2025

ZEDA
Connecting humanity

ANNUAL FINANCIAL STATEMENTS

FOR THE YEAR ENDED 30 SEPTEMBER 2025

ZEDA
Connecting humanity

Zeda Limited
Incorporated in the Republic of South Africa
Registration number: 2022/493042/06
JSE share code: ZZD
Bond code: ZFLI
ISIN: ZAE000315768
Zeda Limited ("**Zeda**" or the "**Company**" or the "**Group**")

Disclaimer

This statement contains forward-looking statements. All statements, other than statements of historical facts, including, among others, statements regarding our strategy, future financial position and plans, objectives, projected costs and anticipated cost savings and financing plans and projected levels of growth in the markets, are forward-looking statements. Forward-looking statements can be identified by terminology such as "may", "might", "should", "expect", "envisage", "intend", "plan", "project", "estimate", "anticipate", "believe", "hope", "can", "is designed to", or similar phrases. However, the absence of such words does not necessarily mean a statement is not forward looking. Forward-looking statements involve several known and unknown risks, uncertainties and other factors that could cause our actual results and outcomes to be materially different from historical results or any future results expressed or implied by such forward-looking statements. Factors that could cause our actual results or outcomes to differ materially from our expectations include, but are not limited to, those risks identified in Zeda financial reports available at **www.zeda.co.za**

Zeda cautions readers not to place undue reliance on these forward-looking statements. All written and verbal forward-looking statements attributable to Zeda, or persons acting on behalf of Zeda, are qualified in their entirety by these cautionary statements. Unless we are required by law to update these statements, we will not necessarily update any of these statements after the date of publication of this document so that they conform either to the actual results or to changes in our expectations.

Any forward-looking information disclosed in these annual results for the year ended 30 September 2025 has not been reviewed, audited, or otherwise reported on by our independent external auditors.

Administration

Board of Directors
Lwazi Bam (Chairman)

Independent Non-Executive Directors
Yolanda Miya
Sibani Mngomezulu
Ngao Motsei
Marna Roets
Donald G Wilson

Executive Directors
Ramasela Ganda
(Group Chief Executive Officer)

Thobeka Ntshiza
(Group Finance Director)

Company Secretary
Chioneso Sakutukwa

JSE Sponsor
Nedbank Corporate and Investment Banking, a division of Nedbank Limited

Auditors
SizweNtsalubaGobodo Grant Thornton Inc.
(SNG Grant Thornton)

Investor Relations
Babalwa George

CONTENTS

1

Review and Reports

MESSAGE FROM THE GROUP CHIEF EXECUTIVE OFFICER

Ramasela Ganda
Group Chief Executive Officer

Group highlights

Revenue increased	by 1.7% to R10 649 million
Gross profit increased	by 3.9% to R4 353 million at a **margin** of **40.9%**
EBITDA sustained	at R3 359 million, and the **margin maintained** at **32%**
Operating profit increased	by 10.8%, and the **margin expanded** by **100 basis points** to 15%
Earnings increased	BEPS increased by 12.5% to **360 cents** HEPS increased by 15.7% to **361 cents**
Net debt	of R5 176 million with **net debt to EBITDA** of **1.5x** (FY2024: **1.4x**)
ROE	of 21.9% (FY2024: **23.1%**)
ROIC	of 14.7% exceeds **WACC** of **10.8%**
Final dividend declaration	of 126 cents per share. **Total dividend** for the year of 181 cents, representing a **50%** annual dividend payout ratio

Zeda has achieved a strong set of results, underscoring our solid return on invested capital, profit margins, and remarkable double-digit growth in both earnings and operating profit. These accomplishments are especially significant given the challenging trading environment we navigated. Our results are a testament to the strength and robustness of our diversified business model, which has effectively countered the pressures facing traditional car rental services and vehicle sales. Amid these challenges, our strategic focus on Leasing, Subscription, and the expansion of the Greater Africa business has proven invaluable, enabling us to offset the impact of declining used-car sales volumes. By rigorously adhering to our operating model – focusing on prudent financing, strategic purchasing, efficient utilisation, and judicious disposal – we have not only optimised our fleet composition but also achieved higher utilisation rates and an advantageous sales mix. Furthermore, our proactive approach has enabled us to contain our operating expenses below inflation, thereby enhancing our overall performance.

The automotive sector is facing structural changes, including the influx of vehicles from Asian vehicle manufacturers, and US tariffs that have negatively impacted the value chain. In South Africa, the economy is showing modest growth, whereas Zambia, Namibia, and Ghana are witnessing stronger economic performance. However, political instability in Mozambique has constrained progress observed over the past three years. Despite this, we remain optimistic as we have started to see positive developments toward the end of the financial year.

The shift in the new-car market has exerted downward pressure on the prices of used vehicles, particularly one-year-old models. To mitigate margin dilution, we extended the lives of rental vehicles and sold them at an optimal age. Although this tactical response has led to a **14.6%** decrease in used car sales volume and a **4.1%** decline in revenue, it has also boosted profit margins. The Car Rental Business achieved a **2.1%** increase in rental days, because of strategic commercial partners, local leisure, and the subscription business, in line with our strategy of driving the usership economy. On the other hand, the replacement business has been adversely affected by lower insurance claims, aggressive pricing in the inbound business, and customers buying down, resulting in overall short-term revenue declining by **2.6%** for purely rental business, excluding the sales business.

Operational discipline in the management of car rental vehicles, out-of-service vehicles, and reduced damage incidents has significantly improved utilisation from **71%** to **73%** year on year.

The Leasing Business continued its growth, rising by **15.7%** across our Sub-Saharan operations. The growth trajectory is in line with our strategic focus on corporate leasing, heavy commercial, and the Greater Africa region.

During the year, we focused on cost efficiencies, and contained operating expenses below the inflation rate for the year. This saw gross profit increasing by **3.9%** to **R4 353 million**, with a gross profit margin of **40.9%**. Both EBITDA and the EBITDA margin were maintained at **R3 359 million** and **32%**, respectively. We grew operating profit by **10.8%** and expanded the operating margin by **100 basis points** to **15%** compared to the prior year.

Our funding diversification strategy proved successful, reducing the risk of refinancing highlighted by the rating agency in the prior year. We entered the debt capital markets and signed a Common Terms Agreement ("**CTA**") to bolster our long-term funding sources. By year end, **60%** of our debt was long term and **77%** was unsecured. Net debt rose to **R5 176 million** to support fleet leasing growth, ending the year with a net debt-to-EBITDA ratio of **1.5x**. The return on equity ("**ROE**") reached **21.9%**, with a capital structure of **65:35**. Our annual review and credit opinion maintains our investment-grade rating and stable outlook.

We delivered an impressive return to shareholders, with headline earnings per share ("**HEPS**") and basic earnings per share ("**BEPS**") increasing by **15.7%** and **12.5%** to **361** and **360 cents** per share, respectively. We also achieved a return on invested capital ("**ROIC**") of **14.7%**, which exceeded the weighted average cost of capital ("**WACC**") of **10.8%**.

In addition, the Board returned cash to shareholders by declaring a final dividend of **126 cents** per share. For the full financial year 2025, the Board has declared an annual dividend of **181 cents**, representing a **50%** annual dividend payout ratio in line with our dividend policy of **30%** to **50%** of net profit after tax.

Business overview

Leasing Business (Avis Fleet)

Revenue from leasing activities has surged to **R3 243 million**, representing a robust **15.7%** increase over the previous year. This exceptional growth is a direct result of our strategic focus on expanding the Leasing Business, including Heavy Commercial and across Greater Africa.

As a testament to our success, Greater Africa has also delivered solid revenue, driven by impressive increases of **37%** in Zambia and **73%** in Lesotho, despite the challenges faced in Mozambique. Notably, Greater Africa now contributes **23.5%** of our overall leasing revenue.

Leasing of heavy commercial vehicles increased by **30%** compared to the prior year, accounting for **13%** of leasing revenue. Notwithstanding the Heavy Commercial segment being primarily for non-specialised vehicles, we recognise that some may carry residual value risks, while other assets, such as trailers, have a longer useful life than the first economic life, which typically matches the lease tenure. To mitigate this, a component of our heavy commercial leasing contracts includes an option for the customer to buy at the end of the lease agreement. In essence, the risks and rewards are transferred at the start of the agreement, and the lessee is responsible for maintenance; a residual value is guaranteed upfront.

EBITDA increased by **5.4%** to **R1 723 million**, with an EBITDA margin of **53.1%**, a dilution from the **58.3%** reported in the prior year due to the nature of the operating leases with nominated residual values. We achieved an operating margin of **23%** underpinned by a diversified fleet mix.

Car Rental Business (Avis Budget)

The short-term Car Rental Business declined by **3.4%** to **R7 406 million**, mainly impacted by the decline in car sales volumes and the replacement rental business. Notwithstanding the overall decline, the business reported a **2.1%** increase in rental days and a **53%** rise in short-term subscription activity.

The strategies implemented on fleet mix, both in terms of funding (i.e. lease vs risk) and the timing of de-fleeting cars, have proven effective. The cost containment initiatives, which focused on managing damaged costs and reducing turnaround time for out-of-service fleets, yielded greater efficiencies. Utilisation improved significantly from **71%** to **73%** year on year. Operating profit grew by **23.3%** to **R872 million**, and the operating margin increased by **300 basis points** to **12%**, demonstrating strong earnings quality.

Strategy overview

Zeda pursues an integrated mobility strategy to drive business growth. The integrated business model provides a natural hedge, ensuring the Group delivers its growth ambitions. During the year, we focused on executing our strategy, aligned with our strategic pillars, and unlocking value for shareholders. We lowered our funding costs through diversification, delivered solid growth in subscriptions and heavy commercial, and made good progress in innovation and customer-centricity.

	Strategic goals	Achievements
Funding	• Diversify sources of funding to mitigate refinancing risks • Lower cost of funding • Maintain optimal capital structure	• Diversification of funding, including the Group's inaugural bond issuance, contributed to lowering the cost of funding to **9.8%** • Long-term debt increased from **37%** to **60%** • Unsecured debt rose to **77%**
Growth	Pursue growth through a strategy to grow the integrated mobility business across all products, services and geographies • Subscription • Leasing book in both South Africa and Greater Africa • Used car sales	• Short-term subscription volume up **53%** • Heavy Commercial units underpinned **30%** growth in the Leasing Business • Exceptional performance by Greater Africa, up **26.1%** to contribute **23.5%** to the Leasing revenue
Innovation	Growth through innovation by: • Evolving the business from pre-booking to on-demand • Expanding and evolving the product proposition • New product development	• Launched e-commerce platform to grow retail segment of the Car Sales Business • Enhanced customer channels supporting the subscription growth • IT and data foundation laid for digitisation and insights
Delivery model	Delivery model to a customer-centric organisation	• Customer centricity model • Sales service model to focus on the corporate, retail and public sectors

Outlook statement

Zeda has been listed for three years. Our journey began with a deliberate strategic pillar to establish a strong foundation for environmental, social and governance ("ESG") principles – because we believe that sustainable growth and responsible leadership are inextricably linked. Funding was also a focus point for diversifying and optimising our balance sheet to drive growth and secure strong returns on investment. This disciplined approach has not only facilitated growth but has also enhanced our financial capability, positioning us to capitalise on transformative opportunities.

Our business operates in the automotive industry, enabling customers from the corporate, retail, and public sectors to access vehicles for use in various sectors of the economy across Sub-Saharan countries. We complete the cycle by selling those vehicles at the end of their useful lives or at the end of a contract.

The automotive industry continues to grow and undergo a fundamental shift, driven by strong sales from the Asian automakers, particularly Japan and China. Additionally, the use of vehicles rather than traditional vehicle ownership is still in its early stages.

With this in mind, our strategy of deepening the usership economy remains our true north. Traction is evident in the growth of the leasing portfolio across South Africa and Greater Africa, along with subscription and car sales businesses. These growth pillars provide us with access to vehicles, markets, and disposal channels, which are essential to the business fundamentals and have enabled us to achieve a revenue of **R10.6 billion**.

The Board has approved an inorganic growth strategy that includes expanding into mobility-related adjacencies, asset-light businesses, and extending our geographical footprint. Furthermore, the Board has also approved an Africa strategy as we execute our plan to grow the contribution of Greater Africa to the Group's revenue. Avis Budget Group ("**ABG**") has extended Zeda's operating licences on the continent to include East, Central, and West Africa. Zeda has adequate balance sheet capacity and access to funding to support inorganic growth.

Due to the extended ABG licence coverage beyond Southern Africa to include countries in East, West and Central Africa, the Group now has access to the available markets within these regions. This expanded footprint positions the Group to pursue a more cohesive strategy for Africa. In addition, the performance of the Ghana business has improved as a result of strengthened contracting discipline and operational enhancements. Consequently, the Board resolved to retain the operation in Ghana. It is no longer regarded as an isolated asset, but as a strategic anchor from which the Group can serve the West African region under ABG's broadened licence framework. Targeted capital allocation to this market is therefore strategically justified.

Furthermore the Board approved the IT and the Data strategies, which will be deployed over the medium term. The strategies aim to propel Zeda into a mobility integrated business underpinned by technology and data analytics. Successful implementation of the IT and Data initiatives will support the customer-centricity model, strengthen our competitive advantage, enhance customer experience, support business growth and solidify Zeda as a leader in the mobility sector.

As we embark on the execution of the digital journey, pursue new avenues for innovation and drive growth, the Board has elevated strategy execution to a strategic risk. This decision ensures that we monitor strategy deployment and consequently generate an appropriate return on investment. Strategic execution partnerships will also be key to delivering on this strategic goal.

Dividend declaration

The Board has declared an annual dividend (dividend number **4**) of **126 cents** per share in respect of the annual dividend for the year ended 30 September 2025, on 22 November 2025, subject to the applicable dividend withholding tax rate of **20%** levied in terms of the Income Tax Act, 58 of 1962 (as amended). Accordingly, for those shareholders that are not exempt from paying dividend withholding tax, the net ordinary dividend will be **100.8 cents** per share. The dividend has been declared out of income reserves, and the number of ordinary shares in issue at the date of this declaration is 189 641 787. The Company tax number is 9042025305.

The following dates apply to the dividend:

Last date to trade cum dividend	**Tuesday, 3 February 2026**
Ordinary shares trade ex-dividend	**Wednesday, 4 February 2026**
Record date	**Friday, 6 February 2026**
Payment date	**Monday, 9 February 2026**

Share certificates may not be dematerialised or rematerialised between Wednesday, 4 February 2026 and Friday, 6 February 2026, both days inclusive.

Ramasela Ganda
Group Chief Executive Officer

DELIVERING ON OUR PROMISES

Zeda's integrated business model once again demonstrated its value, enabling the Group to navigate a challenging trading environment, achieve a robust financial performance, and advance towards its strategic objectives.

Financial overview

Thobeka Ntshiza
Group Finance Director

Producing solid financial results, our GFD report

We focused on optimising Zeda Group's funding structure, applying disciplined capital allocation, and meeting the Group's post-listing commitments concerning debt management, cash generation, stable financial performance, and responsible tax practices to strengthen our credibility in the market.

Over the past three years, the finance function has evolved into a value-adding, strategically focused business partner that supports the Group's growth ambitions while maintaining robust governance and risk management practices. The finance transformation journey continues.

As a more mature Group with increased confidence and sophistication, we enabled effective access to debt capital markets and established clear strategic priorities for ongoing improvement and growth.

Milestone achievements include:

- Strengthening the treasury function through the creation of a new treasury company
- Refinancing secured debt and converting it into unsecured debt
- Issuing a successful debut Domestic Medium-Term Note ("DMTN") programme at favourable rates of 5bps below guidance
- Achieving effective operational excellence, allowing us to control our operating costs
- Generating robust cash flows
- High-quality earnings reflected in strong profit margins

These achievements helped reduce Zeda's cost of debt by 101 basis points to an average net interest rate of **9.8%** and extended the debt maturity profile up to **60 months**. This enables us to offer competitive rates to our customers and better returns to our shareholders.

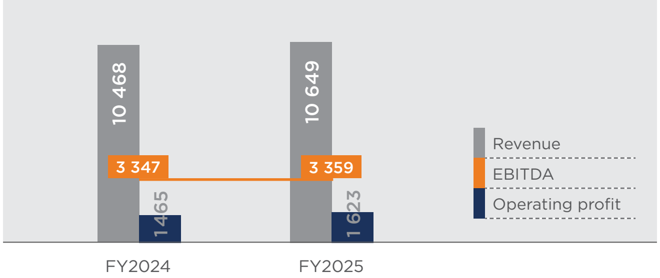
Snapshot of the financial performance

Zeda's diverse revenue streams, supported by our growth strategy for the heavy commercial fleet, subscriptions, and Greater Africa, continued to deliver positive results. Aligning the accounting treatment to changes in the business, we have enhanced our method for reassessing residual values, enabling the business to adopt a more future-oriented approach by comparing the book values of the rental fleet based on individual unit characteristics with the residual values currently achievable in the market, based on the latest selling prices of used vehicles. The residual values derived from our current fleet mix are robust, and the depreciation charge has been measured to accurately reflect this. This reassessment was made in the first half of the financial year and continued to yield positive returns on disposal in the second half of the year. Coupled with careful cost management, this has allowed the Zeda Group to increase its operating margin from **14%** to **15%**.

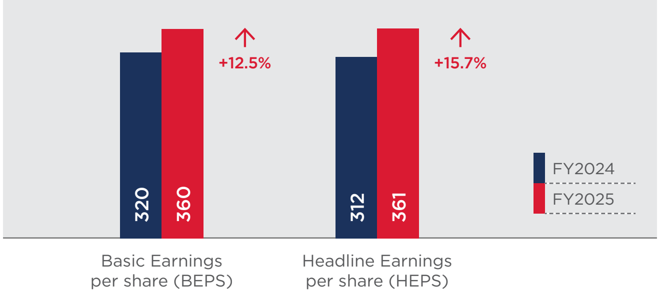
The basic earnings per share (“**BEPS**”) and headline earnings per share (“**HEPS**”) increased to **360 cents** (2024: **320 cents**) and **361 cents** (2024: **312 cents**), reflecting growth of **12.5%** and **15.7%**, respectively. This improvement is due to a reduction in the cost of sales, which was positively influenced by an improved method for estimating vehicle residual values and increased activities from Leasing Business. In addition, the Zeda Group managed to limit the increase in administrative and other operating expenses to **2.3%**. The foreign exchange gain of **R23.5 million** contrasts with the overall loss of **R46.3 million** recorded for the 2024 financial year. Overall Group net finance costs increased by **R38 million**, a rise of **5.6%,** driven by higher average debt levels.

Performance summary

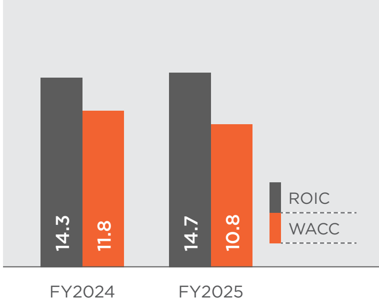
Revenue, EBITDA and operating profit (R'million)



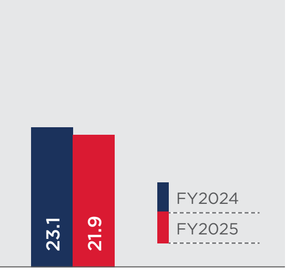
Basic earnings per share and headline earnings per share (cents)



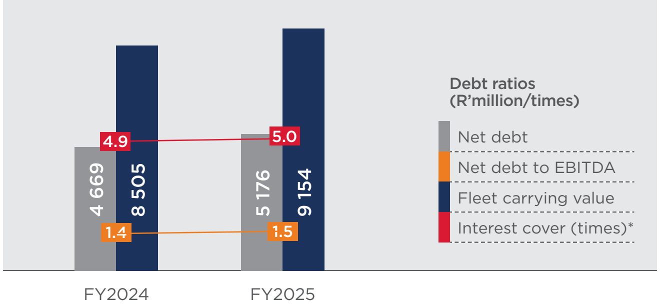
ROIC and WACC (%)



ROE (%)



Net debt to EBITDA and interest cover (times)



* *Excludes IFRS 16 interest.*

A mixed revenue performance

Zeda's business units experienced varied fortunes, resulting in a slight increase in overall revenue.

While car rental activity showed a marginal increase compared to the previous year, the utilisation rate rose to **73%** from a prior year figure of **71%**. Short-term subscriptions experienced notable growth, with a **53%** rise in volumes and a **31%** increase in revenue.

The Leasing Business experienced an increase in revenue driven by growth in heavy commercial vehicles and stronger performance in Greater Africa. This aligns with our corporate strategy as outlined in the Group CEO report on page 3. The Leasing Business has experienced substantial growth in guaranteed residual value (GRV) financing arrangements as customer preferences shift towards acquiring vehicles at the end of their contract period. Most of the increase in the GRV product stems from heavy commercial vehicles. Customers in this class often elect to acquire the vehicles at the end of the contract term with a GRV. The number of these contracts increased by **54%.** Overall in FY2025 these GRV contracts made up **16.8%** (2024: **10.9%**) of the total financed fleet. Given the maturity of the procurement and deal-pricing processes for this class, and its sustained growth, the dealer lessor accounting treatment is appropriate for these contracts and has been applied. This results in the upfront recognition of the dealer margin that we are able to achieve on these contracts.

During the second half of the year, we focused on engaging leasing customers with their fleet replacements and boosting sales of used vehicles. This will be a continuous engagement with our customers.

Rental and leasing revenue

	Year-on-year growth (%)	FY2025 R'million	FY2024 R'million
Insurance, commissions and other	0.9	147	146
Rental	(2.6)	3 455	3 548
Leasing	4.6	2 547	2 435
Car sales	3.7	4 500	4 339
Total revenue	**1.7**	**10 649**	10 468

Improved profitability

Zeda delivered a solid business performance with strong revenue and higher EBITDA and operating profit margins.

Operating expenses were effectively managed, with a year-on-year increase of **2.3%**. There remains a continued focus on controlling expected credit losses to minimise their impact on profitability. The profitability of the Leasing Business declined due to reduced maintenance drop-offs (termination profit) compared to the prior financial year. The timing of the profitability varies in line with the service and maintenance plan contract end dates.

