
Extracts from the statement of cash flows							
Cash generated from operations before interest, dividends, taxation paid and movements in vehicles for hire	Rm		**8 360**	2 060	6 289	7 113	4 121
Movements in vehicles for hire[2]	Rm		**(2 221)**	(1 277)	(2 102)	151	(795)
Cash flow from investing activities[2]	Rm		**(1 560)**	(5 179)	(1 463)	(524)	(871)
Decrease/(increase) in debt	Rm		**863**	(7 759)	(1 100)	4 450	537
Extracts from the statement of financial position							
Total assets	Rm		**62 647**	66 655	42 940	38 457	43 678
Operating assets	Rm	1	**58 430**	62 546	39 823	34 516	39 969
Operating liabilities	Rm	2	**28 309**	32 402	22 560	20 942	21 448
Net working capital	Rm	3	**13 061**	14 362	7 166	5 165	8 515
Vehicles for hire	Rm		**4 818**	3 920	3 677	2 426	3 167
Net debt	Rm	4	**13 844**	13 712	5 036	3 401	7 442
Motus owners' interest	Rm		**17 958**	17 627	13 924	12 052	12 508
Non-controlling interest	Rm		**179**	135	121	114	(56)
Ratios							
Efficiency							
Revenue to average net operating assets	times	5	**3,8**	4,5	6,0	5,4	4,1
Revenue relating to sales of goods to average inventory	times	6	**3,4**	3,7	4,6	4,3	3,3
Revenue to average net working capital	times	7	**8,3**	9,9	14,9	12,7	9,1
Profitability							
EBITDA margin	%	8	**7,3**	7,6	7,4	6,1	5,6
Operating margin	%	9	**4,8**	5,4	5,5	4,4	2,9
Return on invested capital	%	10	**10,8**	14,1	17,8	14,8	6,4
Weighted average cost of capital	%	11	**10,1**	10,7	10,9	9,5	9,8
Solvency							
Operating profit by net finance costs	times		**2,5**	4,2	10,1	7,1	1,9
Net debt to EBITDA	times		**1,7**	1,7	0,7	0,6	1,8
Net debt to Adjusted EBITDA	times	4, 12, 15	**1,9**	1,8	0,8	0,8	2,2
Adjusted EBITDA by Adjusted net interest	times	12 – 14	**3,7**	6,4	17,9	10,9	3,6
Total equity to total assets	%		**29,0**	26,6	32,7	31,6	28,5
Equity to net debt structure	%		**57 : 43**	56 : 44	74 : 26	78 : 22	63 : 37
Liquidity							
Unutilised borrowing facilities	Rm		**6 795**	4 736	7 910	9 963	7 555

[1] *Revenue in 2023 has been restated due to the adoption of IFRS 17.*
[2] *Movements in vehicles for hire has been disaggregated from cash flow from investing activities to enhance disclosures. The comparatives have been amended to align to the current year.*