EBITDA and EBITDA margin

	Year-on-year growth (%)	FY2025 R'million	FY2024 R'million
Car rental	(4.4)	1 636	1 712
Leasing	5.4	1 723	1 635
Total EBITDA	0.4	3 359	3 347
EBITDA margin	**0pps***	**32%**	32%

** Percentage points*

Operating profit and operating profit margin

	Year-on-year growth (%)	FY2025 R'million	FY2024 R'million
Car rental	23.3	872	707
Leasing	(1.0)	751	758
Total operating profit	10.8	1 623	1 465
Operating margin	**100pps**	**15%**	14%

Increased tax efficiencies

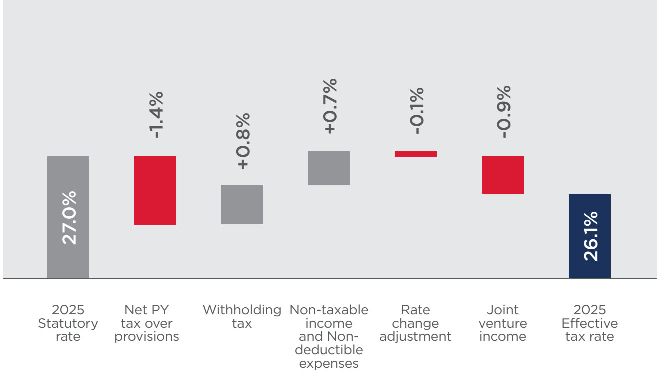
Zeda's tax management enhancements continue to deliver improved tax efficiency and tax risk management.

We have a comprehensive transfer pricing policy guiding intercompany transactions. We conducted benchmark studies to ensure arm's length pricing for management fees and royalty arrangements, and to ensure compliance with transfer pricing regulations.

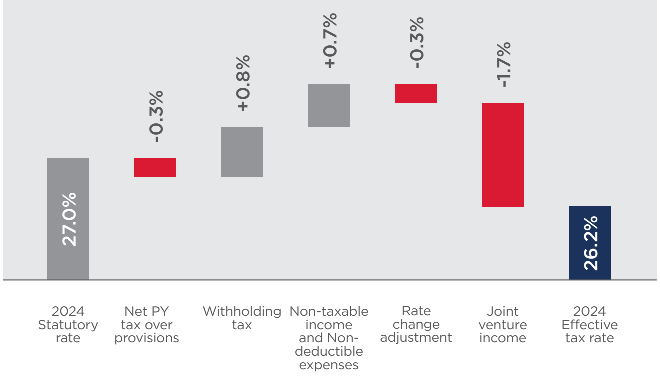
Our tax framework is further supported by annual risk assessments, documentation of roles and responsibilities, and an automated tracking system to ensure compliance across multiple jurisdictions. We also employ tax experts in each territory to help us comply with each country's tax laws and stay informed about changes in tax legislation.

The effective tax rate for the year ending September 2025 was **26.1%**. The graph below reconciles the effective rate with the statutory rate. The accuracy of tax estimates has been a focus through closer collaboration between the tax and finance departments, leading to minimal prior-year adjustments.

Tax rate reconciliation (%) 2025



Tax rate reconciliation (%) 2024



* *Withholding tax is applicable when royalties are paid to ABG for the licence to operate the global brands, Avis and Budget.*
** *Non-taxable income mainly relates to the portion of the selling price of the de-fleeted vehicles that is more than the cost price.*
*** *Non-deductible expenses comprise traffic fines, donations and expenses that were incurred that are of a capital nature.*

A strong financial position

Since our business requires a significant amount of capital, our funding is directly tied to our investment in operating assets. We aim to optimise our capital structure, maintaining a ratio of about **70%** debt to **30%** equity.

The long-term rental fleet has grown by **R278 million**, while the value of the short-term rental fleet increased by **R371 million**. The mix of rental vehicles on lease is continually reviewed in line with our business principles of buying right, using right, and disposing right. The risk to the lease split for the financial year averaged **80:20**. Our buying decisions carefully consider customer demand and preferences. We further ensure we buy right for the de-fleeting cycle and for disposal to used cars.

Leasing is experiencing growth across all segments, including corporate and heavy commercial vehicles, from a Greater Africa perspective. This has necessitated investment in vehicles that will generate revenue throughout their leasing periods.

R' million	FY2025	FY2024
Assets		
Total non-current assets	**5 834**	5 515
Total current assets	**8 324**	7 923
Total assets	**14 158**	**13 438**
Equity		
Equity attributable to equity holders	**3 301**	2 841
Non-controlling interest	**60**	53
Total equity	**3 361**	**2 894**
Liabilities		
Total non-current liabilities	**4 833**	3 219
Total current liabilities	**5 964**	7 325
Total liabilities	**10 797**	10 544
Total equity and liabilities	**14 158**	**13 438**

Robust working capital management

The used cars inventory featured a broad selection of makes and models, with some experiencing more fluctuations in sales due to market activity and seasonal trends. In the current tough economic climate, car sales related to car rental units sold fewer units compared to FY2024. This was a decrease of **14.6%**. With the positive impact of the disposal of vehicles from the Leasing units, the overall Group volume decline was **11.8%**. Despite these difficult conditions, the quality of earnings remained strong, with overall revenue increasing by **3.7%** year-on-year.

The overall rise in new vehicle sales, intensified by stiff competition from new Chinese entrants offering significant incentives, put downward pressure on resale values. This was balanced by carefully timing the sale of high-volume models to protect margins and prevent erosion.

There has also been an effort to enhance the management of receivables and collections. This involves reviewing our credit practices, such as vetting procedures, customer classifications, deposits, and upfront payments. This focus will continue into the new financial year.

Operating assets and working capital

R' million	FY2025	FY2024
Property, plant and equipment (excluding vehicles)	**34**	46
Fleet assets – Leasing	**4 923**	4 645
Fleet assets – Rental	**4 231**	3 860
Other assets	**1 160**	1 028
Net working capital	**(359)**	(639)
– Receivables	**1 626**	1 558
– Inventory	**990**	972
– Payables	**(2 975)**	(3 169)

A strategic funding approach

We continue to transform Zeda's funding structures and cost of funding in line with our strategy.

The treasury function was centralised by establishing a wholly owned treasury company, Zeda Financing Limited, to manage treasury services for the Group. This creates economies of scale by presenting the Group's statement of financial position and credit rating to the market, rather than those of individual subsidiaries.

Zeda Financing Limited transitioned us from multiple bilateral agreements to a more efficient funding structure by leveraging the Group's statement of financial position for better rates and simplifying debt covenants to three group-level ratios. This has reduced costs, streamlined governance, improved management efficiency, and attracted new debt investors.

We have not breached our debt covenants during the year, being:

- Net debt to EBIDTA
- Net debt to fleet value
- Interest cover ratio

Treasury operations adhere to a well-defined approval and oversight process through the Executive Committee and the Investment and Transactions Committee, with quarterly stress testing on debt covenants and transparent reporting to the Audit Committee.

Shift from secured to unsecured debt

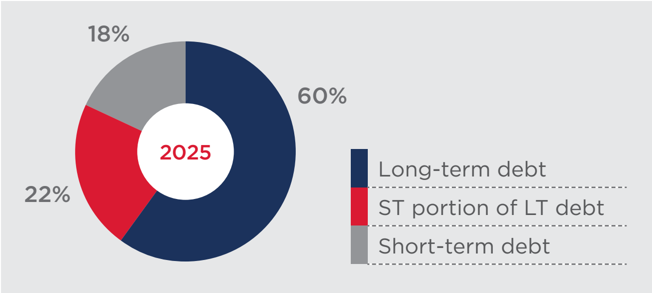
The launch of Zeda's **R5 billion** DMTN programme, including an initial bond issuance of **R850 million** in March 2025, was received positively by the market. This demonstrates confidence in Zeda's investment proposition, underpinned by our investment-grade credit rating.

A key factor in the success of the bond programme was early and extensive engagements with investors. This process started with non-deal roadshows as early as June 2024. We used investor feedback to refine the initial structure, a collaborative approach that was well-received by the investor community.

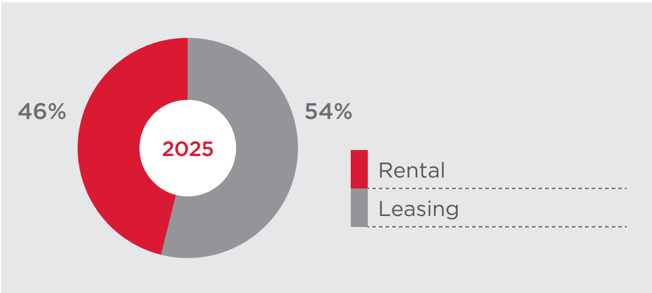
Zeda refinanced a significant portion of its debt, originally obtained through its operating subsidiaries and secured by vehicles, with unsecured debt issued at the Zeda financing level. This alteration increased our debt profile to **77%** unsecured debt as of 30 September 2025, up from **1%** as of 30 September 2024. We have committed to working towards a target ratio of **80%** unsecured debt to **20%** secured debt in the future.

We also observed growth in the asset-light business, with the maintenance and service plan fund continuing to provide an alternative source of funding.

Financing split



Fleet assets split



Reduced finance costs

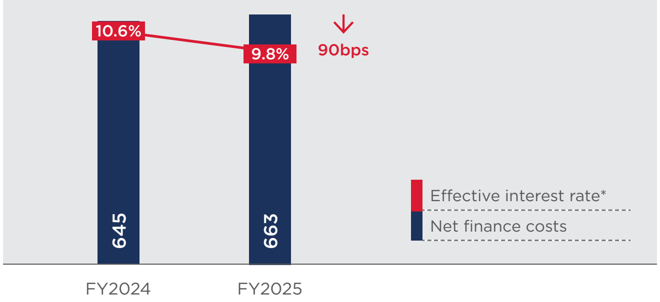
Zeda's funding initiatives reduced the cost of funding to an effective interest rate of 9.8%.

Zeda's average interest rate has declined, driven by falls in market rates and new funding initiatives. Effective interest rate (excluding IFRS 16) dropped by **0.7%**, while average debt levels increased by **R446 million** to **R6 309 million** (a **7.6%** rise).

Four **0.25%** rate cuts in FY2025 reduced the prime interest rate to **10.5%** by year-end. Net finance costs (including IFRS 16) increased by **5.94%**, driven by higher average debt levels. The net debt to fleet value (excluding inventory) rose from **55%** in fiscal 2024 to **57%** for the 2025 financial year. These levels of net debt relative to fleet value indicate that the business continues to generate positive cash flows to invest in new vehicles.

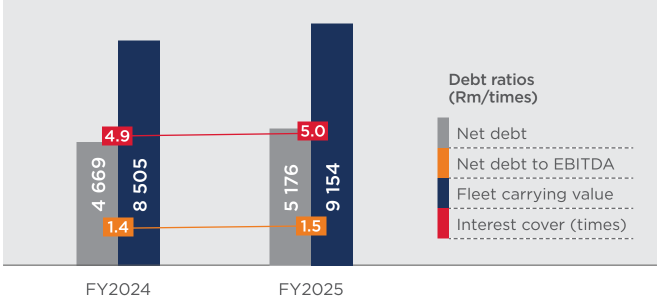
Zeda's net debt to EBITDA stands at **1.5 times** (FY2024: **1.4 times**), supported by a robust interest cover of **5.0 times** (FY2024: **4.9 times**). This remains comfortably within the financial debt covenants and demonstrates that our operating model is resilient to fluctuations in interest rates.

Net finance costs* (Rm/%)



* *Net finance costs excludes interest paid on IFRS 16 lease liabilities and capitalisation.*

Debt ratios



Maintaining a healthy statement of financial position enables Zeda to be prepared to seize high-return opportunities as they emerge, invest in information technology and data capabilities, and withstand unexpected economic downturns.

Capital allocation framework

Disciplined capital allocation is central to Zeda's business philosophy, ensuring all investments generate returns above the cost of capital, while supporting growth opportunities and delivering consistent dividends to shareholders.

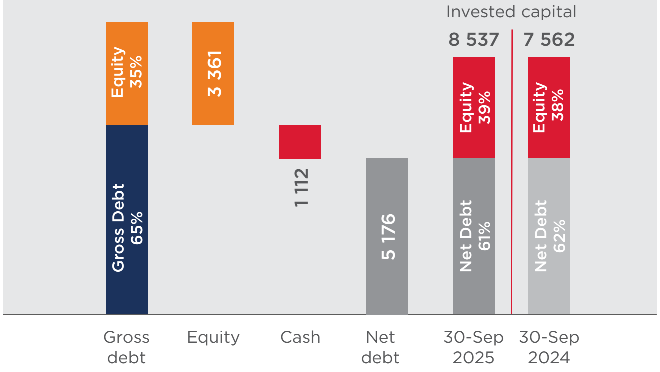
Our capital allocation framework delivered an ROIC of **14.7%** (2024: **14.3%**), surpassing our Group Weighted Average Cost of Capital of **10.8%**. The return on equity for the 2025 financial year is **21.9%**, which is **1.2%** lower than the previous year.

The capital expenditure focus areas in FY2026 will be similar to those in FY2025:

- Safety to protect our brand ambassadors and operations
- Replacement of assets to protect our revenue base, with an investment of **R3 995 million** (2024: **R3 710 million**)
- Growth in new segments and Greater Africa
- Investing in the roll-out of Zeda's IT and data strategies

Shareholder rewards included an interim dividend of **55 cents** per share and a full-year dividend of **126 cents** per share (total payout of **181 cents**, equivalent to **50%** of net profit after tax, on an annualised basis). There were no share buybacks this year. Refer to the CEO's report on page 3 for further details.

Capital structure at 30 September 2025* (R'million/times)



* *Excluding IFRS 16 liabilities.*
** *Gross debt is shown excluding capitalisation fees of R20.2 million.*

Cash flow outcomes

We continue to focus on ensuring we have the right policies, systems and controls in place to improve cash management.

Cash flow after dividends

R'million	FY2025	FY2024
Operating cash flows before working capital	**3 435**	3 476
Working capital movements	**3 187**	3 284
Replacement of fleet assets	**(3 995)**	(3 710)
Proceeds on disposal of leasing vehicles	**70**	72
Finance lease receivable movement	**(189)**	(238)
Net tax (paid)/received	**(147)**	(30)
Net interest and foreign exchange losses	**(622)**	(691)
Cash generated from operations before dividends and expansion capex	**1 739**	2 163
Cash flow utilised in investing activities	**67**	(12)
Cash inflow/(outflow) before dividends and expansion capex	**1 806**	2 151
Dividends paid (including minorities)	**(189)**	(99)
Cash (outflow)/inflow after dividends before expansion capex	**1 617**	2 052
Expansion capex	**(1 968)**	(1 828)
Net cash inflow/(outflow)	**(351)**	224

Zeda's credit rating from Moody's

Moody's affirmed Zeda's Ba3 rating with a stable outlook on 22 October 2025.

The rating action reflects that Zeda has maintained its ratings, and Moody's expects it to continue maintaining adequate credit metrics despite operating in a more competitive environment.

Long-term scale	Long-term national scale	Outlook
Ba3	A1.za	Stable

Looking toward FY2026 and beyond

Zeda's strategic emphasis on funding will remain and we will continue to refine our capital structure and lower our cost of funding. In addition, we will:

- Initiate a multi-year IT modernisation project to overhaul budgeting, forecasting and enterprise resource planning systems
- Investigate the establishment of a Domestic Treasury Management Company to enhance currency and liquidity management across Zeda's Greater Africa operations
- Continue diversifying funding sources and reducing funding costs
- Adapt to future skills requirements by recruiting candidates with expertise in areas such as process engineering, data science and computer science

We will continue to deliver on our promises in the year to come and demonstrate that we are a trusted and sustainable investment.

Thobeka Ntshiza
Group Finance Director

DIRECTORS' REPORT

The Board is pleased to present the consolidated and separate annual financial statements of Zeda Limited (the "**Group**") for the year ended 30 September 2025.

Compliance

The Board is satisfied that the Group has complied with and operates in conformity with the provisions of the South African Companies Act ("**Companies Act**"), the Company's Memorandum of Incorporation ("**MOI**") and any other applicable laws relating to its incorporation.

Nature of business

The Group is a non-manufacturing integrated vehicle mobility solutions business providing car rental, fleet management and leasing solutions in South Africa and 10 other countries in Sub-Saharan Africa. It is a services company with two primary areas of focus: car rental and leasing activities. Zeda Limited acquired a primary listing on the Main Board of the JSE on 13 December 2022.

Financial results and review

R'million	2025	(Restated) 2024	% change
Revenue	**10 649**	10 468	1.7
Operating profit	**1 623**	1 465	10.8
Basic earnings per share (cents)	**360**	320	12.5
Headline earnings per share (cents)	**361**	312	15.7
Net cash derived from financing activities	**233**	173	34.7

Revenue of **R10 649 million** (FY2024: R10 468 million) was up **1.7%** from the prior year. The operating profit of the Group increased by **10.8%** to **R1 623 million** (FY2024: R1 465 million). Group headline earnings per share of **361 cents** was **49 cents** above the headline earnings per share of **312 cents** in the prior year. Net cash inflow from financing activities was **R233 million** compared to the inflow of **R173 million** in the prior year.

Stated capital

The Company was incorporated on 17 May 2022 with an authorised share capital of 2 000 000 000 Zeda Limited Shares of no par value. No Zeda Limited Shares were issued on incorporation. A total of 200 Zeda Limited Shares were subsequently issued to Barloworld. A further 189 641 687 Zeda Limited Shares were issued to Barloworld as the consideration for the investment in the Avis Southern Africa Proprietary Limited ("**Avis Southern Africa**") Group.

For the purposes of the consolidated financial statements, the share capital is presented as being in issue from the first period presented. Further details of the authorised and issued stated capital of the Zeda Limited Group and Company are provided in note 26 of the consolidated financial statements and note 11 of the Company financial statements respectively.

Major shareholders*

Beneficial shareholdings 5% or more

Shareholder name	Total shareholding	% of issued capital
Zahid Tractor & Heavy Machinery Co. Limited	**35 891 755**	18.9%
Abax Investments Proprietary Limited	**17 368 807**	9.2%
Coronation fund Managers Limited	**9 738 219**	5.1%
Total	**62 998 781**	33.2%

* *As per the Share Register from Strate Proprietary Limited, dated 14 November 2025.*

DIRECTORS' REPORT continued

Borrowing powers

The Company's borrowing powers exercisable by the Directors are unlimited. The MOI does not provide for the borrowing powers of the Directors to be varied and any variation of such powers would accordingly require Zeda Limited ordinary shareholders ("**Zeda Limited Shareholders**") to approve a special resolution amending the MOI.

Capital expenditure and commitments

Details of the Group's capital commitments on property, plant and equipment, motor vehicles as well as intangible assets are set out in note 37 of the accompanying consolidated annual financial statements. Capital commitments will be financed by cash generated from operations and borrowing facilities.

Special resolutions

In the 2025 financial year, the shareholders of Zeda Limited passed the following:

- A special resolution valid for a period of two years authorising the payment of remuneration to Non-Executive Directors for their services as Directors for the 2025 financial year by the Company
- A special resolution authorising the Company to provide financial assistance as contemplated by section 45 of the Companies Act
- A special resolution granting the Company the general authority to acquire or repurchase up to 5% of the ordinary shares issued by the Company

Subsidiaries, associates and other investments

Details of interests in subsidiaries are disclosed on page 110 of the annual financial statements of the Company.

Details of interests in joint venture are outlined in note 18 of the consolidated annual financial statements of the Zeda Limited Group. Refer to note 28 on non-controlling interest.

Going concern

The consolidated and separate annual financial statements of Zeda Limited are prepared on the going concern basis.

The going concern assumption was approved by the Board on recommendation from the Audit Committee, after taking into consideration its available information about the profitability of the operations and the accessibility to financial resources for at least the next 12 months from 30 September 2025.

The Board has considered both near-term and longer-term funding requirements and is comfortable that Zeda Limited will have sufficient liquidity and funding sources to continue operating in the foreseeable future.

Liquidity and solvency

The Board reviewed the working capital report prepared by management to support the solvency and liquidity tests required in terms of section 4 of the Companies Act for all distributions.

Events after the reporting period

Events occurring after the reporting date, which are considered material to the consolidated and separate annual financial statements of Zeda Limited, are detailed in note 46.

DIRECTORS' REPORT continued

Directors

The Company is governed by the Board, which is responsible for ensuring that the Company complies with all its statutory and regulatory obligations, as specified in the Companies Act, the MOI, the JSE Listings Requirements, and the South African Financial Markets Act, among other applicable laws. The Board has constituted several Committees to assist the Board in discharging its duties, with the particulars of such Committees appearing below.

The composition of the Board on the date of this report is as follows:

Directors	Position	Appointment date	Sub-committees					
Lwazi Bam (Chairman)	Independent non-executive	12 December 2022				NomCo*	ITC*	
Yolanda Miya	Independent non-executive	10 June 2022	AC	RemCo*		NomCo	ITC	
Sibani Mngomezulu	Independent non-executive	10 June 2022		RemCo	SETC*		ITC	
Ngao Motsei	Independent non-executive	10 June 2022			SETC	NomCo		ITRC
Marna Roets	Independent non-executive	1 October 2023	AC	RemCo			ITC	ITRC*
Donald G Wilson	Independent non-executive	10 June 2022	AC*	RemCo				ITRC
Ramasela Ganda (Group Chief Executive Officer)	Executive	17 May 2022			SETC			
Thobeka Ntshiza (Group Finance Director)	Executive	17 May 2022						

- *AC: Audit Committee*
- *ITC: Investment and Transactions Committee*
- *ITRC: Information Technology and Risk Committee*
- *NomCo: Nomination Committee*
- *RemCo: Remuneration Committee*
- *SETC: Social, Ethics and Transformation Committee*

For the duration of the 2025 financial year, up to 15 October 2025, the Board included Ms Xoliswa Kakana, who served as an Independent Non-Executive Director from her appointment on 1 August 2023 until her resignation, effective 15 October 2025, due to ill health. Sadly, Ms Kakana has since passed away. The Board expresses its sincere appreciation for her invaluable contributions to Zeda and extends its deepest condolences to her family.

During her tenure, Ms Kakana served as Chairman of the Information Technology and Risk Committee ("**ITRC**"). Following her resignation, the Board approved the following changes to the composition of its Committees, effective 15 October 2025:

- Appointment of Ms Yolanda Miya as a member of the Investment and Transactions Committee
- Appointment of Ms Marna Roets as a member of the Remuneration Committee and as the new Chairman of the Information Technology and Risk Committee
- Transfer of Mr Donald G Wilson from the Investment and Transactions Committee to the Information Technology and Risk Committee

Mr Wilson continues to serve as Chairman of the Audit Committee. These changes were implemented to ensure the optimal balance of skills and experience across Zeda's Board Committees and to reinforce the integration of financial and non-financial risk oversight.

DIRECTORS' REPORT continued

Accordingly, the compositions of the Board Committees are as follows:

Audit Committee:
Donald G Wilson (Chairman)
Yolanda Miya
Marna Roets

Investment and Transactions Committee
Lwazi Bam (Chairman)
Yolanda Miya
Sibani Mngomezulu
Marna Roets

Remuneration Committee
Yolanda Miya (Chairman)
Marna Roets
Sibani Mngomezulu
Donald G Wilson

Social, Ethics and Transformation Committee
Sibani Mngomezulu (Chairman)
Ngao Motsei
Ramasela Ganda

Information Technology and Risk Committee
Marna Roets (Chairman)
Donald G Wilson
Ngao Motsei

Nomination Committee
Lwazi Bam (Chairman)
Yolanda Miya
Ngao Motsei

The remuneration paid to Directors is disclosed in note 40.1: Directors' remuneration to the consolidated annual financial statements of the Group.