	Measures	Financial definitions	2024	2023	2022	2021	2020
Investing in the future							
Cost of new acquisitions	Rm		**514**	4 693	657	219	583
Net capital expenditure	Rm		**808**	572	764	325	324
Capital expenditure commitments	Rm		**404**	518	515	211	101
Statistics							
Total new and pre-owned vehicles sold	units		**202 623**	212 578	225 317	228 633	208 778
Number of vehicles for hire (vehicle rental owned only)	units		**12 398**	12 523	12 407	9 308	8 554
Number of employees	number		**20 156**	19 817	17 283	16 708	17 499
Total employee cost	Rm		**9 764**	8 680	7 307	6 606	6 633
Wealth created per employee	R'000		**897**	846	815	713	612
Total taxes and levies paid	Rm	16	**1 263**	1 450	1 502	796	898
Share performance							
Basic earnings per share	cents		**1 450**	2 008	1 902	1 153	165
Basic headline earnings per share (HEPS)	cents		**1 479**	2 046	2 025	1 179	296
Dividends per share	cents		**520**	710	710	415	–
Earnings yield	%	17	**16,0**	20,4	18,9	12,6	9,7
Price earnings ratio	times	18	**6,2**	4,9	5,3	7,9	10,3
Net asset value per share	cents	19	**10 203**	10 189	8 143	6 586	6 653
Market prices	cents						
– Closing			**9 239**	10 018	10 700	9 334	3 062
– High			**10 860**	13 509	11 866	9 550	8 468
– Low			**7 992**	8 860	8 346	2 700	2 380
Total market capitalisation at closing prices	Rm	20	**16 550**	17 862	19 060	17 635	5 898
Value of shares traded	Rm		**11 113**	10 635	13 195	9 036	11 901
Value traded as a percentage of market capitalisation	%		**67**	60	69	76	107
Exchange rates used							
ZAR to US Dollar	R						
– Average			**18,71**	17,76	15,22	15,40	15,67
– Closing			**18,23**	18,86	16,39	14,27	17,37
ZAR to British Pound	R						
– Average			**23,55**	21,41	20,24	20,70	19,73
– Closing			**23,04**	23,98	19,90	19,72	21,46
ZAR to Australian Dollar	R						
– Average			**12,26**	11,95	11,03	11,48	10,49
– Closing			**12,18**	12,55	11,27	10,71	11,96
ZAR to Euro	R						
– Average			**20,23**	18,62	17,15	18,35	17,31
– Closing			**19,53**	20,59	17,13	16,93	19,51

Financial definitions

1	**Operating assets**	Operating assets are all assets less loans receivable, taxation assets, cash resources and assets classified as held-for-sale.
2	**Operating liabilities**	Operating liabilities are all liabilities less interest-bearing debt, floorplans from financial institutions and taxation liabilities.
3	**Net working capital (NWC)**	Net working capital includes inventories, trade and other receivables, derivative instruments, less provisions, trade and other payables and floorplans from suppliers.
4	**Net debt**	Net debt includes interest-bearing debt and floorplans from financial institutions less cash resources.
5	**Revenue to average net operating assets**	Calculated by dividing revenue by average net operating assets (operating assets less operating liabilities).
6	**Revenue relating to sales of goods to average inventory**	Revenue relating to sales of goods divided by average inventory.
7	**Revenue to average net working capital**	Calculated by dividing revenue by average net working capital.
8	**EBITDA margin**	Earnings before interest, taxation, depreciation, amortisation and share of results from associates and joint ventures, including the impacts of IFRS 17, divided by revenue.
9	**Operating margin**	Operating profit before capital items and net foreign exchange movements divided by revenue.
10	**Return on invested capital (ROIC)**	The return divided by invested capital. The return is the aggregate of a post-tax operating profit for the last 12 months. Post-tax operating profit is calculated as: • Operating profit before capital items and net foreign exchange movements • *Less* share of results from associates and joint ventures, which already includes the impact of tax • *Less* the impact of tax using a blended tax rate • *Add* share of results in associates and joint ventures. The blended tax rate is an average of the actual tax rates applicable in the various jurisdictions in which the Group operates. Invested capital is a 12-month average of total equity plus debt.
11	**Weighted average cost of capital (WACC)**	The weighted average cost of capital is the 12-month average of the monthly calculated weighted average cost of capital. The monthly weighted average cost of capital is calculated by multiplying the cost of each invested capital component by its proportionate share of invested capital and then aggregating the results. The cost of debt and equity is determined with reference to the prevailing rates in the various jurisdictions in which the Group operates.

Financial definitions

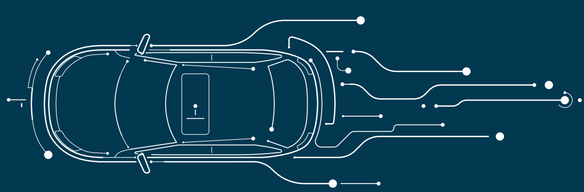
12 **Adjusted EBITDA**	Adjusted EBITDA is calculated as: • EBITDA • Adjusted for the impact of net foreign exchange movements • Adjusted for the impact of share of results from associates and joint ventures • *Less* the pre-tax profit attributable to non-controlling interests • *Add* the EBITDA relating to businesses acquired, grossed up for a full year where the underlying acquisitions only contributed for a portion of the year • *Less* EBITDA relating to businesses disposed of during the current year • *Less* adjustments relating to the impacts on the EBITDA that arose on the application of IFRS 16. The adjustments include the reversal of profit on terminations of lease contracts and impairment of right-of-use assets and the inclusion of lease payments.
13 **Adjusted net interest**	Adjusted net interest is calculated as: • Finance cost • *Less* finance income • *Less* facility set-up costs incurred • *Less* adjustments relating to the impacts on finance costs and income that arose on the application of IFRS 16. The adjustments include the reversal of the finance cost on lease liabilities.
14 **Adjusted EBITDA by Adjusted net interest**	Calculated as Adjusted EBITDA divided by the Adjusted net interest. This is one of the key measures of the covenants of the interest-bearing borrowings relating to our bank facilities.
15 **Net debt to Adjusted EBITDA**	Calculated as Net Debt divided by the Adjusted EBITDA. This is one of the key measures of the covenants of the interest-bearing borrowings relating to our bank facilities.
16 **Total taxes and levies paid**	Made up of income tax expense, withholding and secondary taxation on companies, rates and taxes, skills development and unemployment insurance fund levies.
17 **Earnings yield**	The HEPS divided by the closing price of a share.
18 **Price earnings ratio**	The closing price of a share divided by the HEPS.
19 **Net asset value per share (NAV)**	Net asset value per share is the equity attributable to the owners of Motus divided by the total ordinary shares in issue, net of shares repurchased.
20 **Total market capitalisation at closing prices**	Total ordinary shares in issue before treasury shares multiplied by the closing price per share.

Value-added statement

for the year ended 30 June 2024	Note	2024 Rm	2024 %	2023 Rm	2023 %
Revenue[1]		113 764		106 538	
Paid to suppliers for materials and services[1]		(95 690)		(89 775)	
Total wealth created		18 074		16 763	
Wealth distribution					
Salaries, wages and other benefits	1	9 669	53	8 597	51
Providers of capital		3 320	18	2 744	16
– Net finance costs		2 189	12	1 352	8
– Dividends paid to equity holders of Motus		1 096	6	1 239	7
– Dividends paid to non-controlling interest		35	–	52	–
– Share repurchases and cancellations		–	–	101	1
Central and local government	2	1 263	7	1 450	9
Reinvested in the Group to maintain and develop operations		3 822	22	3 972	24
– Depreciation, amortisation, impairment and recoupments		2 879		2 383	
– Future expansion (including vehicles for hire)		943		1 589	
		18 074	100	16 763	100
Value-added ratios					
Number of employees		20 156		19 817	
Revenue per employee (R'000)		5 644		5 365	
Wealth created per employee (R'000)		897		846	
Notes					
1. Salaries, wages and other benefits					
Salaries, wages, overtime, commissions, bonuses and allowances		8 912		7 911	
Employer contributions		852		769	
Less: Unemployment Insurance Fund and Skills Development Levy (included in note 2)		(95)		(83)	
		9 669		8 597	
2. Central and local government					
Income tax expense		828		1 089	
Withholding and secondary tax on companies		12		5	
Rates and taxes		328		273	
Skills Development Levy		59		56	
Unemployment Insurance Fund		36		27	
		1 263		1 450	

[1] *The comparative period has been restated as a result of the adoption of IFRS 17.*

Additional information



Independent limited assurance report

Independent Assurance Practitioner's Limited Assurance Report on Selected Key Performance Indicators

To the Directors of Motus Holdings Limited

Report on Selected Key Performance Indicators

We have undertaken a limited assurance engagement on selected key performance indicators (KPIs), as described below, and presented in Motus Holdings Limited's ("Motus") Integrated report for the year ended 30 June 2024 (the Report). This engagement was conducted by a multidisciplinary team including environmental and assurance specialists with relevant experience in sustainability reporting.