Directors' and Prescribed Officers' interest in Zeda Limited Shares

As detailed in the remuneration report, Ramasela Ganda (Group Chief Executive Officer) and Thobeka Ntshiza (Group Finance Director) were granted retention awards. The shares are subject to a minimum shareholding requirement ("**MSR**") policy, which requires certain executives to build up and hold a minimum number of shares, as set out in the remuneration report).

Interest of Directors and Prescribed Officers of the Company in share capital

The aggregate beneficial holdings as of 30 September 2025 of the Directors of the Company and their immediate families (none of which has a holding in excess of 1%) in the issued ordinary shares of the Company are detailed below. There has been no change in the beneficial holdings between the end of the financial year and the date of the approval of the annual financial statements for the 2025 financial year.

DIRECTORS' REPORT continued

Directors' and Prescribed Officers' interest in Zeda Limited Shares continued

Name	2025 Direct beneficial	2025 Indirect beneficial	2025 Total	2025 % of issued Zeda Limited ordinary share capital
Zeda Limited ordinary shares				
Lwazi Bam	–	–	–	–
Xoliswa Kakana	–	–	–	–
Yolanda Miya	–	–	–	–
Sibani Mngomezulu	1 385	–	1 385	**
Ngao Motsei	–	–	–	–
Marna Roets	–	–	–	–
Donald G Wilson	69 997	–	69 997	0.04
Ramasela Ganda	76 474	580 854	657 328	0.35
Thobeka Ntshiza	56 620	272 153	328 773	0.17
Tlhabi Ntlha	51 572	23 810	75 382	0.04
Litha Nkombisa	100 781	–	100 781	0.05
Total	**356 829**	**876 817**	**1 233 646**	**0.65**

** *Less than 0.01%.*

Name	2024 Direct beneficial	2024 Indirect beneficial	2024 Total	2024 % of issued Zeda Limited ordinary share capital
Zeda Limited ordinary shares				
Lwazi Bam	–	–	–	–
Xoliswa Kakana	–	–	–	–
Yolanda Miya	–	–	–	–
Sibani Mngomezulu	1 385	–	1 385	**
Ngao Motsei	–	–	–	–
Marna Roets	–	–	–	–
Donald G Wilson	69 997	–	69 997	0.04
Ramasela Ganda	76 474	489 431	565 905	0.30
Thobeka Ntshiza	56 620	234 873	291 493	0.15
Tlhabi Ntlha	45 105	–	45 105	0.02
Litha Nkombisa	100 781	–	100 781	0.05
Total	350 362	724 304	1 074 666	0.57

** *Less than 0.01%.*

Auditors

SNG Grant Thornton was appointed as the external auditor of the Zeda Limited Group and will continue in office in accordance with section 94(7) of the Companies Act. At the forthcoming Annual General Meeting, shareholders will be requested to approve the appointment of SNG Grant Thornton as the registered independent external auditors of Zeda Limited for the 2026 financial year and to confirm M Joosub as the lead designated independent external auditor.

Approval of the audited consolidated and separate annual financial statements

Based on the recommendation of the Audit Committee, the Board has approved the audited consolidated and separate annual financial statements of the Zeda Limited Group for the year ended 30 September 2025.

DIRECTORS' RESPONSIBILITY AND APPROVAL

The Board has the pleasure of presenting the consolidated and separate financial statements of the Zeda Limited Group and the Company for the year ended 30 September 2025.

The Board is responsible for the maintenance of adequate accounting records and the preparation, integrity and fair presentation of the audited consolidated and separate annual financial statements of the Group. The audited consolidated and separate annual financial statements have been prepared in accordance with IFRS® Accounting Standards ("**IFRS Accounting Standards**") as issued by the International Accounting Standards Board ("**IASB**"), the Companies Act, the SAICA Financial Reporting Guides as issued by the Accounting Practices Committee and Financial Reporting Pronouncements as issued by the Financial Reporting Standards Council ("**FRSC**"), and the JSE Listings Requirements.

The Group Finance Director's report discussed the results of operations for the year and those matters that are material for an appreciation of the state of affairs and business of the Company and of the Group.

The Board is also responsible for the oversight of the Zeda Limited Group's system of internal controls. This responsibility includes designing, implementing and maintaining internal controls relevant to the preparation and fair presentation of financial statements that are free from material misstatement, whether due to fraud or error. The systems are implemented and monitored by suitably trained employees with appropriate segregation of authority and duties. Nothing has come to the attention of the Board to indicate that any material breakdown in the functioning of these controls, procedures and systems has occurred during the current year.

The Board has reviewed the appropriateness of the accounting policies and concluded that estimates and judgements are prudent. The Board is of the opinion that the financial statements fairly present in all material respects the state of affairs and business of the Zeda Limited Group and Company at 30 September 2025 and of the profit for the year to that date.

In addition, the Board has also reviewed the cash flow forecast for the year to 30 September 2025 and is satisfied that the Company and its subsidiaries have adequate resources to continue in operational existence for the foreseeable future. Accordingly, the financial statements have been prepared on a going concern basis.

The Zeda Limited Group's independent external auditors, SizweNtsalubaGobodo Grant Thornton Inc., have audited the consolidated and separate annual financial statements for the year ended 30 September 2025, in conformity with International Standards on Auditing. Refer to their unmodified report on pages 23 to 26.

The financial statements were approved by the Board on the 24 November 2025, for issue on 25 November 2025 and were signed on its behalf by:

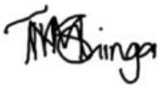
Ramasela Ganda
Group Chief Executive Officer
Authorised Director
24 November 2025

Thobeka Ntshiza
Group Finance Director
Authorised Director
24 November 2025

PREPARER OF FINANCIAL STATEMENTS

for the year ended 30 September 2024

These financial statements have been prepared by the Zeda Limited finance team under the supervision of Thobeka Ntshiza, Group Finance Director, CA(SA).



Thobeka Ntshiza
Group Finance Director
24 November 2025

CERTIFICATE BY COMPANY SECRETARY

To the Shareholders of Zeda Limited

In my capacity as the Company Secretary, I hereby certify that, to the best of my knowledge and belief, Zeda Limited has lodged with the Companies and Intellectual Property Commission all such returns and notices as are required of a public company in terms of the Companies Act, 71 of 2008 (as amended).

Further, I certify that such returns and notices are, to the best of my knowledge and belief, true, correct and up to date.

Chioneso Sakutukwa
Group Company Secretary
24 November 2025

GROUP CHIEF EXECUTIVE OFFICER AND GROUP FINANCE DIRECTOR'S RESPONSIBILITY STATEMENT

Each of the Directors, whose names are stated below, hereby confirm that:

(a) the annual financial statements on pages 34 to 108, fairly present in all material respects, the financial position, the financial performance and cash flows of Zeda Limited in terms of IFRS Accounting Standards;
(b) to the best of our knowledge and belief, no facts have been omitted or untrue statements made that would make the annual financial statements false or misleading;
(c) internal financial controls have been put in place to ensure that material information relating to Zeda Limited and its consolidated subsidiaries have been provided to effectively prepare the financial statements of Zeda Limited;
(d) the internal financial controls are adequate and effective and can be relied upon in compiling the annual financial statements, having fulfilled our role and function as Executive Directors with primary responsibility for implementation and execution of controls;
(e) where we are not satisfied, we have disclosed to the Audit Committee and the auditors any deficiencies in design and operational effectiveness of the internal financial controls, and have taken steps to remedy the deficiencies; and
(f) we are not aware of any fraud involving Directors.

Ramasela Ganda
Group Chief Executive Officer
24 November 2025

Thobeka Ntshiza
Group Finance Director
24 November 2025

INDEPENDENT AUDITOR'S REPORT

SNG Grant Thornton

To the Shareholders of Zeda Limited
Report on the Audit of the Consolidated and Separate Financial Statements

Opinion

We have audited the consolidated and separate financial statements of Zeda Limited and its subsidiaries (the group and company) set out on pages 34 to 108, which comprise the consolidated and separate statements of financial position as at 30 September 2025; and the consolidated and separate statements of profit or loss and other comprehensive income; the consolidated and separate statements of changes in equity; and the consolidated and separate statements of cash flows for the year then ended; and notes to the consolidated and separate financial statements, including material accounting policy information.

In our opinion, the consolidated and separate financial statements present fairly, in all material respects, the consolidated and separate financial position of Zeda Limited and its subsidiaries as at 30 September 2025, and its consolidated and separate financial performance and consolidated and separate cash flows for the year then ended, in accordance with IFRS® Accounting Standards as issued by the International Accounting Standards Board and the requirements of the Companies Act of South Africa.

Basis for Opinion

We conducted our audit in accordance with International Standards on Auditing (ISAs). Our responsibilities under those standards are further described in the *Auditor's Responsibilities for the Audit of the Consolidated and Separate Financial Statements* section of our report. We are independent of the group and company in accordance with the Independent Regulatory Board for Auditors' *Code of Professional Conduct for Registered Auditors* (IRBA Code) and other independence requirements applicable to performing audits of financial statements in South Africa. We have fulfilled our other ethical responsibilities in accordance with the IRBA Code and in accordance with other ethical requirements applicable to performing audits in South Africa. 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)*. We believe that the audit evidence we have obtained is sufficient and appropriate to provide a basis for our opinion.

In terms of the IRBA Rule on Enhanced Auditor Reporting for the Audit of Financial Statements of Public Interest Entities, published in Government Gazette No. 49309 dated 15 September 2023 (EAR Rule), we report:

Final Materiality:

The International Standards of Auditing recognise that:

- misstatements, including omissions, are considered to be material if the misstatements, individually or in the aggregate, could reasonably be expected to influence the economic decisions of users taken on the basis of the financial statements;
- judgements about materiality are made in light of surrounding circumstances, and are affected by the size or nature of a misstatement, or a combination of both; and
- judgements about matters that are material to users of the financial statements considering users as a group rather than as specific individual users, whose needs may vary greatly.

The amount we set as materiality represents a quantitative threshold used to evaluate the effect of misstatements to the financial statements as a whole, based on our professional judgement. Qualitative factors are also considered in making final determinations regarding what is material to the financial statements.

	Financial Statements - Consolidated	Financial Statements - Separate
Overall materiality	R51 251 320	R22 524 962
How we determined it	0.5% of revenue	0.5% of total assets
Rationale for benchmark applied	We have selected revenue as the most appropriate benchmark as we believe that profit – focused entities are principally evaluated by users on their ability to generate revenue. We chose 0,5% based on our professional judgement, after consideration of the range of quantitative materiality thresholds that would typically apply when using revenue from contracts with customers as a benchmark for profit-orientated entities in this sector.	We have selected total assets as the most appropriate benchmark due to the standalone company being an investment company. The total assets are the basis against which the performance of the company is commonly evaluated by users and assessed for performance of investments. We chose 0.5% based on our professional judgement, which is consistent with quantitative materiality thresholds used for investment entities in this sector.

Group Audit Scope

We tailored the scope of our audit in order to perform sufficient work to enable us to provide an opinion on the consolidated financial statements as a whole, taking into account the structure of the Group, the accounting processes and controls, and the industry in which the Group operates.

We considered the Group's organization or legal structure and its financial reporting processes when identifying components for purposes of planning and performing audit procedures.

In establishing the group audit scope, we considered those components which will be subject to further audit procedures and the scope of work to be performed at these components.

INDEPENDENT AUDITOR'S REPORT continued

SNG Grant Thornton

In determining which components will be subject to audit procedures, we considered whether these components are significant (due to risk or size), non-significant or inconsequential to the Group.

We conducted full scope audits on four components and specific scope audits on ten components where our procedures were more focused or limited to specific accounts, which we considered had the potential for the greatest impact on the significant accounts in the financial statements given the specific risks identified.

Analytical review procedures were performed over the remaining components that were non-significant and inconsequential to the Group.

We determined the type of work that needed to be performed by us, as the group auditor and component auditors from within the firm operating under our instruction. Where the work was performed by a component auditor, we determined the level of involvement we needed to have in the audit work at that component to be able to conclude whether sufficient appropriate audit evidence had been obtained as a basis for our opinion on the consolidated financial statements as a whole.

Key Audit Matters

Key audit matters are those matters that, in our professional judgement, were of most significance in our audit of the consolidated and separate financial statements of the current period. These matters were addressed in the context of our audit of the consolidated and separate financial statements as a whole, and in forming our opinion thereon, and we do not provide a separate opinion on these matters. We have determined that there are no key audit matters to communicate in respect of the separate financial statements.

In terms of the EAR Rule, we are required to report the outcome of audit procedures or key observations with respect to the key audit matters, and these are included below.

Key Audit Matter	How the matter was addressed in the audit

Valuation of contract liabilities and recognition of Revenue from long term maintenance and repair contracts.
 	
The Group is contractually obliged to provide the maintenance and services on its Full Maintenance Lease contracts and on its Manufacturer Upfront contracts over a future specified period. At 30 September 2025, the value of the liability is R708 million (2024: R664 million).
 	
The determination of the contract liabilities and the recognition of the related revenue in accordance with IFRS 15 – Revenue from Contracts with Customers is complex and requires significant judgements and assumptions.
 	
The contract liabilities' carrying amount is calculated as the present value of premiums (the allocated consideration) less present value of future costs to fulfill the contractual obligations.
 	
Future expected costs are determined based on the following key assumptions:
 	
• Inflation on:
  – vehicle parts, consumables, and tyres;
  – Labour rates;
• Foreign exchange rates;
• Loading rate (based on actual termed vehicles); and
• Discount rates applied.
 	
The complexity in applying the accounting standards includes the following:
 	
• Determining whether the services rendered fall within the scope of IFRS 15 Revenue from Contracts with Customers;
• Identifying the performance obligations of the group; and
• Determining the timing of when the performance obligation has been met in order to recognise revenue
 	
Due to the complex nature of the transactions, external actuarial valuation specialists are engaged by management to perform valuation of the maintenance fund.
 	
Valuation of contract liabilities and recognition of revenues has been determined to be a Key Audit Matter due to complexity of the actuarial assumptions together with the quantum of the contract liabilities and consequential revenue recognised.
 	
The disclosure related to the contract liabilities is contained in note 29 of the consolidated financial statements.
	Our audit procedures included, among others:
	
	• Obtaining an understanding of the contracts, including the nature of the services to be provided to the customer;
	• Together with the assistance of our technical reporting specialists, we considered the following matters:
	  – The appropriateness of the application of the IFRS Accounting Standards in determining whether these contracts, including the goods and services promised to the customer are within the scope of IFRS 15 Revenue from Contracts with Customers;
	  – Whether the performance obligations and the timing of revenue recognition is appropriate and in accordance with the requirements of the IFRS Accounting Standards;
	  – Whether the judgements made by management are appropriate and reflects the substance of the arrangements; and
	  – Whether the disclosures included in the financial statements are appropriate and in accordance, in all material aspects, with the requirements of the IFRS Accounting Standards.
	• Together with the assistance of our Actuarial specialists, we assessed the reasonableness of the key assumptions that management made in determining the carrying value of the contract liabilities.
	• Our Actuarial specialists focused on the adequacy of the liability in respect of the future obligations of the group in fulfilling its contractual performance obligations. These procedures included:
	  – Assessing the independence, objectivity, competence, and experience of management's specialists;
	  – Assessing the appropriateness of the financial models utilised by management's specialists;
	  – Testing the forecasted burn rates which are derived from key assumptions used in the financial models; and
	  – Verifying the reasonableness of the ranges applied to sensitivities of the key assumptions.
	• We further tested the design, implementation, and operating effectiveness of the following controls which management has in place over the valuation of the contract liabilities:
	  – Capturing of new contracts;
	  – The authorisation of the claims;
	  – Termination of lapsed contracts; and
	  – The review of unearned fund monthly reconciliations.
	• Tested mathematical accuracy of the contract liabilities.
	
	The results of our procedures listed above were satisfactory and we found the valuation of the maintenance fund to be acceptable.

INDEPENDENT AUDITOR'S REPORT continued

SNG Grant Thornton

Key Audit Matter	How the matter was addressed in the audit
Car Rental Segment - Valuation of Rental Vehicles and change in accounting estimate The rental fleet accounts for 30% of total assets making it a significant balance in the financial position of Zeda Group. The Group holds rental vehicles whose residual values are constantly reviewed for appropriateness based on market values. This includes used car market values, average selling prices as well as historical cost of the vehicles sold. The changes in the residual value are accounted for prospectively. At 30 September 2025, the value of the rental vehicles is R4.2 billion (2024: 3.8 billion). In the current year, management developed a more detailed approach in determining the residual values of the rental vehicles using all available data sources, including but not limited to the make and model of the vehicle, the age and mileage of the vehicle as well as the current external sales data and internal sales data. This resulted in a change in estimate that was prospectively applied with a decrease of R183.7 million in the depreciation recorded under cost of sales and an increase in income tax expense of R49.6 million for the year. The model applied by management requires significant judgement and use of multiple inputs that could portray different values. The change in the method used to reassess the residual value of the rental fleet has been determined to be a Key Audit Matter due to the multiple data sources used. Further, the reassessment adjustment had a significant effect on the financial statements. The disclosure related to the rental fleet and change in estimate is contained in note 21 and note 2.1 of the consolidated financial statements	**Our procedures included, among others:** • Obtaining an understanding of how management determines the residual values, how they verify their data sources as well as the journals processed to account for any resulting adjustments. • Assessed the appropriateness of the determined residual value by recalculating the average selling prices using the audited sales listing; for vehicles with no recent sales data, recalculated the residual value by obtaining external sales prices from similar companies. • We used the recalculated residual values to compute the depreciation and compared our calculation to management's calculation. • On an overall basis, recalculated the depreciation adjustment and compared it to management's calculation. • Confirmed that the residual value assessment was performed for active vehicles The results of our procedures listed above were satisfactory and we found the valuation of the rental fleet to be acceptable.

Other Information

The directors are responsible for the other information. The other information comprises the information included in the document titled "Zeda Limited Annual Financial Statements for the year ended 30 September 2025", which includes the Directors' Report, the Audit Committee's Report and the Company Secretary's Certificate as required by the Companies Act of South Africa, which were obtained prior to the date of this auditor's report. The other information does not include the consolidated or the separate financial statements and our auditor's reports thereon.

Our opinion on the consolidated and separate financial statements does not cover the other information and we do not express an audit opinion or any form of assurance conclusion thereon.

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

Responsibilities of the Directors for the Consolidated and Separate Financial Statements

The directors are responsible for the preparation and fair presentation of the consolidated and separate financial statements in accordance with IFRS Accounting Standards as issued by the International Accounting Standards Board and the requirements of the Companies Act of South Africa, and for such internal control as the directors determine is necessary to enable the preparation of consolidated and separate financial statements that are free from material misstatement, whether due to fraud or error.

In preparing the consolidated and separate financial statements, the directors are responsible for assessing the group and company's ability to continue as a going concern, disclosing, as applicable, matters related to going concern and using the going concern basis of accounting unless the directors either intend to liquidate the group and/or company or to cease operations, or have no realistic alternative but to do so.

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

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

INDEPENDENT AUDITOR'S REPORT continued

SNG Grant Thornton

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

- Identify and assess the risks of material misstatement of the consolidated and separate financial statements, whether due to fraud or error, design and perform audit procedures responsive to those risks, and obtain audit evidence that is sufficient and appropriate to provide a basis for our opinion. The risk of not detecting a material misstatement resulting from fraud is higher than for one resulting from error, as fraud may involve collusion, forgery, intentional omissions, misrepresentations, or the override of internal control.
- Obtain an understanding of internal controls relevant to the audit to design audit procedures that are appropriate in the circumstances, but not for the purpose of expressing an opinion on the effectiveness of the group and the company's internal control.
- Evaluate the appropriateness of accounting policies used and the reasonableness of accounting estimates and related disclosures made by the directors.
- Conclude on the appropriateness of the directors' use of the going concern basis of accounting and based on the audit evidence obtained, whether a material uncertainty exists related to events or conditions that may cast significant doubt on the group and/or company's ability to continue as a going concern. If we conclude that a material uncertainty exists, we are required to draw attention in our auditor's report to the related disclosures in the consolidated and separate financial statements or, if such disclosures are inadequate, to modify our opinion. Our conclusions are based on the audit evidence obtained up to the date of our auditor's report. However, future events or conditions may cause the group and/or company to cease to continue as a going concern.
- Evaluate the overall presentation, structure and content of the consolidated and separate financial statements, including the disclosures, and whether the consolidated and separate financial statements represent the underlying transactions and events in a manner that achieves fair presentation.
- Plan and perform the group audit to obtain sufficient appropriate audit evidence regarding the financial information of the entities or business units within the group as a basis for forming an opinion on the consolidated financial statements. We are responsible for the direction, supervision and review of the audit work performed for the purposes of the group audit. We remain solely responsible for our audit opinion.

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

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

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

Report on Other Legal and Regulatory Requirements

Audit Tenure

In terms of the IRBA Rule published in Government Gazette No. 39475 dated 4 December 2015, we report that SizweNtsalubaGobodo Grant Thornton Inc. has been the auditor of Zeda Limited for 4 years.

Muhammad Joosub CA (SA)
Registered Auditor
Director

SizweNtsalubaGobodo Grant Thornton Inc.
152 14th Road, Noordwyk, Midrand, 1687
24 November 2025

Audit Committee report

Donald G Wilson
Chairman: Audit Committee

Introduction

The Audit Committee is pleased to present its report for the year ended 30 September 2025, in accordance with the requirements of the South African Companies Act No. 71 of 2008, as amended (Companies Act), the JSE Listings Requirements, and the principles of the King IV Report on Corporate Governance™ for South Africa, 2016 (“**King IV**”).

Since the separation of the Audit Committee and the Information Technology and Risk Committee in FY2024, the Audit Committee’s mandate remains focused on financial reporting, assurance and internal controls.

Reflecting on Zeda’s control maturity, I am pleased with our progress over the last three years.

A key highlight for Zeda this year was the successful launch of a R5 billion Domestic Medium-Term Note Bond programme, the inaugural bond auction in March 2025, and the subsequent conclusion of the Common Terms Agreement, which moved Zeda towards unsecured funding and simplified the covenant structure. The Committee oversaw these developments.

Ongoing improvements to the internal control environment continue. Looking ahead, we recognise that Zeda needs to enhance the use of technology in financial systems to improve machine-driven decision-making and to recruit technology talent with data skills within the finance function.

A formal Group tax risk policy has been adopted, and an annual tax risk assessment process is in place. In South Africa, we concentrated on ongoing compliance and tax efficiency. Across our Sub-Saharan African operations, we strengthened our transfer pricing monitoring, adapted our systems and processes to meet changing tax filing requirements in Zambia and Namibia, and continued to improve in-country expert tax support. Ongoing tax risk assessments will persist in monitoring and responding to legislative changes.

Roles and responsibilities

The Committee's terms of reference ensure that it performs its duties in accordance with King IV, the Companies Act, and the JSE Listings Requirements. The Committee confirms it has addressed all matters required by its terms of reference for the financial year.

The Committee is primarily responsible for overseeing the Group's:

- Financial reporting processes and the financial risks that may affect the integrity of financial reporting
- Internal controls, including evaluating and approving the combined assurance framework as prepared by the Information Technology and Risk Committee
- Relationship with the external auditors, including assessing the auditor's expertise and independence
- Assessment of the effectiveness and independence of the internal auditors
- Going concern assessment for recommendation to the Board
- Monitoring of compliance with the debt financial covenants
- Evaluation of new changes in International Financial Reporting Standards that may affect the Group.

Through these responsibilities, the Committee ensures robust financial governance, transparent reporting, and compliance with the Group's relevant legal and regulatory requirements.

Composition

The Committee consists of four Independent Non-Executive Directors elected annually at the Annual General Meeting for one year.

Composition at 30 September 2025

Name	Position
Donald G Wilson	Chairman, Independent Non-Executive Director
Xoliswa Kakana*	Independent Non-Executive Director
Yolanda Miya	Independent Non-Executive Director
Marna Roets	Independent Non-Executive Director

* *Resigned 15 October 2025.*

The Board believes that the Committee members collectively possess the knowledge and experience to consider the following matters:

- Preparation and presentation of the consolidated and company's annual financial statements as well as the annual integrated report
- Internal financial controls
- External and internal audit processes and governance
- Corporate governance processes within the Group relating to financial reporting
- Financial risk management

Meeting attendance

The Committee met seven times this year.

	Meeting attendance			
Meeting date	Donald G Wilson	Xoliswa Kakana	Yolanda Miya	Marna Roets
14 Nov 2024	X	X	X	X
18 Nov 2024	X	X	X	X
24 Feb 2025	X	X	X	X
14 May 2025	X	–	X	X
19 May 2025	X	–	X	X
21 May 2025	X	–	X	X
19 Sept 2025	X	–	X	X

* *Joint sitting with SETC to recommend the integrated report was on 2 December 2024.*

The Committee Chairman holds regular discussions with the management team, allowing for a direct exchange of relevant information and updates on ongoing matters.

Both the internal audit and external auditors have direct and unrestricted access to the Chairman of the Audit Committee and the Committee itself to reinforce oversight. This includes private sessions without management present, held throughout the year, where they can openly discuss any concerns or observations relevant to the Committee's duties. These sessions promote open dialogue, strengthening the independence and effectiveness of the Committee's oversight role, thereby reinforcing its independent oversight of both internal and external assurance providers.

Board Committee evaluations

The Committee's performance is reviewed as part of the Board's effectiveness review.

Acorim Proprietary Limited conducted the Board's inaugural assessment in FY2024. The review evaluated the effectiveness of the Board and its Committees. All Directors took part in the process, which involved one-on-one interviews and customised questionnaires. The evaluation was carried out fairly, thoroughly, and promptly.

The evaluation of the Audit Committee covered the following areas:

- Board focus and business strategy
- Board composition, skills, and performance
- Board contribution and participation
- Roles, duties, and responsibilities of Directors, management and committee support
- Independence, conflicts of interest, and Directors' capacity

The evaluation findings were presented to the Board, indicating no material concerns. The evaluation concluded that the Audit Committee functions effectively and that there is good communication between the Committees and the Board, as well as between the Board and the Executive Committee.

The next formal Board and Committee evaluation will be conducted in FY2026.

External audit considerations

The Committee, among other matters:

- In terms of the IRBA requirements and JSE requirement 3.84(4)(g)(iii), performed its duties in assessing the suitability of the external auditor and the designated individual auditor. It was provided with all decision letters and explanations issued by the Independent Regulatory Board for Auditors (IRBA), as well as any summaries relating to monitoring procedures and deficiencies issued by the IRBA. In particular, the Committee reviewed the internal quality assurance reviews conducted by SNG Grant Thornton as part of its quality strategy.
- Considered and was satisfied with the independence and effectiveness of the external auditor. It confirmed that the criteria for independence, as set out in the rules of the IRBA and other relevant international bodies, were followed.
- Received confirmation from the external auditors that SNG Grant Thornton is independent of Zeda Limited and its subsidiaries and that its independence was not in any way impaired.
- Confirmed Muhammad Joosub, the designated individual audit partner, is appropriate for the FY2025 audit. This was his first year in the role, having replaced Neridha Moodley, who had been the partner since FY2020. The planned audit-partner rotation was therefore completed in FY2025.
- Agreed to recommend to shareholders that SNG-Grant Thornton be reappointed as independent external auditors and Muhammad Joosub be reappointed as the designated audit partner of Zeda Limited and its subsidiaries for FY2026. This complies with the Companies Act, the JSE Listings Requirements, and other applicable legal and regulatory requirements.
- Considered and confirmed the proposed external audit fees and approved the engagement letter for FY2025.
- Reviewed the non-audit services policy and confirmed Zeda's compliance with the non-audit services policy. Non-audit services comprised less than 15% of the audit fees in FY2025.
- Considered any reported control weaknesses and management's response to their mitigation and improvement and assessed the impact of such weaknesses on the overall control environment.
- Reviewed the adequacy and completeness of the first-year financial reporting of Zeda Financing Limited ("**ZFL**") for the 2025 annual financial statements.
- ZFL was incorporated on 20 March 2024. It remained dormant throughout the 2024 financial year and commenced operations during the current financial year. Zeda Financing Limited registered a Domestic Medium-Term Note ("**DMTN**") programme with the JSE Limited on 13 January 2025. The DMTN programme is guaranteed by Zeda Limited, Zeda Car Leasing Proprietary Limited, and Zenith Car Rental Proprietary Limited. In the 2025 financial year, ZFL issued two senior unsecured listed bonds.
- Furthermore, ZFL entered into the CTA, which established standardised terms for multiple lenders to rank pari passu and participate through a uniform legal agreement, removing the need to sign numerous individual agreements with differing terms and conditions. This has enabled the Group to further reduce funding costs, increase the proportion of unsecured debt, and streamline financial covenants.
- Met separately with both management and external auditors.

Accounting practices and key audit matters

The Committee reviewed the accounting policies, including significant areas of judgement and estimation, in the Company and consolidated annual financial statements for FY2025 for compliance with the:

- Provisions of the Companies Act
- International Financial Reporting Standards ("**IFRS**")
- JSE Listings Requirements

The Committee reviewed all new applicable standards, interpretations, and amendments that have not yet been adopted but are expected to influence future financial reporting. The Committee also examined the associated disclosures in the annual financial statements.

The Committee ensured that all comments and recommendations made in JSE Proactive Monitoring reports were properly considered and addressed in the preparation of the financial statements for the financial year ending 30 September 2025.

Key audit matters:

The external auditors have identified two key audit matters for FY2025. These are the valuation of contract liabilities, consistent with FY2024 reporting, and the valuation of rental vehicles and changes in accounting estimates.

Leasing Segment: Valuation of contract liabilities and recognition of revenue from long- term maintenance and repair contracts

The Group is contractually obliged to provide maintenance and services under its full maintenance lease contracts and manufacturer upfront contracts over a specified future period. The assessment of the adequacy of the contract liabilities and the recognition of the related revenue are in accordance with IFRS 15: Revenue from Contracts with Customers. Management has engaged specialists to assist with evaluating the adequacy of the liabilities.

Car Rental Segment: Valuation of Rental Vehicles and change in accounting estimate

The Group's rental vehicles have residual values that are regularly reviewed for accuracy based on market values, including used car market prices, average selling prices, and the historical costs of sold vehicles. Changes in residual values are recognised prospectively. Management's review aligns with the requirements of IAS 16 Property, Plant and Equipment.

In the current year, management developed a more detailed approach in determining the residual values of the rental vehicles using all available data sources, including but not limited to the make and model of the vehicle, the age and mileage of the vehicle as well as the current external sales data and internal sales data.

Refer to the SNG Grant Thornton audit report for further details on key audit matters.

Internal audit considerations

The internal audit function is outsourced to KPMG. The Committee reviewed and approved the:

- Internal audit charter
- Internal auditors' appointment
- Internal audit plan for FY2026
- Internal audit fees

The scope of internal audit work involves examining and assessing the adequacy and effectiveness of Zeda's internal financial controls system. An internal audit is necessary to evaluate and reassure the Committee of the effectiveness of the internal financial controls and governance processes.

The Committee reviewed the results of all assessments carried out during FY2025 and is satisfied with the management's commitments to resolve the identified issues.

The internal audit partner, Ashley Smith, reports functionally to the Committee Chairman and administratively to the Group Finance Director ("**GFD**"). The Committee is satisfied that the internal audit partner and his team are independent and have the appropriate qualifications, expertise and experience to fulfil their duties.

Combined assurance considerations

The Committee approved Zeda's Combined Assurance Framework, as prepared by the Information Technology and Risk Committee, and confirmed that it aligns with King IV requirements and the Institute of Internal Auditors' Combined Assurance Model as a best practice benchmark.

Based on the Group's risk analysis, the Committee approved the FY2025 combined assurance model and acknowledged the work of internal and external auditors as third-line assurance providers. The Committee assessed the impact of deficiencies identified on the control environment and management's response to those weaknesses. The Committee also reviewed management reports in relevant areas as first and second-line assurance providers.

Expertise and experience of the GFD and the finance function

The Committee:

- Reviewed the performance and confirmed the suitability and expertise of the GFD, Thobeka Ntshiza
- Considered and was satisfied with the appropriateness of the expertise, diversity, and adequacy of resources of the Group's financial function and the effectiveness of the senior members of management responsible for the financial function

Adequacy and functioning of the internal controls

The Committee reviewed various reports from both internal and external auditors. Based on these reports, the Committee is satisfied that the control environment remains stable and that no material issues would have led to a misstatement of the audited consolidated and separate annual financial statements. The Committee is also confident that the internal financial controls are sufficient for preparing the audited Company and consolidated annual financial statements.

The Committee noted reported findings and management's proposed remedial actions to address any shortcomings in the control environment. The Committee is satisfied that these actions will improve the control environment.

For FY2025, the internal auditors confirmed that, in their opinion, Group operations had a system of internal controls that were sufficient to enable the preparation of financial information compliant with IFRS and in the manner required by the Companies Act. The Committee confirmed there is no reason to believe that there were any material breakdowns in the design and operational effectiveness of the internal controls system during the year.

The Committee received assurance from the internal audit, which confirmed their assessment that the internal financial controls for financial reporting were evaluated and found to be adequate to support the responsibility statement by the Group CEO and the GFD, as required by paragraph 3.84(4)(k) of the JSE Listings Requirements relating to the responsibility statement.

Financial reporting considerations

The Committee discharged its responsibilities regarding financial reporting, as contained in its mandate, including, but not limited to, the following activities:

- Reviewed the assessment prepared by management to support the Board's going concern statement at reporting dates in accordance with financial reporting requirements. The Committee confirmed and recommended to the Board that the going concern basis of preparation is appropriate for the consolidated and separate financial statements of Zeda Limited.
- Reviewed the working capital report prepared by management to support the solvency and liquidity tests required by Section 4 of the Companies Act for all distributions.
- Reviewed the appropriateness of the accounting policies, financial controls, records, and financial reporting processes.
- Reviewed the Zeda Group tax reporting framework and tax risk management processes for adequacy and appropriateness to meet the regulatory requirements in the various territories where we operate.
- Monitored the implementation of a group consolidation reporting tool.
- Assessed the accuracy of data and the model used for the change in estimate regarding residual values and depreciation for the rental fleet, as well as the disclosure in the financial report of the impact resulting from the change in estimate.
- Reviewed and recommended to the Board for approval:
  - The interim results and the SENS announcement for the period ended 31 March 2025
  - The Zeda Limited Company and Consolidated financial statements for FY2025
  - The SENS Short-form Announcement
  - Zeda Limited summarised financial statements for FY2025
  - Zeda Financing Limited Company financial statements for FY2025

Outlook and continuing focus areas

Looking to FY2026 and beyond, the Committee will oversee the continued enhancement of the control environment, the quality of financial reporting, and the integration of systems across the Group. With IFRS 18: Presentation and Disclosure in Financial Statements taking effect in January 2027, the Committee will ensure that a revised income statement presentation template and supporting reporting tool are developed and implemented in good time.

The Committee will also monitor the progressive automation of financial processes, data governance maturity, and cybersecurity controls that underpin financial reporting, ensuring the reliability of machine-driven decision-making as Zeda's digital platforms evolve. The implementation of the new Group consolidation and reporting tool will be tracked to confirm consistent data quality, consolidation accuracy, and timely reporting across all geographies.

While not a formal focus area, the Committee has flagged the increase in expected credit losses and the continuous improvement of operational efficiency as areas requiring attention. Given the upward trend in credit loss provisions, the Committee will review the underlying credit risk models and provisioning methodologies to confirm their continued appropriateness under IFRS 9.

In addition, the Committee notes the release of the King V Report on Corporate Governance™ for South Africa on 1 November 2025. While the FY2025 reporting cycle remained governed by the King IV principles, the Committee will review the new King V guidance to determine any adjustments required to Zeda's governance, assurance, and reporting frameworks. This review will form part of the Committee's FY2026 agenda to ensure early alignment with emerging best practice and sustained governance excellence.

In memory of Xoliswa Kakana

I note with deep sadness the passing of Xoliswa Kakana, who served as a dedicated member of the Audit Committee. She made a significant contribution to the work of the Committee through her insight, professionalism and unwavering commitment to the organisation's values. Her service and legacy will be remembered with respect and appreciation. I extend my sincere condolences to her family, friends and colleagues.

Appreciation

I thank my fellow Committee members for their dedicated contributions, and wish to express appreciation to management, the internal audit team and our external auditors for their continued cooperation and support throughout the year.

Donald G Wilson
Audit Committee Chairman
For and on behalf of the Zeda Limited Audit Committee

2

Consolidated Financial Statements

CONSOLIDATED STATEMENT OF PROFIT OR LOSS
for the year ended 30 September 2025

R'000	Note	2025	2024
Revenue		**10 649 372**	10 468 451
Revenue from sale of goods and services	5	**10 632 696**	10 449 249
Insurance revenue	5	**16 676**	19 202
Cost of sales	6	**(6 295 904)**	(6 280 028)
Gross profit		**4 353 468**	4 188 423
Other operating income	7	**194 481**	194 166
Impairment of receivables and write-offs	23	**(39 041)**	(43 571)
Administrative and other operating expenses	8	**(2 899 498)**	(2 833 241)
Insurance service expense	19	**(9 289)**	(10 249)
Foreign exchange gains/(losses)	9	**23 534**	(46 257)
Operating profit before capital items		**1 623 655**	1 449 271
Capital items	10	**(681)**	16 194
Operating profit		**1 622 974**	1 465 465
Finance income	11	**33 428**	43 035
Finance cost	12	**(758 184)**	(729 650)
Share of joint venture profit after tax	18	**31 743**	53 626
Profit before taxation		**929 961**	832 476
Taxation	13	**(243 147)**	(218 215)
Profit for the year		**686 814**	614 261
Attributable to:			
Owners of Zeda Limited		**672 499**	598 974
Non-controlling interests	28	**14 315**	15 287
		686 814	614 261
Earnings per share			
Basic earnings per share (cents)	14	**360.40**	320.23
Diluted earnings per share (cents)	14	**360.40**	320.23

CONSOLIDATED STATEMENT OF OTHER COMPREHENSIVE INCOME
for the year ended 30 September 2025

R'000	2025	2024
Profit for the year	**686 814**	614 261
Other comprehensive income		
Items that may be reclassified subsequently to profit or loss:		
Movement in foreign currency translation reserve	**(16 870)**	(14 447)
Total comprehensive income for the year	**669 944**	599 814
Total comprehensive income attributable to:		
Owners of Zeda Limited	**655 629**	584 527
Non-controlling interest	**14 315**	15 287
	669 944	599 814

CONSOLIDATED STATEMENT OF FINANCIAL POSITION
as at 30 September 2025

R'000	Note	2025	Restated[1] 2024
ASSETS			
Non-current assets			
Property, plant and equipment	15	**4 957 009**	4 690 534
Right-of-use-assets	16	**238 674**	251 560
Intangible assets	17	**33 948**	32 976
Investment in joint venture	18	**98 573**	66 830
Insurance contract asset	19	**8 634**	14 834
Deferred tax asset	13	**15 274**	73 716
Finance lease receivable	20	**482 586**	384 440
Total non-current assets		**5 834 698**	5 514 890
Current assets			
Rental vehicles	21	**4 230 930**	3 859 898
Finance lease receivable	20	**297 125**	204 216
Inventories	22	**990 245**	971 625
Trade and other receivables	23	**1 625 622**	1 557 937
Income tax receivable		**67 923**	30 549
Cash and cash equivalents[1]	24	**1 111 860**	1 224 611
Non-current assets classified as held for sale	25	**–**	74 100
Total current assets		**8 323 705**	7 922 936
Total assets		**14 158 403**	13 437 826
Equity			
Stated capital	26	**4 455 161**	4 462 747
Merger reserve	27	**(4 474 011)**	(4 474 011)
Retained earnings		**3 260 857**	2 783 698
Foreign currency translation reserves	27	**18 142**	35 012
Other reserves	27	**41 108**	33 181
Equity attributable to owners of Zeda Limited		**3 301 257**	2 840 627
Non-controlling interests	28	**59 720**	52 941
Equity		**3 360 977**	2 893 568
LIABILITIES			
Non-current liabilities			
Long-term interest-bearing borrowings[1]	31.1	**3 768 859**	2 194 846
Lease liabilities	16	**306 303**	375 720
Contract liabilities	29	**433 560**	396 134
Deferred tax liability	13	**324 469**	252 658
Total non-current liabilities		**4 833 191**	3 219 358
Current liabilities			
Bank overdraft	31.3	**47 979**	44 563
Short-term interest-bearing borrowings	31.1	**1 401 407**	1 499 459
Lease liabilities	16	**115 004**	78 764
Floorplans	31.2	**1 069 988**	2 155 268
Trade and other payables	32	**2 974 864**	3 168 985
Contract liabilities	29	**275 261**	268 303
Provisions and other accruals	30	**53 210**	84 702
Income tax payable		**26 522**	24 856
Total current liabilities		**5 964 235**	7 324 900
Total liabilities		**10 797 426**	10 544 258
Equity and liabilities		**14 158 403**	13 437 826

[1] *Refer to note 2.2 for further details.*

CONSOLIDATED STATEMENT OF CHANGES IN EQUITY
for the year ended 30 September 2025

R'000	Stated capital	Merger reserve	Retained earnings	Foreign currency translation reserves	Other reserves	Equity attributable to holders	Non-controlling interests	Total equity
Balance at 30 September 2023	4 462 753	(4 474 011)	2 279 587	49 459	37 187	2 354 975	48 444	2 403 419
Total comprehensive income for the year	–	–	598 974	(14 447)	–	584 527	15 287	599 814
Profit for the year	–	–	598 974	–	–	598 974	15 287	614 261
Movement in foreign currency translation reserve	–	–	–	(14 447)	–	(14 447)	–	(14 447)
Transactions with shareholders recorded directly in equity								
IFRS 2 equity-settled	–	–	–	–	8 753	8 753	–	8 753
Elimination of treasury shares	(6)	–	–	–	–	(6)	–	(6)
Dividends declared	–	–	(94 863)	–	–	(94 863)	(9 514)	(104 377)
Disposal of subsidiary	–	–	–	–	–	–	(1 276)	(1 276)
Treasury shares vested	–	–	–	–	(12 759)	(12 759)	–	(12 759)
Balance at 30 September 2024	4 462 747	(4 474 011)	2 783 698	35 012	33 181	2 840 627	52 941	2 893 568
Total comprehensive income for the year	**–**	**–**	**672 499**	**(16 870)**	**–**	**655 629**	**14 315**	**669 944**
Profit for the year	**–**	**–**	**672 499**	**–**	**–**	**672 499**	**14 315**	**686 814**
Movement in foreign currency translation reserve	**–**	**–**	**–**	**(16 870)**	**–**	**(16 870)**	**–**	**(16 870)**
Transactions with shareholders recorded directly in equity								
IFRS 2 equity-settled	**–**	**–**	**–**	**–**	**10 447**	**10 447**	**–**	**10 447**
Elimination of treasury shares	**(10 106)**	**–**	**–**	**–**	**–**	**(10 106)**	**–**	**(10 106)**
Dividends declared	**–**	**–**	**(195 340)**	**–**	**–**	**(195 340)**	**(7 536)**	**(202 876)**
Treasury shares vested	**2 520**	**–**	**–**	**–**	**(2 520)**	**–**	**–**	**–**
Balance at 30 September 2025	**4 455 161**	**(4 474 011)**	**3 260 857**	**18 142**	**41 108**	**3 301 257**	**59 720**	**3 360 977**
Note	26	27		27	27		28	

CONSOLIDATED STATEMENT OF CASH FLOWS
for the year ended 30 September 2025

R'000	Note	2025	Restated[1] 2024
Cash generated from operations	33	**540 228**	1 056 171
Interest paid	35	**(654 658)**	(730 670)
Realised foreign exchange losses	9	**(881)**	(3 148)
Interest received	11	**33 428**	43 035
Taxation paid	34	**(146 740)**	(30 471)
Dividends paid	36	**(202 876)**	(104 377)
Dividends received	36	**13 587**	5 104
Net cash (utilised in)/generated from operations		**(417 912)**	235 644
Cash flows from investing activities			
Acquisition of property, plant and equipment excluding leasing vehicles	15	**(12 185)**	(14 776)
Proceeds on disposal of property, plant and equipment, excluding leasing vehicles		**97**	53
Acquisition of intangible assets	17	**(5 455)**	–
Proceeds on disposal of business	43	**–**	2 257
Proceeds on disposal of non-current assets held for sale	25	**84 498**	–
Net cash generated from/(utilised in) investing activities		**66 955**	(12 466)
Cash flows from financing activities			
Acquisition of treasury shares for employee share schemes	26	**(10 106)**	(14 117)
Interest-bearing borrowings repaid[2]	35	**(316 085)**	(1 263 137)
Interest-bearing borrowings raised[1,2]	35	**1 714 049**	1 938 142
Floorplans raised	35	**1 217 294**	2 934 555
Floorplans repaid	35	**(2 288 729)**	(3 049 567)
Increase/(decrease) in bank overdraft	35	**4 616**	(309 906)
Repayment of lease liabilities	35	**(87 615)**	(63 396)
Net cash generated from financing activities[1]		**233 424**	172 574
(Decrease)/increase in cash and cash equivalents		**(117 533)**	395 752
Cash and cash equivalents at the beginning of the year		**1 224 611**	842 331
Effect of foreign currency exchange fluctuations		**4 782**	(13 472)
Cash and cash equivalents at the end of the year[1]		**1 111 860**	1 224 611

[1] *Refer to note 2.2 for further details.*
[2] *The interest-bearing borrowings include both the long-term and short-term portions, which were disaggregated in the 2024 presentation.*

NOTES TO THE CONSOLIDATED FINANCIAL STATEMENTS
for the year ended 30 September 2025

1. Basis of preparation

1.1 Accounting framework

The Consolidated financial statements of the Zeda Limited Group, comprising the Consolidated statement of financial position as at 30 September 2025, and the Consolidated statement of profit or loss, Consolidated statement of other comprehensive income, Consolidated statement of changes in equity and Consolidated statement of cash flows for the year ended 30 September 2025, and material accounting policies and accompanying notes, have been prepared in accordance with the framework concepts and the measurement and recognition requirements of IFRS® Accounting Standards and the Companies Act. They are also prepared in accordance with the interpretations adopted by the International Accounting Standards Board ("**IASB**"), the South African Institute of Chartered Accountants' Financial Reporting Guides as issued by the Accounting Practices Committee and Financial Reporting Pronouncements as issued by the Financial Reporting Standards Council ("**FRSC**").