Subject matter

We have been engaged to provide a limited assurance conclusion in our report on the following selected KPIs, as disclosed in the Key Indicator summary on page 164 of the Report. The selected KPIs described below have been prepared in accordance with Motus' internally defined criteria, supported by the Global Reporting Initiatives (GRI) Standards ("reporting criteria"). The reporting criteria is available on the client's website at https://www.motus.co.za/environmental-social-governance/governance/

Safety Key Performance Indicators	Unit of measurement	Reporting boundary
Road accidents (includes any fatalities)	Number	Group
Road accidents per million kilometres	Ratio	Group

Environmental Key Performance Indicators	Unit of measurement	Reporting boundary
Road fuel usage (includes petrol and diesel)	Kl	Group
Electricity purchased	MWh	Group
Water purchased from municipalities	Kl	Group
Scope 1 emissions	tCO_2e	Group
Scope 2 emissions	tCO_2e	Group

Social Key Performance Indictor	Unit of measurement	Reporting boundary
Total Group CSI spend	Rm	Group

Directors' Responsibilities

The Directors are responsible for the selection, preparation and presentation of the selected KPIs in accordance with the reporting criteria. This responsibility includes the identification of stakeholders and stakeholder requirements, material issues, commitments with respect to sustainability performance and design, implementation and maintenance of internal control relevant to the preparation of the Report that is free from material misstatement, whether due to fraud or error. The Directors are also responsible for determining the appropriateness of the measurement and reporting criteria in view of the intended users of the selected KPIs and for ensuring that those criteria are publicly available to the Report users.

Inherent Limitations

The Greenhouse Gas (GHG) emission quantification is subject to inherent uncertainty because of incomplete scientific knowledge used to determine emissions factors and the values needed to combine emissions of different gases.

Our Independence and Quality Management

We have complied with the independence and other ethical requirements of the *Code of Professional Conduct for Registered Auditors* issued by the Independent Regulatory Board for Auditors (IRBA Code), which is founded on fundamental principles of integrity, objectivity, professional competence and due care, confidentiality and professional behaviour. The IRBA Code is consistent with the corresponding sections of the International Ethics Standards Board for Accountants' *International Code of Ethics for Professional Accountants (including International Independence Standards)*.

Deloitte applies the International Standard on Quality Management 1, which requires the firm to design, implement and operate a system of quality management including policies or procedures regarding compliance with ethical requirements, professional standards and applicable legal and regulatory requirements.

Assurance Practitioner's Responsibility

Our responsibility is to express a limited assurance conclusion on the selected KPIs based on the procedures we have performed and the evidence we have obtained. We conducted our assurance engagement in accordance with the International Standard on Assurance Engagements (ISAE) 3000 (Revised), *Assurance Engagements other than Audits or Reviews of Historical Financial Information*, issued by the International Auditing and Assurance Standards Board. This Standard requires that we plan and perform our engagement to obtain limited assurance about whether the selected KPIs are free from material misstatement.

A limited assurance engagement undertaken in accordance with ISAE 3000 (Revised) involves assessing the suitability in the circumstances of Motus' use of its reporting criteria as the basis of preparation for the selected KPIs, assessing the risks of material misstatement of the selected KPIs whether due to fraud or error, responding to the assessed risks as necessary in the circumstances, and evaluating the overall presentation of the selected KPIs. A limited assurance engagement is substantially less in scope than a reasonable assurance engagement in relation to both risk assessment procedures, including an understanding of internal control, and the procedures performed in response to the assessed risks. The procedures we performed were based on our professional judgement and included inquiries, observation of processes followed, inspection of documents, analytical procedures, evaluating the appropriateness of quantification methods and reporting policies, and agreeing or reconciling with underlying records.

Given the circumstances of the engagement, in performing the procedures listed above we:

- Interviewed management and senior executives to obtain an understanding of the internal control environment, risk assessment process and information systems relevant to the sustainability reporting process;
- Inspected documentation to corroborate the statements of management and senior executives in our interviews;
- Performed a walkthrough processes and systems to generate, collate, aggregate, monitor and report the selected KPIs;
- Inspected supporting documentation on a sample basis and performed analytical procedures to evaluate the data generation and reporting processes against the reporting criteria; and
- Evaluated whether the selected KPIs presented in the Report are consistent with our overall knowledge and experience of sustainability management and performance at Motus.

The procedures performed in a limited assurance engagement vary in nature and timing, and are less in extent than for a reasonable assurance engagement. As a result, the level of assurance obtained in a limited assurance engagement is substantially lower than the assurance that would have been obtained had we performed a reasonable assurance engagement. Accordingly, we do not express a reasonable assurance opinion about whether Motus' selected KPIs have been prepared, in all material respects, in accordance with the accompanying Motus' reporting criteria.

Independent limited assurance report (continued)

Limited Assurance Conclusion

Based on the procedures we have performed and the evidence we have obtained and subject to the inherent limitations outlined elsewhere in this report, nothing has come to our attention that causes us to believe that the selected KPIs as set out in the Subject Matter paragraph above for the year ended 30 June 2024 are not prepared, in all material respects, in accordance with the reporting criteria.

Other Matters

The maintenance and integrity of Motus' website is the responsibility of Motus' management. Our procedures did not involve consideration of these matters and, accordingly, we accept no responsibility for any changes to either the information in the Report or our independent limited assurance report that may have occurred since the initial date of its presentation on Motus' website.

Restriction of Liability

Our work has been undertaken to enable us to express a limited assurance conclusion on the selected KPIs to the Directors of Motus in accordance with the terms of our engagement, and for no other purpose. We do not accept or assume liability to any party other than Motus, for our work, for this report, or for the conclusion we have reached.

Deloitte & Touche
Registered Auditors

Per Jyoti Vallabh
Chartered Accountant (SA)
Registered Auditor
Partner

27 September 2024

5 Magwa Crescent
Waterfall City, Waterfall
Private Bag x6, Gallo Manor, 2052
South Africa

Pro forma financial information assurance report

Independent Auditor's Assurance Report on the compilation of pro forma financial information included in the Motus Integrated Report for the year ended 30 June 2024

To the Directors of Motus Holdings Limited

We have completed our assurance engagement to report on the compilation of the pro forma financial information of Motus Holdings Limited ("Motus", or the "company") (and its subsidiaries (together "the Group")) by the directors. The pro forma financial information, as set out in the segment performance overview section of the Motus Integrated Report for the year ended 30 June 2024 ("the Motus Integrated Report") consists of non-IFRS measures (the "Pro Forma Financial Information"). The applicable criteria on the basis of which the directors have compiled the Pro Forma Financial Information are specified in the Listings Requirements of the JSE Limited ("the JSE Listings Requirements") and described in the segment performance overview section of the Motus Integrated Report (the "Applicable Criteria").

The Pro Forma Financial Information has been compiled by the directors solely to illustrate the Group's segment performance for half year 1 (period 1 July 2023 to 31 December 2023), and for half year 2 (period 1 January 2024 to 30 June 2024) as well as the comparatives for the same period in the prior year.

As part of this process, information about the Group's consolidated financial position and financial performance has been extracted by the directors from the Group's financial statements and management accounts for the year ended 30 June 2024, on which an audit opinion was issued on 2 September 2024.

Directors' responsibility for the Pro Forma Financial Information

The directors are responsible for compiling the Pro Forma Financial Information on the basis of the Applicable Criteria.

Our Independence and Quality Management

We have complied with the independence and other ethical requirements of the *Code of Professional Conduct for Registered Auditors*, issued by the Independent Regulatory Board for Auditors' (IRBA Code), which is founded on fundamental principles of integrity, objectivity, professional competence and due care, confidentiality and professional behaviour. The IRBA Code is consistent with the corresponding sections of the International Ethics Standards Board for Accountants' *International Code of Ethics for Professional Accountants (including International Independence Standards)*.

The firm applies International Standard on Quality Management 1, *Quality Management for Firms that Perform Audits or Reviews of Financial Statements*, or *Other Assurance or Related Services Engagements*, which requires the firm to design, implement and operate a system of quality management, including policies or procedures regarding compliance with ethical requirements, professional standards and applicable legal and regulatory requirements.