The Group's accounting policies are consistent with those applied at 30 September 2024, except for revisions made as results of the amendments to IAS 1, IAS 7, IFRS 7 and IFRS 16. These amendments had no significant impact on the results of the Group.

The Consolidated financial statements were authorised for issue by the Company's Board of Directors on 24 November 2025.

The Group's presentation currency is the South African Rand ("**R**"), which is also the functional currency of the Company. Amounts are rounded to the nearest thousand ("**R'000**"), unless otherwise indicated.

The functional currencies of foreign operations include the Botswana Pula, Namibian Dollar, Ghanaian Cedi, Mozambican Metical, Eswatini Lilangeni, Lesotho Loti, Angolan Kwanza, Malawian Kwacha and Zambian Kwacha.

1.2 Underlying concepts

The Consolidated financial statements have been prepared on the going concern basis. The Board and management have assessed the Group's ability to continue as a going concern, considering the availability of financial resources, operational profitability, and other relevant information for at least 12 months beyond the reporting date and stress tested for longer periods according to the facts and circumstances present at the reporting date.

Assets, liabilities, income and expenses are not offset unless specifically permitted by an IFRS Accounting Standard. Financial assets and financial liabilities are offset, and the net amount reported only when there is a legally enforceable right to offset, and there is an intention to settle on a net basis or to realise the asset and settle the liability simultaneously.

Current vs non-current

The Group presents assets and liabilities in the Consolidated statement of financial position based on current/non-current classifications. An asset is classified as current if it meets any of the following criteria:

- Expected to be realised or intended to be sold or consumed in the normal operating cycle
- Held primarily for the purpose of trading
- Expected to be realised within 12 months after the reporting period
- Cash or cash equivalent unless restricted from being exchanged or used to settle a liability for at least 12 months after the reporting period

All other assets are classified as non-current.

NOTES TO THE CONSOLIDATED FINANCIAL STATEMENTS
for the year ended 30 September 2025 continued

1. Basis of preparation continued

1.2 Underlying concepts continued

A liability is classified as current when it is:

- Expected to be settled in the normal operating cycle
- Held for the primary purpose of trading
- Due to be settled within 12 months after the reporting period
- It does not have the right at the end of the reporting period to defer settlement of the liability for at least 12 months after the reporting period

The Group classifies all other liabilities as non-current.

Deferred tax assets and liabilities are classified as non-current assets and liabilities.

1.3 Basis of consolidation

The Consolidated financial statements include the results and financial position of Zeda Limited, its subsidiaries and joint venture (refer to note 18 for disclosure of investment in joint venture). Total comprehensive income of a subsidiary is attributed to owners of the Group and to the non-controlling interests even if this results in the non-controlling interests having a negative balance for non-controlling interest, in accordance with IFRS 10 Consolidated Financial Statements. Refer to annexure A for the disclosure of the Group entities.

Foreign operations

The results and financial position of all the entities within the Group that have a functional currency different from the Group presentation currency are translated into the presentation currency. The difference arising on translation is accounted for in the foreign currency translation reserve. When the Group disposes of any part of its interest in a subsidiary that includes a foreign operation, all or a proportionate share of the exchange differences accumulated in equity are reclassified to profit or loss. If the Group disposes of part of its interest in a subsidiary but retains control, the relevant proportion of the cumulative amounts is reattributed to non-controlling interest.

For foreign subsidiaries, translation differences arising from consolidation are accounted for in accordance with IAS 21 The Effects of Changes in Foreign Exchange Rates.

NOTES TO THE CONSOLIDATED FINANCIAL STATEMENTS
for the year ended 30 September 2025 continued

1. Basis of preparation continued

1.4 Accounting policies involving significant estimates and judgements by management

The preparation of financial information in conformity with IFRS Accounting Standards requires management to make estimates and assumptions that affect reported amounts and related disclosures. Actual results may differ from these estimates. Accounting policies which have been identified as involving particularly complex or subjective judgements or assessments are disclosed in the respective notes.

Group note disclosure	Significant estimate and judgement
5. Revenue	Estimate of the percentage of completion method to recognise revenue on maintenance contracts.
10. Capital items	Estimate of the recoverable amounts of a non-financial asset in assessing impairment and reversal of impairment.
13. Taxation	Recoverability of deferred tax assets relating to future taxable profits. Uncertain tax positions in African jurisdictions outside South Africa.
15. Property, plant and equipment	Estimation of residual values and useful lives.
16. Leases	Estimate of lease term for a lease with renewal options.
17. Intangible assets	Estimation of future cash flows when assessing the indefinite useful life intangible asset for impairment.
19. Insurance contract asset	Estimate of liability of incurred claims for fulfilment cash flows measurement.
20. Finance lease receivables	Significant judgement in the classification of leases as either ordinary finance leases or manufacturer or dealer-type resulting in an outright sale at the commencement of the lease.
21. Rental vehicles	Estimation of residual values and useful lives.
22. Inventories	Determination of net realisable value.
23. Trade and other receivables	Expected credit losses on trade receivables.
29. Contract liabilities	Estimate of future costs to be incurred, the number of vehicles contracted, and the risk profile taken by the original equipment manufacturer (“**OEM**”).
Company note disclosure	
15. Financial guarantees	Estimation of the fair value of financial guarantees.

1.5 Group classification of cash flows

For the purposes of the cash flow statement, the following are classified as operating activities due to the nature of the operations they relate to:

- Investment in rental vehicles
- Investment in leasing vehicles
- Disposal of rental vehicles
- Disposal of leasing vehicles

Classification of items in operating activities has been consistently applied each year.

The bank overdraft has been classified as a financing activity, as it forms part of the Group’s funding structure to support vehicle acquisitions.

NOTES TO THE CONSOLIDATED FINANCIAL STATEMENTS
for the year ended 30 September 2025 continued

2. Changes in accounting estimates, prior period errors and new accounting policies adopted

2.1 Changes in accounting estimate – residual values of rental vehicles

As part of the Group's review of the residual values of its property, plant and equipment in accordance with IAS 16 Property, Plant and Equipment, the Group reassesses the residual values of its rental vehicles at each reporting period. This reassessment is based on actual sales data achieved in the preceding 12 to 18 months.

The Group refined the existing model to analyse sales dates at a more granular level (by make, model, age and mileage), enhancing visibility and supporting better fleet replacement decisions. This enhanced granularity has improved visibility, with refined input data from internal and external sources, enabling management to better understand vehicle resale values and inform buying decisions for the upcoming fleeting cycle.

In accordance with IAS 8 Accounting Policies, Changes in Accounting Estimates and Errors, the change in determining residual values has been accounted for prospectively from 1 October 2024. This resulted in a decrease in depreciation included in cost of sales of R183.7 million and an increase in income tax expense of R49.6 million for the year ended 30 September 2025.

2.2 Correction of prior year error

In the prior year, the Standard Bank Fleet Saver interest-bearing borrowing amount was incorrectly netted off against the bank account that is utilised to acquire vehicles in Namibia. This was incorrect as the bank account balance should have been disclosed as part of cash and cash equivalents. This has been corrected in the current reporting period by reclassifying the bank account to cash and cash equivalents.

Interest-bearing borrowings note 31.1 – Standard Bank Namibia Fleet Saver facility

R'000	Previously disclosed	Reclassification	Restated
Interest-bearing borrowings	133 374	30 735	164 109

Consolidated statement of financial position

R'000	Previously disclosed	Reclassification	Restated
Current assets	7 892 201	30 735	7 922 936
Cash and cash equivalents	1 193 876	30 735	1 224 611
Non-current liabilities	3 188 623	30 735	3 219 358
Long-term interest-bearing borrowings	2 164 111	30 735	2 194 846

Consolidated statement of cash flows – financing activities

R'000	Previously disclosed	Reclassification	Restated
Cash flows from financing activities			
Interest-bearing borrowings raised	1 907 407	30 735	1 938 142
Net cash generated from financing activities	141 839	30 735	172 574
Cash and cash equivalents for the year	1 193 876	30 735	1 224 611

Segmental assets and liabilities

R'000	Previously disclosed	Reclassification	Restated
Non-operating assets	1 298 141	30 735	1 328 876
Total assets	13 407 091	30 735	13 437 826
Non-operating liabilities	(6 140 915)	(30 735)	(6 171 650)
Total liabilities	(10 513 523)	(30 735)	(10 544 258)

NOTES TO THE CONSOLIDATED FINANCIAL STATEMENTS
for the year ended 30 September 2025 continued

2. Changes in accounting estimates, prior period errors and new accounting policies adopted continued

2.3 Finance lease dealer lessor

During the current financial year, management analysed data from the past four years, including the discount margins obtained from OEMs. The Group has secured substantial discounts, particularly on heavy commercial vehicles. Management also observed a distinct customer preference for lease agreements that include a nominated guaranteed residual value. Over time, and especially in the current year, the interaction between higher OEM discounts and the rise in nominated residual value contracts has introduced economic characteristics consistent with a dealer-type leasing model.

The continued expansion of the heavy commercial leasing portfolio reflects a deliberate strategic focus not only to provide financing solutions, but also to earn a gross profit margin on these assets. This shift necessitated a reassessment of the appropriate accounting policy to ensure accurate and transparent financial reporting.

Under IFRS 16, a distinction is made between ordinary finance lessors and manufacturer or dealer lessors. Manufacturer or dealer lessors recognise revenue at the fair value of the underlying asset (or, if lower, the present value of the lease payments), recognise cost of sales equal to cost less the present value of any unguaranteed residual value, and record any resulting selling profit or loss at the commencement of the lease.

Following this assessment, the Group has decided to apply and present the dealer-lessor accounting model prospectively, with effect from 1 October 2024, for all new customer contracts that meet the economic substance criteria for such treatment.

Applying this new accounting policy resulted in:

- An increase in revenue of R340.9 million
- An increase in cost of sales of R332.1 million
- A gross profit of R8.8 million

NOTES TO THE CONSOLIDATED FINANCIAL STATEMENTS
for the year ended 30 September 2025 continued

3. Standards and interpretations that are issued but not yet effective for the Zeda Group for the 2025 financial year

The table below summarises the standards, amendments, and interpretations that have been issued, but are not yet effective in the current financial year.

Standard/ amendment	Effective date*	Executive summary	Impact on financial statements
Amendments to IAS 21: The Effects of Changes in Foreign Exchange Rates Relating to Lack of Exchangeability	1 January 2026/ FY2027	The amendments require an entity to apply a consistent approach to assessing whether a currency is exchangeable into another currency, and when it is not, to determining the exchange rate to use and the disclosures to provide.	The amendment is not expected to materially impact the Group and Company annual financial statements.
Amendment to IFRS 9: Financial Instruments and **IFRS 7:** Financial Instruments: Disclosures	1 January 2026/ FY2027	These amendments clarify the requirements for the timing of recognition and derecognition of some financial assets and liabilities, with a new exception for some financial liabilities settled through an electronic cash transfer system. The amendments provide further guidance on assessing whether a financial asset meets the solely payments of principal and interest ("**SPPI**") criteria.	The amendment is not expected to materially impact the Group and Company annual financial statements.
		The amendments introduce additional disclosure requirements for certain instruments with contractual terms that can change cash flows (such as some instruments with features linked to the achievement of environment, social and governance targets) as well as equity instruments designated at fair value through other comprehensive income.	The amendment will not have an impact on the Group and Company annual financial statements.
Amendment to IFRS 9: Financial Instruments and **IFRS 7:** Financial Instruments: Disclosures – Contracts Referencing Nature-dependent Electricity	1 January 2026/ FY2027	Amendments to IFRS 9 and IFRS 7 introduce new disclosure requirements for contracts referencing nature-dependent electricity, such as renewable power purchase agreements ("**PPAs**"). These changes aim to enhance transparency around the financial risks and accounting treatments associated with variable electricity supply from sources like wind and solar. The amendments clarify the application of the "own-use" exemption and hedge accounting under IFRS 9, and introduce targeted disclosures under IFRS 7 to help users understand the nature, extent, and financial effects of such contracts. While the amendments do not change recognition or measurement principles, they are expected to increase disclosure complexity for entities engaged in long-term renewable energy procurement.	The amendment will not have an impact on the Group and Company annual financial statements.
IFRS 18: Presentation and Disclosure in Financial Statements	1 January 2027/ FY2028	IFRS 18 will replace IAS 1 Presentation of Financial Statements, introducing new requirements that will help to achieve comparability of the financial performance of similar entities and provide more relevant information and transparency to users. Even though IFRS 18 will not impact the recognition or measurement of items in the financial statements, its impact on presentation and disclosure is expected to be pervasive, particularly in relation to the statement of financial performance and providing management-defined performance measures within the financial statements. Retrospective application is required in both the annual and the interim financial statements.	The Group will assess the detailed implications of applying the new standard on the Group's Consolidated financial statements. The new standard will have a material impact on the Group consolidated and Company financial statements.

NOTES TO THE CONSOLIDATED FINANCIAL STATEMENTS
for the year ended 30 September 2025 continued

3. Standards and interpretations that are issued but not yet effective for the Zeda Group for the 2025 financial year continued

Standard/ amendment	Effective date*	Executive summary	Impact on financial statements
IFRS 19: Subsidiaries without Public Accountability: Disclosures	1 January 2027/ FY2028	The accounting standard specifies reduced disclosure requirements that a subsidiary may apply in lieu of the disclosure requirements in other standards, provided the eligibility criteria are met.	IFRS 19 may apply to subsidiaries within the Group, provided they meet the eligibility criteria and elect to apply the standard. It will have no impact on the Group consolidated and Company financial statements.

* *Effective for annual periods beginning on or after this date.*

4. Segmental information

The Executive Committee, as chief operating decision-maker, has determined the operating segments based on the information it uses to allocate resources and assess segmental performance.

Segments are analysed by operating activities. No operating segments have been aggregated in arriving at the reportable segments of the business as presented in the segmental information.

In determining the Group's operating segments, the Group considered that the vehicles are purchased from OEMs, used for rentals and leasing, depreciated, and de-fleeted within 12 months based on age and mileage for the Car Rental Business and de-fleeted at the end of the lease term, for the Leasing Business. De-fleeted vehicles are transferred to Car Sales at their carrying amount for disposal through wholesale auctions or retail channels, depending on factors such as demand, condition, and reconditioning costs. From an accounting perspective, vehicles are reclassified from property, plant and equipment, and rental vehicles to inventory.

The operating model's profitability relies on an integrated value chain: strategic procurement of vehicles, optimised utilisation, efficient disposal, and minimising costs through shared operations.

The activities of Zeda Limited ("**the Company**") and its direct and indirect subsidiaries ("**Zeda Limited Group**") are described below:

Car Rental operating segment	The business of providing car rental solutions to a broad range of customers for periods ranging from one day up to 12 months. This is carried out by the Group through its network of directly operated, agency-operated and sublicensee-operated branches in South Africa and other countries in Sub-Saharan Africa (including Angola, Botswana, Eswatini, Lesotho, Malawi, Mozambique, Namibia, Zambia and Zimbabwe) under the "Avis" and "Budget" brands, and includes the revenue generated from de-fleeting cars through Car Sales.
Leasing operating segment	The business of providing long-term fleet leasing and maintenance solutions for periods of longer than 12 months to corporate and public sector customers carried on by the Group in South Africa and other countries in Sub-Saharan Africa (including Botswana, Ghana, Lesotho, Mozambique, Namibia and Zambia) under the "Avis" brand, and includes the revenue generated from de-fleeting vehicles through Car Sales.

The aggregated revenue earned from Sub-Saharan African countries above is considered to be insignificant in comparison to the Group's aggregated revenue. It is therefore not disclosed separately in the Segmental revenue and expenses.

NOTES TO THE CONSOLIDATED FINANCIAL STATEMENTS
for the year ended 30 September 2025 continued

4. Segmental information continued

Segmental assets and liabilities

		2025			Restated[1] 2024		
R'000	Note	Leasing	Car Rental	Total	Leasing	Car Rental	Total
Assets							
Property plant and equipment	15	**4 923 628**	**33 381**	**4 957 009**	4 646 162	44 372	4 690 534
Right-of-use assets	16	**2 058**	**236 616**	**238 674**	3 210	248 350	251 560
Intangible assets	17	**956**	**32 992**	**33 948**	1 855	31 121	32 976
Investment in joint venture	18	**98 573**	**–**	**98 573**	66 830	–	66 830
Insurance contracts	19	**8 634**	**–**	**8 634**	14 834	–	14 834
Finance lease receivable	20	**779 711**	**–**	**779 711**	588 656	–	588 656
Rental vehicles	21	**–**	**4 230 930**	**4 230 930**	–	3 859 898	3 859 898
Inventories	22	**75 094**	**915 151**	**990 245**	42 526	929 099	971 625
Trade and other receivables	23	**693 311**	**932 311**	**1 625 622**	666 392	891 545	1 557 937
Non-current asset held for sale	25	**–**	**–**	**–**	–	74 100	74 100
Operating assets		**6 581 965**	**6 381 381**	**12 963 346**	6 030 465	6 078 485	12 108 950
Non-operating assets[1]		**395 992**	**799 065**	**1 195 057**	720 803	608 073	1 328 876
Total assets		**6 977 957**	**7 180 446**	**14 158 403**	6 751 268	6 686 558	13 347 826
Liabilities							
Lease liabilities	16	**(4 048)**	**(417 259)**	**(421 307)**	(5 545)	(448 939)	(454 484)
Contract liabilities	29	**(708 821)**	**–**	**(708 821)**	(664 437)	–	(664 437)
Provisions and other accruals	30	**(53 210)**	**–**	**(53 210)**	(84 702)	–	(84 702)
Trade and other payables	32	**(1 167 481)**	**(1 807 383)**	**(2 974 864)**	(1 212 972)	(1 956 013)	(3 168 985)
Operating liabilities		**(1 933 560)**	**(2 224 642)**	**(4 158 202)**	(1 967 656)	(2 404 952)	(4 372 608)
Non-operating liabilities[1]		**(3 775 423)**	**(2 863 801)**	**(6 639 224)**	(3 641 565)	(2 530 085)	(6 171 650)
Total liabilities		**(5 708 983)**	**(5 088 443)**	**(10 797 426)**	(5 609 221)	(4 935 037)	(10 544 258)
Net assets		**1 268 974**	**2 092 003**	**3 360 977**	1 142 047	1 751 521	2 893 568

[1] *Refer to note 2.2 for further details.*

NOTES TO THE CONSOLIDATED FINANCIAL STATEMENTS
for the year ended 30 September 2025 continued

4. Segmental information continued

Segmental revenue and expenses

R'000	Note	2025 Leasing	2025 Car Rental	2025 Total	2024 Leasing	2024 Car Rental	2024 Total
External revenue by nature	5	**3 243 037**	**7 406 335**	**10 649 372**	2 803 414	7 665 037	10 468 451
Recognised at a point in time							
Sale of vehicles		**601 810**	**3 898 666**	**4 500 476**	275 850	4 063 446	4 339 296
Commissions		**–**	**52 890**	**52 890**	31	53 493	53 524
Recognised overtime							
Rendering of services – value added services		**77 819**	**–**	**77 819**	73 604	–	73 604
Rentals		**–**	**3 437 322**	**3 437 322**	–	3 520 821	3 520 821
Licensing fees		**–**	**17 457**	**17 457**	–	27 277	27 277
Leasing income and maintenance revenue		**2 353 102**	**–**	**2 353 102**	2 134 544	–	2 134 544
Variable leasing income – drop-offs and excess kilometres		**193 630**	**–**	**193 630**	300 183	–	300 183
Insurance contracts							
Insurance contract revenue		**16 676**	**–**	**16 676**	19 202	–	19 202
Cost of sales	6	**(1 961 111)**	**(4 334 793)**	**(6 295 904)**	(1 524 055)	(4 755 973)	(6 280 028)
Gross profit		**1 281 926**	**3 071 542**	**4 353 468**	1 279 359	2 909 064	4 188 423
Items included in operating profit							
Impairment of receivables	23	**(34 716)**	**(4 325)**	**(39 041)**	(12 306)	(31 265)	(43 571)
Insurance contract service expenses	19	**(9 289)**	**–**	**(9 289)**	(10 249)	–	(10 249)
Foreign exchange gains/(losses)	9	**18 369**	**5 165**	**23 534**	(31 954)	(14 303)	(46 257)
Depreciation (cost of sales and administrative and other operating expenses)		**(971 180)**	**(759 671)**	**(1 730 851)**	(876 728)	(1 017 146)	(1 893 874)
Amortisation of intangible assets	17	**(899)**	**(3 584)**	**(4 483)**	(841)	(3 051)	(3 892)
Operating lease costs		**(14 457)**	**(127 669)**	**(142 126)**	(20 508)	(127 931)	(148 439)
Staff costs		**(301 385)**	**(637 528)**	**(938 913)**	(282 364)	(606 495)	(888 859)[4]
Operating profit before capital items		**750 769**	**872 886**	**1 623 655**	757 778	691 493	1 449 271
Capital items	10	**–**	**(681)**	**(681)**	343	15 851	16 194
Impairment of property		**–**	**(4 581)**	**(4 581)**	–	–	–
Reversal of impairment of property		**–**	**3 900**	**3 900**	–	15 851	15 851
Other capital items		**–**	**-**	**-**	343	–	343
Operating profit		**750 769**	**872 205**	**1 622 974**	758 121	707 344	1 465 465
Finance income	11	**16 992**	**16 436**	**33 428**	30 591	12 444	43 035
Finance cost	12	**(375 479)**	**(382 705)**	**(758 184)**	(354 307)	(375 343)	(729 650)
Share of joint venture profit after tax	18	**31 743**	**–**	**31 743**	53 626	–	53 626
Profit before taxation		**424 025**	**505 936**	**929 961**	488 031	344 445	832 476
Taxation	13	**(114 886)**	**(128 261)**	**(243 147)**	(149 407)	(68 808)	(218 215)
Profit for the year		**309 139**	**377 675**	**686 814**	338 624	275 637	614 261
Key measures							
EBITDA[1]		**1 722 848**	**1 636 141**	**3 358 989**	1 635 347	1 711 689	3 347 036
Operating profit margin[2]		**23%**	**12%**	**15%**	27%	9%	14%

R'000	2025 Leasing	2025 Car Rental	2025 Elimination	2025 Group	2024 Leasing	2024 Car Rental	2024 Elimination	2024 Group
Intersegmental revenue[3]	**441 410**	**39 394**	**(480 804)**	**–**	466 235	53 964	(520 199)	–

[1] *EBITDA is calculated as operating profit before capital items plus depreciation and amortisation.*
[2] *Operating profit margin is determined by dividing operating profit before capital items by revenue.*
[3] *Intersegmental revenue is eliminated when calculating the Group's revenue shown above as External revenue by nature.*
[4] *The 2024 disclosure has been updated from the prior year to include medical aid and retirement fund contributions of R101 million.*

NOTES TO THE CONSOLIDATED FINANCIAL STATEMENTS
for the year ended 30 September 2025 continued

5. Revenue

MATERIAL ACCOUNTING POLICY

The Group recognises revenue from the following major sources:

- Sale of vehicles
- Commissions
- Rendering of services – value added products
- Rental income
- Licensing fees
- Leasing income and maintenance revenue
- Variable leasing income – drop-offs and excess kilometres
- Insurance contracts

Transaction price allocation

The transaction price for bundled services is allocated to each performance obligation based on the relative standalone selling price of each component. For full maintenance leases, the total monthly instalment is split between the lease component, administrative fees, interest, and maintenance services. Revenue is recognised for each component as the respective service is delivered over the contract period.