Auditor's responsibility

Our responsibility is to express an opinion, as required by the JSE Listings Requirements, about whether the Pro Forma Financial Information has been compiled, in all material respects, by the directors, on the basis of the Applicable Criteria, based on our procedures performed.

We conducted our engagement in accordance with the International Standard on Assurance Engagements (ISAE) 3420, *Assurance Engagements to Report on the Compilation of Pro Forma Financial Information Included in a Prospectus* issued by the International Auditing and Assurance Standards Board. This standard requires that we plan and perform our procedures to obtain 2 of 2 reasonable assurance about whether the Pro Forma Financial Information has been compiled, in all material respects, on the basis specified in the Applicable Criteria.

For purposes of this engagement, we are not responsible for updating or reissuing any reports or opinions on any historical financial information used in compiling the Pro Forma Financial Information, nor have we, in the course of this engagement, performed an audit or review of the financial information used in compiling the Pro Forma Financial Information.

Pro forma financial information assurance report (continued)

Auditor's responsibility (continued)

The purpose of the Pro Forma Financial Information included in the Motus Integrated Report is solely to provide a more meaningful assessment of the Group's performance for the year.

A reasonable assurance engagement to report on whether the Pro Forma Financial Information has been compiled, in all material respects, on the basis of the Applicable Criteria involves performing procedures to assess whether the Applicable Criteria used by the directors in the compilation of the Pro Forma Financial Information provide a reasonable basis for presenting the significant effects directly attributable to the event, and to obtain sufficient appropriate evidence about whether:

- The related pro forma adjustments give appropriate effect to those criteria; and
- The Pro Forma Financial Information reflects the proper application of those adjustments to the unadjusted financial information.

The procedures selected depend on our judgement, having regard to our understanding of the nature of the Group, the events in respect of which the Pro Forma Financial Information has been compiled, and other relevant engagement circumstances.

Our engagement also involves evaluating the overall presentation of the Pro Forma Financial Information.

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

Opinion

In our opinion, the Pro Forma Financial Information has been compiled, in all material respects, on the basis of the Applicable Criteria.

PricewaterhouseCoopers Inc

PricewaterhouseCoopers Inc.
Director: TJ Howatt
Registered Auditor
Johannesburg, South Africa
27 September 2024

Glossary

A	
AARTO	Administrative Adjudication of Road Traffic Offences
AGM	Annual general meeting
AI	Artificial intelligence
ALCO	Assets and Liabilities Committee
ARC	Audit and Risk Committee
ARCO	ARCO Motor Industry Company Limited
B	
B-BBEE	Broad-based black economic empowerment
BEV	Battery-powered electric vehicles
BLSA	Business Leadership South Africa
C	
CAGR	Compound annual growth rate
CEO	Chief Executive Officer
CFC	Customer foreign currency
CFO	Chief Financial Officer
Companies Act	South African Companies Act 71 of 2008, as amended
COO	Chief Operating Officer
CSDP	Central securities depository participant
CSI	Corporate social investment
CSPs	Conditional Share Plans
D	
DEI	Diversity, equity and inclusion
DIY	Do it yourself
dtic	Department of Trade Industry and Competition
E	
EBITDA	Earnings Before Interest, Taxes, Depreciation, and Amortisation
ERP	Enterprise resource planning
ESD	Enterprise and supplier development
ESG	Environmental, social and governance
EVP	Employee value proposition
F	
F&I	Finance and insurance
FAI	FAI Automotive plc
FICA	Financial Intelligence Centre Act
fintech	Financial technology
FRRCs	Finance and Risk Review Committees
FRSC	Financial Reporting Standards Council
G	
GBP	Great Britain Pound
GBV	Gender-based violence
GCP	Global CEO Program
GDP	Gross domestic product
GHG	Greenhouse gas
GNU	Government of National Unity
H	
HCV	Heavy commercial vehicle
HEPS	Headline earnings per share

Glossary (continued)

I	
IAAF	Independent Automotive Aftermarket Federation Council
IASB	International Accounting Standards Board
ICE	Internal combustion engine
IFRS	International Financial Reporting Standards
IIASA	Institute of Internal Auditors
IMF	International Monetary Fund
Imperial	Imperial Holdings Limited
IoT	Internet of Things
IRENA	International Renewable Energy Agency
IRMSA	Institute of Risk Management of South Africa
ISMS	Information Security Management System
IT	Information technology
J	
JSE Listings Requirements	Listings Requirements of the JSE Limited
K	
King IV	King Report on Corporate Governance for South Africa (2016)
kl	Kilolitres
kW	Kilowatts
KPIs	Key performance indicators
KYC	Know Your Customer
L	
LCVs	Light commercial vehicles
LTI	Long-term incentive
M	
MB retail dealerships	Mercedes Benz retail dealerships
MHEV	Mild hybrid electric vehicles
MOI	Memorandum of incorporation
Motus or the Group	Motus Holdings Limited
MPD	Motor Parts Direct Holdings Limited
MSR	Minimum shareholding requirements
MWh	Megawatt hours
m^x	Motus Xponential
N	
naamsa	naamsa | The Automotive Business Council
NADA	National Automobile Dealers Association
NBI	National Business Institute
NEV	New energy vehicle
NGO	Non-governmental organisation
NomCo	Nominations Committee
O	
OEMs	Original equipment manufacturers
OES	Aftermarket parts distributed by the OEM
OHS	Operational health and safety
P	
PBT	Profit before tax
PHEV	Plug-in hybrids
PV	Photovoltaic
PwC	PricewaterhouseCoopers Inc.

R

RemCo	Remuneration Committee
ROIC	Return on invested capital

S

SA	South Africa
SAICA	South African Institute of Chartered Accountants
SARs	Share Appreciation Rights
SAVRALA	Southern African Vehicle Retail and Leasing Association
SBTi	Science-based Targets initiative
SDGs	Sustainable Development Goals
SES	Social, Ethics and Sustainability
SME	Small and medium enterprises
STI	Short-term incentive
SUV	Sports utility vehicles

T

TCFD	Task Force on Climate-related Financial Disclosures
tCO_2e	Tonnes of carbon dioxide equivalent
TGP	Total guaranteed package
the board	The board of directors of Motus Holdings Limited
the Trust	DP World and Motus Community Trust
TMS	The Meeting Specialists Proprietary Limited
TWB	Tugendhaft Wapnick Banchetti & Partners

U

UK	United Kingdom
Ukhamba	Ukhamba Holdings Proprietary Limited
UN	United Nations
US	United States
USD	United States Dollar

V

VAPS	Value-added products and services

W

WACC	Weighted average cost of capital

Y

YES	YES4Youth Programme

Corporate information

Motus Holdings Limited

Incorporated in the Republic of South Africa
Registration number: 2017/451730/06
ISIN: ZAE000261913
Share code: MTH
("Motus" or "the company" or "the Group")

Directors

MJN Njeke (Chairman)*
A Tugendhaft (Deputy Chairman)**
OS Arbee (CEO)#
OJ Janse van Rensburg (CFO)#
KA Cassel#
S Mayet*
JN Potgieter*
F Roji*
LJ Sennelo*
R van Wyk*

** Independent non-executive*
*** Non-executive*
 # Executive

Company Secretary

NE Simelane
nsimelane@motus.co.za

Group Investor Relations Manager

J Oosthuizen
motusIR@motus.co.za

Business address and registered office

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(PO Box 1719, Edenvale, 1610)

Share transfer secretaries

Computershare Investor Services Proprietary Limited
1st Floor Rosebank Towers
15 Biermann Avenue, Rosebank, Johannesburg, 2196

Auditor

PricewaterhouseCoopers Inc.
4 Lisbon Lane
Waterfall City
Jukskei View
2090

Sponsor

Merchantec Capital
13th Floor, Illovo Point
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Illovo, Sandton
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This report is available on the Motus website at:
www.motus.co.za

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Bastion

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