Sale of vehicles

Performance obligations from the sale of vehicles are satisfied at a point in time. The performance obligation is satisfied when the customer signs the delivery note. Any adjustments to the transaction price, such as discounts or rebates, are recognised at the point of sale.

Outright sale of vehicles arising from finance leases classified as dealer lessor are recognised at the commencement of the lease, measured at the lower of the fair value of the asset and the present value of lease payments.

Commissions

Commissions are earned through a dealer incentive commission. This occurs when customers finance their vehicles through certain banks and a referral commission is earned.

Value added services

Value added services comprises administrative fees earned on the managed maintenance plans, fleet accident management, traffic fines management system, intelligent fuel management system, and telematics.

Rental income

Rental income is recognised on the straight-line basis over the contract term.

NOTES TO THE CONSOLIDATED FINANCIAL STATEMENTS

for the year ended 30 September 2025 continued

5. Revenue continued

Leasing income and maintenance revenue

Leasing income and maintenance revenue is revenue recognised on the leasing of vehicles, which is categorised into four categories, namely leasing income of the vehicle, interest income from finance leases, full maintenance lease and manufacture upfront payment.

Full maintenance lease

Full maintenance lease ("**FML**") is a product whereby the Group provides a vehicle for use by a customer. Throughout the contract period, the Group remains the title holder of the vehicle and the customer will be the owner. The Group assumes all risk involved with the operating of the vehicle, including maintenance and residual risk for the period of the contract, with a single monthly instalment paid by the customer.

The customer pays a monthly instalment to the Group, which includes an administration fee, interest in respect of capital outlay, as well as a maintenance amount, as defined in the signed full maintenance contract.

Revenue is recognised over time when the maintenance and service plans are carried out and the performance obligation has been satisfied. This demonstrates the transfer of services in revenue recognition as the customer simultaneously receives and consumes the service as the Group performs the service.

Manufacturer's upfront payment

There are four manufacturer's upfront payment ("**MAU**") product options that the Group currently manages:

- Standard OEM **service plan** is a service plan that comes standard with a new vehicle, which is the plan on a vehicle that is included in the purchase price of a vehicle
- Standard OEM **maintenance plan** is a maintenance plan that comes standard with a new vehicle, which is the plan on a vehicle that is included in the purchase price of a vehicle
- An extended **service plan** is a service contract that extends the coverage for mechanical and electrical breakdowns beyond the OEM standard plan
- An extended **maintenance plan** is a contract that covers the cost of routine servicing and unscheduled "wear and tear" repairs for a vehicle, beyond the standard OEM maintenance plan

Revenue is recognised when the maintenance services are carried out and the performance obligation has been satisfied. This demonstrates the transfer of services in revenue recognition as the customer simultaneously receives and consumes the service as the Group performs the service.

Variable leasing income – drop-offs and excess kilometres

Variable leasing income – drop-offs and excess kilometres arises from the following:

- **Maintenance drop-offs:** At the end of the maintenance term, any unrecognised gains and losses arising from FML and MAU contracts are recognised in revenue as the Group has fulfilled its performance obligation.
- **Actuarial valuation:** The Group provides maintenance contracts as part of its full maintenance vehicle lease solution. Contract liabilities are measured at the transaction price received in advance and recognised as revenue on a systematic basis over the contract period as services are rendered. Quarterly actuarial valuations are performed to determine the Group's contractual obligation to maintain vehicles and to project the difference between the upfront maintenance fund per vehicle and actual expenses incurred. Changes in actuarial assumptions may result in adjustments to revenue, both in value and timing, to reflect changes in contractual liabilities. Contract liabilities are classified into current and non-current based on management's best estimate of expected maintenance expenditure.
- **Excess kilometres:** The Group recognised revenue from excess kilometres that customers exceed in terms of the lease contract.

Insurance contract revenue

Insurance contract revenue arises through non-life insurance products sold to customers through the cell captive. Insurance revenue earned from insurance contracts is in the form of premiums received and recognised over the coverage period.

NOTES TO THE CONSOLIDATED FINANCIAL STATEMENTS
for the year ended 30 September 2025 continued

5. Revenue continued

SIGNIFICANT ESTIMATES AND JUDGEMENTS

Stage of completion estimate

The percentage of completion method is applied to recognise revenue on long-term maintenance and repair contracts ("**MARC**") as performance obligations are fulfilled over time. Management exercises judgement in determining the stage of completion and estimates the costs required to fulfil the remaining performance obligations. Contract liabilities are recognised for amounts received in advance of services being rendered, in line with IFRS 15 Revenue from Contracts with Customers.

The significant assumptions made to determine the stage of completion of contracts include:

- Costs incurred to date to fulfil the performance obligations for maintenance and repair contracts
- Estimated costs to be incurred in fulfilling the performance obligations for maintenance and repair contracts
- Contract duration and mileage
- Contract expiry date
- Parts price and labour inflation

Revenue recognised under IFRS 15 and insurance revenue recognised under IFRS 17 are presented separately below to distinguish the Group's customer contracts from insurance arrangement.

R'000	2025	2024
Recognised at a point of time		
Sale of vehicles	**4 500 476**	4 339 296
Commissions	**52 890**	53 524
Recognised over time		
Rendering of services – value added products	**77 819**	73 604
Rentals	**3 437 322**	3 520 821
Licensing fees	**17 457**	27 277
Leasing income and maintenance revenue	**2 353 102**	2 134 544
Variable leasing income – drop-offs and excess kilometres	**193 630**	300 183
Revenue from sale of vehicles and services	**10 632 696**	10 449 249
Revenue recognised in terms of IFRS 17		
Insurance revenue	**16 676**	19 202
	10 649 372	10 468 451

Refer to note 4 Segmental revenue and expenses disclosure for the disaggregation of revenue per operating segment.

NOTES TO THE CONSOLIDATED FINANCIAL STATEMENTS
for the year ended 30 September 2025 continued

6. Cost of sales

MATERIAL ACCOUNTING POLICY

The Group recognises cost of sales from the following:

Depreciation

Depreciation of rental vehicles and leasing vehicles is recognised in cost of sales. Refer to note 15 and 21 for depreciation policy and details on useful lives, respectively.

Maintenance costs

Costs that arise from claims on the maintenance plans are recognised as cost of sales when incurred.

Sale of vehicles

Sales of vehicles comprise the carrying amount of the vehicles when control transfers to the buyer plus any directly attributable costs of disposal. These amounts are recognised as cost of sales in the same period that the related revenue is recognised.

Value added products

Expenses arising from revenue earned on value added products are recognised as cost of sales.

Vehicle operating leases

The Group leases vehicles from OEMs for the purpose of leasing to customers and the systematic lease payments made to OEMs are recognised as cost of sales.

R'000	2025	2024
Depreciation	**(1 650 673)**	(1 819 318)
Other cost of sales	**(4 645 231)**	(4 460 710)
	(6 295 904)	(6 280 028)

NOTES TO THE CONSOLIDATED FINANCIAL STATEMENTS
for the year ended 30 September 2025 continued

7. Other operating income

Rental-related recoveries include items such as parking income and petrol recoveries. Leasing-related income mainly constitutes fuel rebates and recoveries for damages from leasing customers on termed vehicles. Other income in the previous financial year mainly related to Compensation for Occupational Injuries and Diseases Act ("**COIDA**") and bad debt recoveries.

R'000	2025	2024
Rental-related recoveries	**123 788**	99 994
Leasing-related recoveries	**70 002**	30 631
Other income	**691**	63 541
	194 481	194 166

8. Administration and other operating expenses

R'000	Note	2025	2024
Operating expenses excluding capital items include the following:			
Employee expenses			
Share-based payment expense		**(10 447)**	(8 753)
Staff costs		**(831 295)**	(786 933)
Contributions to retirement and medical funds		**(107 618)**	(101 926)
Depreciation and amortisation			
Depreciation		**(80 178)**	(74 556)
Freehold and leasehold buildings	15	**(3 196)**	(2 990)
Plant, equipment, computer and furniture	15	**(9 442)**	(12 500)
Vehicles		**–**	(26)
Rental assets		**–**	(196)
Right-of-use assets	16	**(67 540)**	(58 844)
Amortisation of intangible assets	17	**(4 483)**	(3 892)
Computer software		**(3 637)**	(3 046)
Trademarks and other		**(846)**	(846)
Other expenses			
Net loss on rental and leasing vehicles*		**(89 881)**	(99 521)
Operating lease charges		**(142 126)**	(148 439)
Audit fee		**(10 722)**	(12 005)
Fees for other services**		**(124 002)**	(116 211)
Corporate social investment spend		**(27 014)**	(25 622)
Motor vehicle expenses		**(555 612)**	(498 399)
Sales and advertising		**(306 374)**	(281 514)
Other office expenses		**(62 136)**	(91 191)
Licensing expenses		**(209 112)**	(206 569)
Information technology expenses		**(116 514)**	(114 285)
Other operating expenses***		**(221 984)**	(263 425)
Total administration and other operating expenses		**(2 899 498)**	(2 833 241)
Number of employees at year end		**1 962**	2 004

* *Net loss represents vehicles lost or written off during normal rental and leasing operations (including theft and accidents).*
** *Includes costs incurred for professional services, including legal fees, retainer arrangements and advisory services.*
*** *Includes administrative and miscellaneous operating costs which are individually immaterial.*

NOTES TO THE CONSOLIDATED FINANCIAL STATEMENTS
for the year ended 30 September 2025 continued

9. Foreign exchange gains/(losses)

MATERIAL ACCOUNTING POLICY

Transactions in foreign currencies are accounted for at rates of exchange ruling on the date of the transactions. Gains and losses arising from the settlement of such transactions are recognised in profit or loss. Monetary assets and liabilities denominated in foreign currencies are translated at the rates of exchange ruling at the reporting date. Unrealised translation differences on such monetary assets and liabilities are recognised in profit or loss in the year in which they occur. Non-monetary items that are measured in terms of historical cost in a foreign currency are translated using the exchange rate at the date of the initial transaction. Non-monetary items measured at fair value in a foreign currency are translated using the exchange rates at the date when the fair value was determined.

R'000	2025	2024
Realised	(881)	(3 148)
Unrealised	24 415	(43 109)
	23 534	(46 257)

10. Capital items

MATERIAL ACCOUNTING POLICY

Capital items refer to expenses/income that are unrelated to the Group's core operations and fall outside the normal course of business. Items of expenses/income included in capital items are consistent with items that are "out of" (excluded from) HEPS in accordance with the JSE Listings Requirements and guidance circular 1/2023 published by SAICA relating to HEPS.

SIGNIFICANT ESTIMATES AND JUDGEMENTS

Impairment and reversal of impairment of non-financial assets

The Group assesses at each reporting date whether there are indicators of impairment for non-financial assets, excluding inventories and deferred tax assets. If such indicators exist, or when annual testing is required, the recoverable amount is estimated as the higher of value in use or fair value less costs to sell. The fair value used is the market price or an independent valuation is performed.

An asset is impaired when its carrying amount exceeds its recoverable amount and is written down accordingly.

Previously recognised impairment losses were reversed only if there was a change in the estimates used to determine the recoverable amount, and the reversal did not exceed the carrying amount that would have been determined had no impairment been recognised.

R'000	2025	2024
Reversal of property impairment	3 900	15 850
Impairment of property	(4 581)	–
Profit on disposal of business	–	344
	(681)	16 194

NOTES TO THE CONSOLIDATED FINANCIAL STATEMENTS
for the year ended 30 September 2025 continued

10. Capital items continued

The Group owned vacant land that had a carrying value of R58.2 million at the beginning of the financial year ended 30 September 2024. The carrying amount took into account a previous impairment performed in the financial year end 30 September 2020 of R20 million. The Group decided to dispose of the land in the previous financial year and subsequently transferred the land from Property, Plant and Equipment and recognised the land as a Non-current Asset Held for Sale in accordance with IFRS 5.

During the FY2024 reporting period, the Group received an offer to purchase the vacant land for R74.1 million, which subsequently lapsed. Based on this offer, the Group recognised a reversal of impairment of R15.9 million, bringing the fair value of the land to R74.1 million in the financial year ended 30 September 2024.

In the financial year ended 30 September 2025, a second offer was received for R78.0 million. The new offer resulted in a reversal of impairment of R3.9 million. The vacant land was carried at R78.0 million. The proceeds for the sale were received during this financial year.

In addition, the Group entered into an agreement to dispose of a building during the current reporting period for proceeds amounting to R6.5 million, which resulted in an impairment of R4.6 million. The property was classified as a non-current asset held for sale, carried at R6.5 million. The property was disposed of during the current financial year.

Refer to note 25 for disclosure of Non-current assets held for sale.

The profit from the disposal of a business relates to the sale of the subsidiary, Vuswa Fleet Services Proprietary Limited, during the previous financial year, resulting in cash proceeds amounting to R2.3 million.

Refer to note 43 relating to the disposal of the subsidiary.

11. Finance income

MATERIAL ACCOUNTING POLICY

Interest income is accrued on a time basis on financial assets measured at amortised cost using the effective interest method.

R'000	**2025**	2024
Deposits	**30 535**	39 805
Banks	**2 694**	3 174
SARS	**177**	–
Other	**22**	56
	33 428	43 035

12. Finance cost

MATERIAL ACCOUNTING POLICY

Interest on financial liabilities measured at amortised cost is calculated using the effective interest rate method and it includes interest expense on the financial liabilities, debt origination and commitment fees attributable to the financial liability.

R'000	**2025**	2024
Interest-bearing borrowings	**(448 886)**	(365 696)
Lease liabilities	**(41 619)**	(42 103)
Floorplans	**(228 782)**	(271 388)
Bank overdraft	**(9 782)**	(50 463)
Other financial liabilities*	**(29 115)**	–
	(758 184)	(729 650)

* *Mainly includes interest costs of Daysun Proprietary Limited. Refer to note 40.4.*

NOTES TO THE CONSOLIDATED FINANCIAL STATEMENTS
for the year ended 30 September 2025 continued

13. Taxation

MATERIAL ACCOUNTING POLICY

Current taxation

The tax payable is based on taxable income for the year. Taxable income differs from profit before tax as reported in the statement of profit or loss because it excludes items of income or expense that are taxable or deductible in other years, and it further excludes items that are not taxable or deductible. The Group liability for current tax is calculated using tax rates that have been enacted or substantively enacted by the reporting date.

Deferred taxation

Deferred taxation is provided using the statement of financial position approach for all temporary differences between the tax bases of assets and liabilities and their carrying amounts for financial reporting purposes, applying the tax rates enacted or substantively enacted at the reporting date. Deferred taxation assets are only recognised to the extent that it is probable that taxable profits will be available against which deductible temporary differences can be utilised. Deferred tax assets are reviewed at each reporting period; and if it is no longer probable that taxable profits will be available to utilise them, the asset is reduced.

SIGNIFICANT ESTIMATES AND JUDGEMENTS

Deferred taxation assets

Five-year business plans are prepared annually and approved by the management of the Group and its major operating entities. These plans include estimates and assumptions regarding economic growth, interest rates, inflation, and competitive forces. The plans contain profit forecasts and cash flows, and these are utilised in the assessment of the recoverability of deferred tax assets. Management also exercises judgement in assessing the likelihood that business plans will be achieved and that the deferred tax assets are recoverable. In certain circumstances, further corroborative evidence is used, such as tax planning opportunities within the control of management to support the recovery of the tax asset.

Uncertain taxation positions

The Group is subject to income tax in several jurisdictions and significant judgement is required in determining the provision for income taxes. During the ordinary course of business, there are transactions and calculations for which the ultimate tax determination is uncertain. The Group engages tax specialists in the respective jurisdictions to assess uncertain tax positions and provide guidance on the appropriate tax treatment.

The tax laws and regulations in many of these countries are highly complex and open to interpretation. As a result, the Group may occasionally be subject to reviews of its historical income tax filings. During such reviews, disputes may arise with tax authorities regarding the interpretation or application of specific tax rules as they relate to the Group's operations in those jurisdictions.

NOTES TO THE CONSOLIDATED FINANCIAL STATEMENTS
for the year ended 30 September 2025 continued

13. Taxation continued

Taxation charge

R'000	2025	2024
South African normal taxation		
Current taxation		
Current year	**(73 104)**	(167 210)
Prior year	**5 409**	6 549
	(67 695)	(160 661)
Deferred taxation		
Current year	**(106 869)**	6 417
Prior year	**10 422**	(3 871)
	(96 447)	2 546
Withholding tax	**(7 147)**	(5 621)
Foreign normal taxation		
Current taxation		
Current year	**(34 580)**	(28 185)
Prior year	**(2 086)**	(140)
	(36 666)	(28 325)
Deferred taxation		
Current year	**(37 454)**	(28 699)
Prior year	**(664)**	253
Rate change*	**3 330**	2 767
	(34 788)	(25 679)
Withholding tax	**(404)**	(475)
Total taxation charge	**(243 147)**	(218 215)

* *The rate changes relate to tax rate changes in Namibia.*

Reconciliation of the statutory tax rate to the effective tax rate:

	2025	2024
Statutory tax rate	**27.0%**	27.0%
Prior year adjustment	**(1.4)%**	(0.3)%
Impairment of property	**–**	0.5%
Non-deductible expenses*	**3.5%**	0.8%
Non-taxable income**	**(2.1)%**	(0.2)%
Share-based payment adjustments	**–**	0.3%
Foreign exchange rate	**(0.7)%**	(0.7)%
Tax rate change***	**(0.1)%**	(0.3)%
Share of joint venture income	**(0.9)%**	(1.7)%
Withholding tax	**0.8%**	0.8%
Effective tax rate	**26.1%**	26.2%

* *Non-deductible expenses comprise traffic fines, donations and expenses that were incurred that are of a capital nature.*
** *Non-taxable income mainly relates to the portion of the market value price of the de-fleeted vehicles that exceeds the cost price when applying change of intention provisions of paragraph 12 of the 8th Schedule of the South African Income Tax Act.*
*** *Relates to Namibia corporate income tax rate moving from 31% to 30%.*

NOTES TO THE CONSOLIDATED FINANCIAL STATEMENTS
for the year ended 30 September 2025 continued

13. Taxation continued

Deferred taxation

Some companies in the Group are currently in an assessed loss position; therefore, a deferred tax asset has been recognised for the carrying forward of the assessed loss to the extent that it is probable that future taxable profit will be available against which the assessed tax losses can be utilised.

Deferred taxation is calculated at 27% in South Africa and the respective tax rate applicable in the other African countries. The tax rates enacted or substantively enacted at reporting date are used in measuring the deferred tax amounts.

Analysis of deferred taxation

R'000	2025	2024
Movement of deferred taxation		
Balance at the beginning of the year		
– deferred taxation assets	**73 716**	58 438
– deferred taxation liabilities	**(252 658)**	(217 596)
Net deferred tax liability at the beginning of the year	**(178 942)**	(159 158)
Recognised in statement of profit or loss	**(131 235)**	(23 132)
– Current movements	**(144 323)**	(22 282)
– Prior year charge	**9 758**	(3 617)
– Rate change	**3 330**	2 767
Translation differences	**982**	3 213
Disposal of subsidiary	**–**	135
Net deferred tax liability at the end of the year	**(309 195)**	(178 942)
– deferred taxation assets	**15 274**	73 716
– deferred taxation liabilities	**(324 469)**	(252 658)
Analysis of deferred taxation by type of temporary difference		
Property, plant and equipment	**(386 905)**	(337 136)
Financial assets	**(191 655)**	(139 681)
Right-of-use assets	**40 951**	40 767
Receivables	**32 030**	25 494
Prepayments	**(2 707)**	(1 903)
Other current assets*	**21 576**	23 180
Lease liabilities	**11 246**	14 099
Provisions and other short-term payables	**158 142**	158 465
Short-term interest-bearing borrowings	**208**	502
Long-term interest-bearing borrowings	**1 303**	(461)
Tax losses	**6 616**	30 107
Other	**–**	7 648
Non-operating capital items	**–**	(23)
	(309 195)	(178 942)
Tax losses available for set-off against future taxable income	**50 948**	121 271
Tax losses accounted for in deferred tax	**(2 501)**	(72 015)
Tax losses not accounted for in deferred tax	**48 447**	49 256

* *Included in other current assets is mainly Car Rental assets and Avis Car Sales inventory held as closing stock.*

NOTES TO THE CONSOLIDATED FINANCIAL STATEMENTS
for the year ended 30 September 2025 continued

14. Earnings and headline earnings per share

Basic earnings per share is derived by dividing profit or loss attributable to the equity holders of Zeda Limited for the period by the weighted average number of ordinary shares in issue during the financial year, net of treasury shares. Appropriate adjustments are made in calculating diluted and headline earnings per share.

Headline earnings has been calculated and disclosed in accordance with the JSE Listings Requirements, and in terms of circular 1/2023 issued by SAICA. Disclosure of headline earnings is not a requirement of IFRS Accounting Standards, but it is a commonly used measure of earnings in South Africa that is more closely aligned with the operating activities of the entity. The items excluded from the calculation of headline earnings meet the definition of separately identifiable remeasurements as defined in circular 1/2023. The table below reconciles the profit attributable to the shareholders to headline earnings:

R'000	Note	2025	2024
Reconciliation of headline earnings			
Profit attributable to the shareholders		**672 499**	598 974
Adjusted for:			
Reversal of impairment on property	10	**(3 900)**	(15 850)
Impairment on property	15	**4 581**	–
Loss on disposal of property, plant and equipment	33	**36**	65
Profit on disposal of business	43	**–**	(343)
Tax effects of the above items:			
Loss on disposal of property, plant and equipment		**(8)**	(14)
Profit on disposal of business		**–**	488
Headline earnings		**673 208**	583 320

	2025 Number of shares	2024 Number of shares
Issued shares (000)	**189 642**	189 642
Weighted average number of treasury shares held by group entities (000)	**(3 045)**	(2 598)
Weighted average number of ordinary shares in issue (000)	**186 597**	187 044
Diluted weighted average number of ordinary shares (000)	**186 597**	187 044

	2025 Cents	2024 Cents
Earnings per share		
Basic	**360.40**	320.23
Diluted	**360.40**	320.23
Headline earnings per share		
Basic	**360.78**	311.86
Diluted	**360.78**	311.86

The weighted average number of ordinary shares in issue and diluted weighted average number of shares in issue are the same as there are no dilutive instruments in issue.

NOTES TO THE CONSOLIDATED FINANCIAL STATEMENTS

for the year ended 30 September 2025 continued

15. Property, plant and equipment

MATERIAL ACCOUNTING POLICY

Items of property, plant and equipment are initially stated at cost, which includes all costs that are directly attributable to the purchase and to bringing the assets to their initial working condition for their intended use. Property, plant and equipment is subsequently measured at cost less accumulated depreciation and any accumulated impairment losses.

Motor vehicles leased out in terms of lease agreements are depreciated on a straight-line basis to the anticipated residual value over the term of the lease. Property, plant and equipment (with the exception of leasing vehicles) are depreciated over their useful lives, taking into account residual values, where appropriate.

Leasing vehicles

Vehicles for leasing, which are leased to customers for periods ranging from 12 to 72 months, are accounted for as part of property, plant and equipment. Once a vehicle is no longer utilised as part of the leasing fleet, it is transferred to inventory. This accounting treatment is applied where it is in the ordinary course of the Group's activities to routinely sell vehicles that have reached the end of their useful lives or the end of the related contracts. The transfer of such vehicles to inventories is done at the vehicle's carrying amount. The proceeds from the sale of such vehicles are recognised as revenue, and the carrying amount is recognised as cost of sales.

Gains and losses on disposal of other items of property, plant and equipment are determined by comparing proceeds with the carrying amount and are included in profit or loss.

The following methods and rates were used during the year to depreciate property, plant and equipment to estimated residual values:

Freehold and leasehold buildings	Straight line	50 years
Vehicles	Straight line	5 to 10 years
Leasing vehicles	Straight line	5 to 10 years
Plant, equipment, computers and furniture	Straight line	3 to 5 years

Freehold and leasehold land are not depreciated.

SIGNIFICANT ESTIMATES AND JUDGEMENTS

Residual values and useful life

The residual value of lease vehicles determines the lease income and recoverability on resale at the end of the lease term. Residual values are constantly reviewed for accuracy based on the status of the used car market, the current and historical value of vehicles sold, and the specific application of the vehicle. Changes in residual values are accounted for prospectively.

An asset's useful life is defined in terms of its expected utility to the Group, which is the period of time over which the Group expects to use the asset. Property, plant and equipment that have finite useful lives are depreciated to their residual values. Because it is an estimate, management is required to review the basis of depreciation, useful life and residual value at each annual reporting date as a minimum.

Management considers all of the factors below when determining or reviewing the useful life of an item of property, plant and equipment:

- Expected use of the asset
- Expected wear and tear
- Technical obsolescence arising from changes or improvements in technology
- Commercial obsolescence arising from a change in market demand for the product or service output of the asset

NOTES TO THE CONSOLIDATED FINANCIAL STATEMENTS

for the year ended 30 September 2025 continued

15. Property, plant and equipment continued

R'000	2025 Cost	2025 Accumulated depreciation	2025 Carrying amount	2024 Cost	2024 Accumulated depreciation	2024 Carrying amount
Freehold and leasehold land	**19 915**	**(12 577)**	**7 338**	29 837	(15 501)	14 336
Freehold and leasehold buildings	**145 038**	**(131 447)**	**13 591**	147 551	(131 262)	16 289
Plant, equipment, computers and furniture	**167 135**	**(153 867)**	**13 268**	160 283	(145 497)	14 786
Vehicles	**4 273**	**(4 273)**	**–**	4 273	(4 273)	–
Leasing vehicles	**6 918 733**	**(1 995 921)**	**4 922 812**	6 395 529	(1 750 406)	4 645 123
	7 255 094	**(2 298 085)**	**4 957 009**	6 737 473	(2 046 939)	4 690 534

R'000	Freehold and leasehold land	Freehold and leasehold buildings	Plant, equipment, computers and furniture	Vehicles	Leasing vehicles	Total
2025						
At the beginning of the year	**14 336**	**16 289**	**14 786**	**–**	**4 645 123**	**4 690 534**
Additions	**–**	**4 579**	**7 606**	**–**	**1 938 402**	**1 950 587**
Disposals	**–**	**–**	**(287)**	**–**	**(67 527)**	**(67 814)**
Transfer to inventory*	**–**	**–**	**–**	**–**	**(638 959)**	**(638 959)**
Transfer to non-current assets held-for-sale	**(2 425)**	**(4 073)**	**–**	**–**	**–**	**(6 498)**
Depreciation	**–**	**(3 196)**	**(9 442)**	**–**	**(968 687)**	**(981 325)**
Impairment	**(4 581)**	**–**	**–**	**–**	**–**	**(4 581)**
Translation difference	**8**	**(8)**	**605**	**–**	**14 460**	**15 065**
At the end of the year	**7 338**	**13 591**	**13 268**	**–**	**4 922 812**	**4 957 009**

R'000	Freehold and leasehold land	Freehold and leasehold buildings	Plant, equipment, computers and furniture	Vehicles	Leasing vehicles	Total
2024						
At the beginning of the year	73 117	16 207	16 722	26	4 100 172	4 206 244
Additions	–	4 063	10 713	–	2 260 489	2 275 265
Disposals	–	(65)	(55)	–	(70 117)	(70 237)
Transfer to inventory*	–	–	–	–	(713 804)	(713 804)
Transfer to non-current assets held-for-sale	(74 100)	–	–	–	–	(74 100)
Depreciation	–	(2 990)	(12 500)	(26)	(874 197)	(889 713)
Reversal of impairment	15 850	–	–	–	–	15 850
Translation difference	(531)	(926)	(94)	–	(57 420)	(58 971)
At the end of the year	14 336	16 289	14 786	–	4 645 123	4 690 534

* *In the normal course of business, reclassifications within leasing assets relate to assets that are recognised as property, plant and equipment and reclassified to inventory for resale.*

NOTES TO THE CONSOLIDATED FINANCIAL STATEMENTS
for the year ended 30 September 2025 continued

16. Leases

MATERIAL ACCOUNTING POLICY

A right-of-use asset is initially measured at cost, comprising the initial measurement of the lease liability adjusted for any lease payments made at or before the commencement date, plus any initial direct costs incurred, and less any lease incentives received. The Group recognises a right-of-use asset and a corresponding lease liability with respect to all lease arrangements in which it is the lessee. Subsequent to initial recognition, the Group measures the lease liability by increasing the carrying amount to reflect interest on the lease liability and reducing the carrying amount to reflect the lease payments.

The Group has elected not to recognise a lease liability for short-term leases (leases of expected term of 12 months or less) or for leases of low-value assets (R85 000) in the recognition of lease assets.

Right-of-use assets are carried at their cost less any accumulated depreciation and any impairment losses.

The lease term is the non-cancellable period of the lease plus any optional renewal period, less any optional early terminations where it is reasonably certain that the options will be exercised. The lease term was determined considering these options, where applicable, and involves judgement to determine whether the options will be exercised on a lease-by-lease basis. Properties are often embedded with renewal options that are factored into the calculation of lease liabilities and right-of-use assets. Upon renewal, an addendum is added to the original lease agreement.

Lease payments are allocated between finance costs and the capital repayments using the effective interest method.

The lease liability is initially measured at the present value of the lease payments that are not paid at the commencement date, discounted by using the rate implicit in the lease. If this rate cannot be readily determined, the lessee uses its incremental borrowing rate. Right-of-use assets are depreciated over the shorter of the lease term or their useful lives using the following methods and rates:

Land and buildings (properties)	Straight line	50 years
Plant, equipment, computers and furniture	Straight line	5 years
Licence and software	Straight line	13 years
Vehicles	Straight line	2 years

SIGNIFICANT ESTIMATES AND JUDGEMENTS

Lease term

Leases arise predominately from the right of use of properties. Management will consider the original lease term and the renewal options for purposes of reporting. Reassessments are considered annually or if any significant changes occur that affect the exercise of options. In addition, the following factors are considered in determining whether it is reasonably certain the options will be exercised, thus whether there is an economic incentive to exercise:

- The strategic objectives of the Group and annual business plans that observe a five-year cycle
- Whether the terms and conditions of the current lease are more favourable than the current market conditions
- The proximity of the leased premises to core customers and other business hubs
- Specifics for the premises/assets leased and any leasehold improvements, such as workshops or office buildings, undertaken by the Group that are optimised to business needs
- Costs relating to the termination of the lease
- The availability of similar/alternative assets in the market suitable to the business needs
- All relevant facts and circumstances that create an economic incentive for the lessee to exercise, or not to exercise, the option, including any expected changes in facts and circumstances from the commencement date until the exercise date of the option.

NOTES TO THE CONSOLIDATED FINANCIAL STATEMENTS

for the year ended 30 September 2025 continued

16. Leases continued

Right-of-use assets

R'000	2025 Cost	2025 Accumulated depreciation and Impairment	2025 Carrying Amount	2024 Cost	2024 Accumulated depreciation and Impairment	2024 Carrying Amount
Properties	459 138	(270 759)	188 379	452 756	(226 977)	225 779
Plant, equipment, computers, furniture and software	49 512	(15 987)	33 525	32 543	(6 762)	25 781
Vehicles	18 451	(1 681)	16 770	–	–	–
	527 101	(288 427)	238 674	485 299	(233 739)	251 560

R'000	2025 Properties	2025 Plant, equipment, computers, furniture and software	2025 Vehicles	2025 Total	2024 Properties	2024 Plant, equipment, computers, furniture and software	2024 Vehicles	2024 Total
At the beginning of the year	225 779	25 781	–	251 560	259 863	30 084	–	289 947
Additions	19 456	16 968	18 451	54 875	21 391	–	–	21 391
Disposals	(275)	–	–	(275)	(613)	–	–	(613)
Depreciation and amortisation	(56 635)	(9 224)	(1 681)	(67 540)	(54 541)	(4 303)	–	(58 844)
Translation difference	54	–	–	54	(321)	–	–	(321)
At the end of the year	188 379	33 525	16 770	238 674	225 779	25 781	–	251 560

Lease liabilities

R'000	2025	2024
At the beginning of the year	454 484	504 949
Liability arising on a new leases entered into during the year	54 875	17 302
Repayments of lease obligation (cash flow excluding interest component)	(87 615)	(63 396)
Translation adjustment	293	(407)
Liability adjustments upon entering into modifications of lease items during the year	(730)	(3 964)
At the end of the year	421 307	454 484
Current portion of lease liabilities	115 004	78 764
Non-current portion of lease liabilities	306 303	375 720
	421 307	454 484
Lease liabilities are made up of the following assets classes:		
Properties	370 862	427 274
Plant, equipment, computer and furniture	33 096	27 210
Vehicles	17 349	–
	421 307	454 484
The undiscounted maturity analysis of lease liabilities is as follows:		
Within one year	108 910	104 159
Between two to five years	320 991	386 164
Five years and beyond	29 810	65 271
	459 711	555 594
Short-term and low-value asset lease payments	53 846	63 546

Liquidity risk

For more information on the liquidity risk relating to the Group's lease liabilities, refer to note 41.4.

NOTES TO THE CONSOLIDATED FINANCIAL STATEMENTS
for the year ended 30 September 2025 continued

17. Intangible assets

MATERIAL ACCOUNTING POLICY

Intangible assets are initially recognised at cost. Intangible assets are not revalued.

Computer software

Costs that are directly associated with identifiable and unique software products controlled by the Group and that will probably generate economic benefits exceeding costs beyond one year are recognised as intangible assets. All other expenditure associated with developing or maintaining computer software programs is recognised as an expense in profit or loss when incurred. Computer software and development costs recognised as assets are amortised using the straight-line method over their useful lives once the computer software has been brought into use.

The carrying amount of computer software and development costs is reviewed annually and adjusted for impairment when there are indications of impairment.

The useful lives of intangible assets are reviewed, and adjusted if appropriate, at each reporting date. The useful life of computer software is considered to be three years from when it is brought into use.

Capitalised licence fee

Costs associated with the right to conduct business activities under a recognised brand are capitalised and amortised over the period that the right to conduct business endures.

The licensee agreement covers the period up to 2035.

Brand development

Brand development costs, which include marketing-related intangible assets, are capitalised only when and if they result in an asset that can be identified, when it is probable that the asset will generate future economic benefits, and the development cost can be reliably measured. Otherwise, the development cost is recognised in profit or loss. Brand development costs have an indefinite useful life, they are assessed for impairment annually and whenever there is an indication that brand development has been impaired, by comparing their recoverable amount with their carrying amount.

SIGNIFICANT ESTIMATES AND JUDGEMENTS

Intangible asset with indefinite useful life

Significant estimates and judgements were applied in determining the value-in-use of the brand development, in accordance with IAS 38 Intangible Assets. Future cash flows expected to be generated by the assets are projected, taking into account market conditions and the expected useful lives of the assets. The present value of these cash flows, determined using an appropriate pre-tax discount rate, is compared to the carrying amount and, if lower, the assets are impaired to the present value.

Cash flows, which are utilised in these assessments, are extracted from formal five-year business plans that are updated annually. These cash flows are based on reasonable and supportable assumptions. The Group utilises a discounted cash flow valuation model to determine asset values supplemented, where appropriate, by other valuation techniques.

NOTES TO THE CONSOLIDATED FINANCIAL STATEMENTS
for the year ended 30 September 2025 continued

17. Intangible assets continued

R'000	2025 Cost	2025 Accumulated depreciation and impairment	2025 Carrying amount	2024 Cost	2024 Accumulated depreciation and impairment	2024 Carrying amount
Computer software	**104 433**	**(97 985)**	**6 448**	102 782	(93 936)	8 846
Capitalised licence fee	**12 698**	**(8 959)**	**3 739**	12 698	(8 113)	4 585
Brand development	**34 585**	**(10 824)**	**23 761**	30 369	(10 824)	19 545
	151 716	**(117 768)**	**33 948**	145 849	(112 873)	32 976

R'000	Computer software	Capitalised licence fee	Brand development	Total
2025				
At the beginning of the year	**8 846**	**4 585**	**19 545**	**32 976**
Additions	**1 239**	**–**	**4 216**	**5 455**
Amortisation	**(3 637)**	**(846)**	**–**	**(4 483)**
At the end of the year	**6 448**	**3 739**	**23 761**	**33 948**
2024				
At the beginning of the year	2 220	5 431	17 972	25 623
Additions	9 672	–	1 573	11 245
Amortisation	(3 046)	(846)	–	(3 892)
At the end of the year	8 846	4 585	19 545	32 976

NOTES TO THE CONSOLIDATED FINANCIAL STATEMENTS
for the year ended 30 September 2025 continued

18. Investment in joint venture

MATERIAL ACCOUNTING POLICY

The Group has an investment in a joint venture in which it holds 50% equity interests. This investment is not controlled because the Group does not have the power to direct the relevant activities, but rather through unanimous consent. Furthermore, there are no other arrangements granting the Group this power over the relevant activities or which are decided through a majority vote of the Board.

The joint venture is measured using the equity method of accounting, applying the Group's accounting policies. Joint ventures are initially recorded at fair value and thereafter increased or decreased by the Group's share of the profit or loss, from the acquisition date to the disposal date. Adjustments are made to the joint venture's financial results for material transactions and events in the intervening period.

When the Group's share of losses or reversal of unrealised gains equals or exceeds its interest in the entity, the Group does not recognise further losses, unless it has incurred legal or constructive obligations or made payments on behalf of the joint venture.

R'000	2025	2024
Daysun Proprietary Limited: Investment in ordinary shares	50%	50%
Investment		
At the beginning of the year	**66 830**	18 308
Share of undistributed profits	**31 743**	48 522
Share of profit for the year	**31 743**	53 626
Dividends	**–**	(5 104)
At the end of the year	**98 573**	66 830
Statement of financial position		
Non-current assets	**20 272**	19 636
Current assets	**381 129**	314 186
Non-current liabilities	**(104 149)**	(87 993)
Current liabilities	**(100 106)**	(112 169)
Net assets (100%)	**197 146**	133 660
Group's share of net assets (50%)	**98 573**	66 830
Income statement		
Revenue	**119 631**	167 169
Operating profit	**63 237**	126 659
Net interest received	**23 730**	20 260
Profit before tax	**86 967**	146 919
Income tax expense	**(23 481)**	(39 667)
Profit and total comprehensive income (100%)	**63 486**	107 252
Group's share of total comprehensive income (50%)	**31 743**	53 626

Daysun Proprietary Limited is a joint venture that derives its income from rendering administrative services for maintenance contracts in South Africa.

There are no restrictions on the ability of the joint venture to transfer funds in the Group in the form of cash dividends or to repay amounts owing to the Group.

The Group has no commitments arising from its involvement with the joint venture.

NOTES TO THE CONSOLIDATED FINANCIAL STATEMENTS
for the year ended 30 September 2025 continued

19. Insurance contract asset

MATERIAL ACCOUNTING POLICY

The Group has a cell captive arrangement with a cell captive insurer to provide non-life insurance products to customers. The arrangement represents an in-substance insurance contract, with the Group holding preference shares entitling it to profits from the cell's insurance business.

The Group performs policy administration under binder and intermediary agreements and applies the Premium Allocation Approach ("**PAA**") to measure the insurance contract asset. For longer-term products, the PAA yields results not materially different from the General Measurement Model.

Insurance revenue comprises premiums recognised over the coverage period, while insurance service expenses include incurred and outstanding claims and related costs.

Concentration risk

The Group's insurance activities are concentrated in the automotive industry, consistent with its value chain offering.

Financial risks

Credit risk: Arises from potential non-payment of premiums, mitigated through credit management and underwriting controls.

Liquidity risk: Possible need for capital support to maintain solvency.

Interest rate risk: Insignificant exposure on financial assets.

SIGNIFICANT ESTIMATES AND JUDGEMENTS

The insurance contract consists of an asset for remaining coverage ("**ARC**") and liability for incurred claims ("**LIC**"). The LIC includes the fulfilment cash flows for incurred claims and expenses that have not yet been paid, including claims that have been incurred but not yet reported.

The fulfilment cash flows are measured at the reporting date using current estimates of future cash flows, current discounts and current estimates of the risk adjustment for non-financial risks.

NOTES TO THE CONSOLIDATED FINANCIAL STATEMENTS

for the year ended 30 September 2025 continued

19. Insurance contract asset continued

R'000	ARC[1] 2025	LIC[2] 2025	Total 2025	ARC[1] 2024	LIC[2] 2024	Total 2024
Carrying amount at the beginning of the year	**14 834**	**–**	**14 834**	5 881	–	5 881
Movement recognised in profit or loss statement	**7 836**	**(449)**	**7 387**	9 704	(751)	8 953
Insurance revenue	**16 676**	**–**	**16 676**	19 202	–	19 202
Insurance expenses:	**(8 840)**	**(449)**	**(9 289)**	(9 498)	(751)	(10 249)
Incurred claims expenses	**–**	**(451)**	**(451)**	–	(473)	(473)
Expenses incurred	**(8 840)**	**–**	**(8 840)**	(9 498)	–	(9 498)
Changes that relate to past service – adjustment to the LIC	**–**	**2**	**2**	–	(278)	(278)
Transfer between reserves	**(449)**	**449**	**–**	(751)	751	–
Dividends declared	**(13 587)**	**–**	**(13 587)**	–	–	–
Carrying amount at the end of the year	**8 634**	**–**	**8 634**	14 834	–	14 834

[1] ARC consists of the original investment and premiums collected by the cell captive insurer, minus all non-directly attributable expenses related to the LIC. These expenses are mainly binder fees, underwriting, administrative and management fees.

[2] The LIC represents the Group's obligation to pay valid insurance claims for insured events that have already occurred.

NOTES TO THE CONSOLIDATED FINANCIAL STATEMENTS
for the year ended 30 September 2025 continued

20. Finance lease receivable

MATERIAL ACCOUNTING POLICY

Leases are classified as finance leases when substantially all risks and rewards of ownership are transferred to the lessee. At the commencement of the lease, the Group derecognises the underlying asset and recognises a finance lease receivable, which is measured at the present value of the lease payments plus any unguaranteed residual value.

For standard finance leases, no profit is recognised at the inception of the lease. Instead, finance income is recognised over the lease term, based on a pattern reflecting a constant periodic rate of return.

Where the Group acts as a dealer lessor, purchasing vehicles at OEM discounts and leasing them as part of ordinary trading activities, the transaction is treated as a sale. In such cases, the selling profit or loss is recognised at the lease commencement, measured as the difference between the fair value (or present value of lease payments, if lower) and the carrying amount of the asset. Subsequent income is then recognised as finance income over the lease term.

SIGNIFICANT ESTIMATE AND JUDGEMENT

The Group primarily engages in two types of leases: ordinary finance leases and manufacturer or dealer lessor arrangements. The Group exercised significant judgement in assessing whether its Leasing segment meets the criteria for dealer-lessor classification, which results in an outright sale at the commencement of the lease This judgement considered the substantial discounts received from OEMs on fleet acquisitions, the increasing use of lease contracts with nominated residual values, and the continued evolution of the Group’s business model towards activities consistent with dealer-lessor arrangements. Based on these factors, management concluded that the Group could apply dealer-lessor accounting where it presents the economic substance of the contract with the customer.

R’000	2025	2024
Amounts receivable under finance leases		
Advances for instalment sales, leases, rentals and loans	**947 026**	738 892
Unearned finance charges	**(167 315)**	(150 236)
Finance lease receivables	**779 711**	588 656
Current portion of finance lease receivables	**297 125**	204 216
Non-current portion of finance lease receivables	**482 586**	384 440
Finance lease receivables	**779 711**	588 656
Finance lease receivables are recoverable as follows:		
Present value		
Year one	**296 992**	204 216
Year two	**230 406**	166 596
Year three	**161 661**	121 024
Year four	**74 111**	71 446
Year five	**14 596**	23 467
More than five years	**1 945**	1 907
	779 711	588 656
Minimum lease payments		
Year one	**317 705**	217 808
Year two	**270 093**	197 032
Year three	**211 454**	163 973
Year four	**114 602**	110 624
Year five	**30 171**	45 766
More than five years	**3 001**	3 689
	947 026	738 892
Less: Unearned finance income	**(167 315)**	(150 236)
	779 711	588 656
Unguaranteed residual values of assets leased under finance leases at the end of the lease term	**140 905**	125 129

NOTES TO THE CONSOLIDATED FINANCIAL STATEMENTS
for the year ended 30 September 2025 continued

20. Finance lease receivable continued

The long-term vehicle fleet is leased to customers for periods ranging from 12 to 72 months. The average lease term is 49 months (2024: 45 months) and the majority of these leases are at interest rates linked to the South African prime rate. The Group remains the title holder of the vehicles under finance leases. Investment income earned on the net investment in the leases amounts to R46.5 million (2024: R8.0 million).

INTEREST RATE RISK

Interest rate sensitivity

Finance lease receivable are exposed to interest rate risk based on changes in the prime interest rate.

An interest rate sensitivity analysis is based on the increase or decrease of 1% (100 basis points) in the South African prime interest rate. The analysis assumes that other variables remain constant.

R'000	2025	2024
Impact of a 1% change in the South African prime interest rate		
Charge to profit or loss	**5 692**	4 297

CREDIT RISK

Credit risk is assessed under trade receivables in line with expected credit losses ("**ECL**") for finance lease receivables.

NOTES TO THE CONSOLIDATED FINANCIAL STATEMENTS
for the year ended 30 September 2025 continued

21. Rental vehicles

MATERIAL ACCOUNTING POLICY

Vehicles for rental purposes are held for a period of up to 12 months and are generally transferred to inventory at their calculated residual values. The depreciation of rental vehicles is reassessed yearly based on the residual values. The Group classifies rental vehicles as current assets since they are held for rental for less than 12 months in terms of novated licence agreements with Avis Budget Group and are subsequently sold in the ordinary course of business. The transfer of these assets to inventory is done at the assets' carrying amount. The proceeds from the sale of such assets are recognised as revenue and the carrying amount as cost of sales.

SIGNIFICANT ESTIMATES AND JUDGEMENTS

Residual values and useful lives

Management estimates the residual value of rental vehicles based on a combination of historical disposal values, independent market data, and current and forecast conditions in the used vehicle market for each vehicle make and model. Residual values are formally reviewed at each reporting date and adjusted prospectively. Refer to note 2.1 for details on the change in the estimate for residual values for rental vehicles.

In estimating the useful lives of rental vehicles, management considers the following factors:

- Expected use of the rental vehicles
- Expected wear and tear
- Technical obsolescence arising from changes or improvements in technology

Changes in useful lives are adjusted for prospectively.

	2025			2024		
R'000	Cost	Accumulated depreciation	Carrying amount	Cost	Accumulated depreciation	Carrying amount
Rental vehicles	**4 339 592**	**(108 662)**	**4 230 930**	4 218 402	(358 504)	3 859 898

R'000	2025	2024
At the beginning of the year	**3 859 898**	4 986 764
Additions	**4 024 131**	3 277 649
Disposals	**(92 161)**	(101 460)
Depreciation	**(681 986)**	(945 318)
Transfer to inventory*	**(2 876 428)**	(3 355 378)
Translation differences	**(2 524)**	(2 359)
At the end of the year	**4 230 930**	3 859 898

** Transfers to inventory relates to rental fleet reclassified to inventory for resale.*

Rental vehicles consist mainly of short-term rental vehicles. The Group uses a combination of cash and debt to fund the purchasing of rental vehicles. Vehicles purchased through debt are pledged as security under title-retention arrangements until repayment of the related facility.

For additional information relating to rental fleet vehicles encumbered as security for "Floorplans", refer to note 31.2.

NOTES TO THE CONSOLIDATED FINANCIAL STATEMENTS
for the year ended 30 September 2025 continued

22. Inventories

MATERIAL ACCOUNTING POLICY

Inventories consist of the following:

- Used vehicles
- Consumables – tracking units
- Other inventory, including spare parts

Used vehicles comprise de-fleeted rental and leasing units available for sale; these categories are mutually exclusive.

Inventories are stated at the lower of cost or net realisable value. Net realisable value is the net selling price in the ordinary course of business, less selling expenses.

Specific identification basis is used to arrive at the cost (carrying amount) of motor vehicles as the items are not interchangeable.

Allowance for net realisable value of inventory is assessed at every reporting date, taking into account the ageing and the current market demand for such items.

Rental vehicles and leasing vehicles that become available for sale after being removed from rental vehicles and leasing vehicles are transferred to inventories at their carrying amount. Sale proceeds from such rental assets are recognised as revenue.

SIGNIFICANT ESTIMATES AND JUDGEMENTS

Inventory net realisable value

A write-down to net realisable value is recognised against used cars classified as inventory for expected losses arising from obsolescence, damage, or reduced market acceptance. Net realisable value is determined by comparing the carrying amount of the car to its expected selling price (based on recent sales history and market conditions) less the estimated costs to sell. The net realisable value of used cars is reassessed at each reporting date.

R'000	**2025**	2024
Used vehicles	**970 131**	957 583
Consumable stores	**28 002**	20 686
Other inventory*	**110**	116
Total	**998 243**	978 385
Inventory provisions	**(7 998)**	(6 760)
Inventories	**990 245**	971 625
Inventory stated at net realisable value	**63 806**	48 835
Inventory charged to cost of sales	**3 851 003**	3 657 228
The value of inventories has been determined on the following basis:		
Specific identification	**963 666**	952 155
Weighted average	**26 579**	19 470
	990 245	971 625

* *Other inventory comprises mainly of fuel, uniforms, car seats and other promotional items.*

Vehicles purchased through the facilities are pledged as security under title-retention arrangements until repayment of the related facility.

NOTES TO THE CONSOLIDATED FINANCIAL STATEMENTS
for the year ended 30 September 2025 continued

23. Trade and other receivables

MATERIAL ACCOUNTING POLICY

Financial assets, including trade and other receivables, are classified in their entirety based on how their performance is managed and evaluated (business model), and the characteristics of their contractual cash flows. The Group measures financial assets initially at fair value plus transaction costs for instruments measured at amortised cost, and subsequently at amortised cost.

Financial assets at amortised cost are classified and subsequently measured using the effective interest method.

Trade and other receivables are initially recognised when the business becomes party to a contract, and are subsequently measured at amortised cost less expected credit losses.

Trade and other receivables are derecognised when the rights to the cash flows expire.

SIGNIFICANT ESTIMATES AND JUDGEMENTS

Expected credit loss

The Group recognises a loss allowance for ECLs on trade and other receivables. The recoverability of trade and other receivables is determined from the date it is recognised with a loss allowance recognised for expected losses determined at initial recognition. The Group recognises a loss allowance using a simplified approach as a lifetime ECL on its trade receivables. The Group reassesses the lifetime ECLs at each reporting period and recognises any changes as an impairment gain or loss. The Group has established a provision matrix that is based on its historical credit loss experience, adjusted for forward-looking factors specific to the debtors and the economic environment.

The Group has rebutted the presumption that assumes credit risk significantly increases when trade receivables are more than 30 days past due. The rebuttal is based on reasonable and supportable forward-looking information such as:

- Macroeconomic factors (e.g. inflation, GDP forecasts)
- The counterparty’s reputation, financial position, and payment history
- Market conditions in the counterparty’s operating region

If this information indicates that a receivable may not be recoverable, or if it has been handed over to debt collectors, it is considered to have significantly increased credit risk.

To estimate ECLs, the Group considers:

- The geography and industry of the customer
- Sales to higher-risk segments, such as other African countries outside South Africa, and sales of parts and services
- Length of overdue periods and settlement times for older accounts
- Past default experience of each operating segment
- The direct billing segment (mainly extra charges billed to individual customers on vehicle returns) has a high default history and therefore attracts higher ECL rates compared to the corporate book

Receivables are grouped by similar risk characteristics, and ECLs are calculated using the historical loss ratio, adjusted for forward-looking information.

For trade receivables where the Group determines that recoverability is unlikely, such that the credit quality has significantly deteriorated and the trade receivable is credit impaired, a lifetime ECL is recognised. Default is considered to have occurred when a customer does not meet their contractual payment obligations and the account is handed over to debt collectors.

The Group considered this a sound basis as, in management’s view, trade receivables are credit impaired when the Group has not received contractual cash flows according to the contract, efforts to recover have not been successful, and the customer’s ability to pay is doubtful. Where the Group determines there are no prospects of a customer meeting its contractual repayments, the related receivable is written off.

NOTES TO THE CONSOLIDATED FINANCIAL STATEMENTS
for the year ended 30 September 2025 continued

23. Trade and other receivables continued

R'000	2025	2024
Trade receivables	**1 780 592**	1 780 577
Expected credit losses	**(476 677)**	(437 426)
Net trade and other receivables	**1 303 915**	1 343 151
Other financial assets		
Other short-term receivables*	**152 512**	73 854
	1 456 427	1 417 005
Non-financial assets classified as other receivables		
Prepayments	**51 953**	39 618
Value added tax**	**117 242**	101 314
	1 625 622	1 557 937

* *Other short-term receivables include sundry debtors and deposits.*
** *Value added tax was disclosed as a financial asset in 2024; this has been corrected.*

Movement in the allowance for expected credit loss is as follows:

R'000	2025	2024
At the beginning of the year	**(437 426)**	(398 207)
Increase in allowance for expected credit loss	**(97 268)**	(51 011)
Allowance reversed to profit or loss	**13 816**	7 440
Unrecoverable credit losses written off	**44 411**	(181)
Translation differences	**(210)**	4 521
Disposal of subsidiary	**–**	12
At the end of the year	**(476 677)**	(437 426)

Credit risk

Credit risk is the risk that a counterparty will not honour its contractual commitments when these are due per contractual agreements.

Each of the Group's operating segments has credit terms appropriate for their industry. The average credit period ranges between 30 and 90 days. The measures used to minimise credit risk are managed by a monthly review of trade receivables ageing and stringent background checks and credit limits for customers, continuous review of credit limits as well as legal action against defaulting customers. The average credit period on these sales is 30 to 90 days, however, extended credit terms may be negotiated during the account application process. No single customer represents more than 10% of the business's total revenue for the years ended 30 September 2025 and 30 September 2024.

No credit guarantee insurance is held against the carrying amount of trade and other receivables within the Group, therefore ECLs are considered across all operating receivables.

There has been no material change in the estimation techniques applied in determining the ECLs from the prior year. The gross receivables, disclosed below, are inclusive of VAT applicable to various jurisdictions, and the allowance for credit losses excludes VAT.

Forward-looking and past information was utilised to estimate the ECL as disclosed in the accounting policy, significant estimates and judgements above.

NOTES TO THE CONSOLIDATED FINANCIAL STATEMENTS
for the year ended 30 September 2025 continued

23. Trade and other receivables continued

Credit risk continued

The following table details the risk profile of trade receivables based on the Group's provision matrix.

R'000	Gross carrying amount	2025 Lifetime ECL	Effective impairment
2025 Group			
Not due	**815 932**	**(8 739)**	**1%**
1 to 30 days past due	**228 583**	**(8 650)**	**4%**
31 to 60 days past due	**30 846**	**(2 289)**	**7%**
61 to 90 days past due	**46 382**	**(8 600)**	**19%**
91 to 120 days past due	**154 963**	**(31 140)**	**20%**
Greater than 121 days past due	**503 886**	**(417 259)**	**83%**
Total losses age analysis	**1 780 592**	**(476 677)**	**27%**
Car leasing			
Not due	**282 005**	**(2 772)**	**1%**
1 to 30 days past due	**156 187**	**(6 191)**	**4%**
31 to 60 days past due	**8 740**	**(492)**	**6%**
61 to 90 days past due	**27 660**	**(5 585)**	**20%**
91 to 120 days past due	**16 590**	**(5 240)**	**32%**
Greater than 121 days past due	**251 662**	**(176 829)**	**70%**
	742 844	**(197 109)**	**27%**
Car rental			
Not due	**533 928**	**(5 967)**	**1%**
1 to 30 days past due	**72 396**	**(2 459)**	**3%**
31 to 60 days past due	**22 106**	**(1 797)**	**8%**
61 to 90 days past due	**18 721**	**(3 015)**	**16%**
91 to 120 days past due	**138 373**	**(25 900)**	**19%**
Greater than 121 days past due	**252 224**	**(240 430)**	**95%**
	1 037 748	**(279 568)**	**27%**
	Gross carrying amount	2024 Lifetime ECL	Effective impairment
2024 Group			
Not due	790 445	(9 882)	1%
1 to 30 days past due	290 455	(9 373)	3%
31 to 60 days past due	37 469	(1 984)	5%
61 to 90 days past due	68 360	(10 533)	15%
91 to 120 days past due	108 610	(26 178)	24%
Greater than 121 days past due	485 238	(379 476)	78%
Total losses age analysis	1 780 577	(437 426)	25%
Car leasing			
Not due	245 062	(3 173)	1%
1 to 30 days past due	224 294	(4 336)	2%
31 to 60 days past due	4 029	(111)	3%
61 to 90 days past due	19 242	(1 768)	9%
91 to 120 days past due	13 798	(2 808)	20%
Greater than 121 days past due	188 607	(150 462)	80%
	695 032	(162 658)	23%
Car rental			
Not due	545 383	(6 709)	1%
1 to 30 days past due	66 161	(2 037)	3%
31 to 60 days past due	33 440	(1 873)	6%
61 to 90 days past due	49 118	(6 265)	13%
91 to 120 days past due	94 812	(21 870)	23%
Greater than 121 days past due	296 631	(236 014)	80%
	1 085 545	(274 768)	25%

NOTES TO THE CONSOLIDATED FINANCIAL STATEMENTS
for the year ended 30 September 2025 continued

24. Cash and cash equivalents

MATERIAL ACCOUNTING POLICY

Cash and cash equivalents comprise cash on hand and deposits held on call with banks. Cash and cash equivalents are measured at amortised cost. Foreign cash balances are translated using the exchange rate at the reporting date. For the purpose of the statement of cash flows, cash and cash equivalents consist of cash and cash equivalents as defined above.

R'000	2025	Restated[1] 2024
Cash on hand	**1 948**	2 034
Cash in bank	**1 109 912**	1 222 577
Total cash and cash equivalents	**1 111 860**	1 224 611
Restricted cash held in terms of the Absa and Nedbank loan facilities	**–**	199 353
Unrestricted cash	**1 111 860**	1 025 258
	1 111 860	1 224 611

[1] *Refer to note 2.2 for further details.*

The restricted cash requirements ceased following the refinancing of the Absa and Nedbank loan facilities with new facilities during the current financial year. For further details, refer to note 31.4.

Credit risk and quality of cash and cash equivalents

It is Company policy to deposit cash with major banks and financial institutions with strong credit ratings. The calculated ECL on cash and cash equivalents is immaterial and thus not accounted for.

25. Non-current asset classified as held for sale

MATERIAL ACCOUNTING POLICY

A non-current asset is classified as held for sale if it is expected that its carrying amount will be recovered principally through sale rather than through continuing use, it is available for immediate sale, and the sale is highly probable to occur within one year. For the sale to be highly probable, the appropriate level of management must be committed to a plan to sell the asset or disposal group. Non-current assets held for sale are measured at the lower of their carrying amount and fair value less costs of disposal, with any impairment losses recognised in profit or loss.

R'000	Note	2025	2024
At the beginning of the year		**74 100**	–
Transfer from property, plant and equipment	15	**6 498**	74 100
Reversal of impairment of property	10	**3 900**	–
Proceeds from disposals		**(84 498)**	–
At the end of the year		**–**	74 100

NOTES TO THE CONSOLIDATED FINANCIAL STATEMENTS
for the year ended 30 September 2025 continued

26. Stated capital

MATERIAL ACCOUNTING POLICY

Ordinary shares are classified as equity instruments when there is no contractual obligation to deliver cash or other assets to another entity on terms that may be unfavourable. Incremental costs directly attributable to the issue of new shares are shown in equity as a deduction, net of tax, from the proceeds.

Where any group company purchases the Company's equity share capital (treasury shares), the consideration paid (including any directly attributable incremental costs) is deducted from equity attributable to the Company's shareholders until the shares are cancelled, reissued or disposed of. Where such shares are subsequently sold or reissued, any consideration received (net of any directly attributable incremental transaction costs) is included in equity.

R'000	2025	2024
Authorised		
2 000 000 000 ordinary shares of no par value		
Issued		
189 641 787 (2024: 189 641 787) ordinary shares of no par value	**4 500 000**	4 500 000
3 938 182 (2024: 3 416 096) treasury shares held by group entities	**(44 839)**	(37 253)
	4 455 161	4 462 747

Rights and restrictions related to share capital

All shares rank equally with regard to the Company's residual assets. The holders of ordinary shares are entitled to receive dividends as declared and are entitled to one vote per share at meetings of the Company.

Treasury shares

	2025		2024	
	R'000	Number of shares	R'000	Number of shares
Reconciliation of treasury shares:				
Balance at the beginning of the year	**37 253**	**3 416 096**	37 247	3 165 928
Acquisition of shares for employees share-based scheme	**10 106**	**793 809**	14 117	1 141 486
Shares vested and exercised	**(2 520)**	**(271 723)**	(14 111)	(891 318)
Balance at the end of the year	**44 839**	**3 938 182**	37 253	3 416 096

Zenith Car Rental Proprietary Limited holds treasury shares, which will be utilised by the Group to facilitate the share incentive scheme. The average purchase price of the shares is R12.73 (2024: R12.37).

The above mentioned entity is consolidated by the Group and the shares held by this entity are accounted for as treasury shares and eliminated against the Group's share capital.

NOTES TO THE CONSOLIDATED FINANCIAL STATEMENTS
for the year ended 30 September 2025 continued

27. Reserves

R'000	2025	2024
Merger reserve	(4 474 011)	(4 474 011)
Foreign currency translation reserves	18 142	35 012
Other reserves	41 108	33 181
Legal reserve	24 144	24 144
IFRS 2 Equity-settled	16 964	9 037

Merger reserve

In terms of the book value, accounting as applied on the initial acquisition of the businesses currently comprising the Group in 2021, the difference between the acquiree's share capital and the cost of investment is presented as a merger reserve directly in equity.

Foreign currency translation reserve

The foreign currency translation reserve represents the exchange differences arising from the translation of the financial statement of foreign subsidiaries

Legal reserve

The legal reserve comprises a reserve created in terms of legislation in Mozambique.

Equity-settled share-based payment reserve

Refer to note 42 for disclosure of the Group's share incentives and share-based payments.

28. Non-controlling interests

The following table summarises the information relating to each of the Group's subsidiaries that have a non-controlling interest.

	2025			
R'000	Zeda Car Rental Namibia Proprietary Limited	Zeda Namibia Proprietary Limited	Zeda Mobility Proprietary Limited	Total
Non-controlling percentage	25%	25%	49%	
Non-current assets	7 627	419 871	–	427 498
Current assets	234 786	160 708	42 473	437 967
Non-current liabilities	(192 152)	(231 398)	(34 216)	(457 766)
Current liabilities	(4 260)	(156 172)	(8 322)	(168 754)
Net assets	**46 001**	**193 009**	**(65)**	**238 945**
Net assets attributable to non-controlling interest	**11 500**	**48 252**	**(32)**	**59 720**
Revenue	(266 982)	(200 803)	(6 361)	(474 146)
Profit for the year	(14 698)	(42 691)	67	(57 322)
Total comprehensive (income)/loss	**(14 698)**	**(42 691)**	**67**	**(57 322)**
Profit allocated to non-controlling interest	**(3 675)**	**(10 673)**	**33**	**(14 315)**
Cash flows from operating activities	25 047	61 669	1 148	87 864
Cash flows from investment activities	(86)	(143)	–	(229)
Cash flows from financing activities	29 802	(7 310)	34 097	56 589
Net increase in cash and cash equivalents	**54 763**	**54 216**	**35 245**	**144 224**

NOTES TO THE CONSOLIDATED FINANCIAL STATEMENTS
for the year ended 30 September 2025 continued

28. Non-controlling interests continued

	2024			
R'000	Zeda Car Rental Namibia Proprietary Limited	Zeda Namibia Proprietary Limited	Vuswa Fleet Services Proprietary Limited*	Total
Non-controlling percentage	25%	25%	40%	
Non-current assets	10 784	384 635	–	395 419
Current assets	224 331	103 096	–	327 427
Non-current liabilities	(136 282)	(218 884)	–	(355 166)
Current liabilities	(59 012)	(96 904)	–	(155 916)
Net assets	39 821	171 943	–	211 764
Net assets attributable to non-controlling interest	9 955	42 986	–	52 941
Revenue	(216 374)	(205 209)	(180)	(421 763)
Profit for the year	(17 036)	(43 706)	(254)	(60 996)
Total comprehensive income	(17 036)	(43 706)	(254)	(60 996)
Profit attributable to non-controlling interest	(4 259)	(10 927)	(101)	(15 287)
Cash flows from operating activities	53 332	(2 225)	15 160	66 267
Cash flows from investment activities	54	97	40	191
Cash flows from financing activities	(39 166)	(11 514)	(15 200)	(65 880)
Net increase/(decrease) in cash and cash equivalents	14 220	(13 642)	–	578

* *The Group disposed of a 60% holding in Vuswa Fleet Services Proprietary Limited in the previous financial year. Refer to note 43 for disclosure on disposal of a business.*

Amalgamated Fleet Services Ghana Limited, which is disclosed in annexure A, has a 10% non-controlling interest, and is dormant with no assets or liabilities.

NOTES TO THE CONSOLIDATED FINANCIAL STATEMENTS

for the year ended 30 September 2025 continued

29. Contract liabilities

MATERIAL ACCOUNTING POLICY

A contract liability (deferred revenue) comprises contractual costs of service, maintenance, and warranty work to be carried out in the future and the unearned margin to be recognised over the life of the plans. Actuarial experts are used to determine the inputs required to establish the adequacy of the liability and the resulting revenue to be recognised in terms of IFRS 15. This valuation takes into account the future usage; maintenance, tyres and service costs of each vehicle, projected based on the estimated future usage; and the experience-adjusted maintenance tables. Funds for which there are insufficient claims history are recognised in profit or loss to the extent of the claims cost incurred, without any profits being attributed.

At the end of the plan, any remaining profits are recognised in profit or loss.

SIGNIFICANT ESTIMATES AND JUDGEMENTS

Valuation of contract liability

The contract liability is treated in terms of IFRS 15. The judgement relates to the future expected costs to be incurred, the number of vehicles contracted, and the risk profile taken by the OEMs (which impacts Zeda Limited risk) that underpins the adequacy of the liability to be recorded. Actuarial valuations are conducted periodically throughout the year in order to recognise the contract liability on a basis commensurate with the risk profile of each leased motor vehicle. The valuations take into account each individual vehicle's actual maintenance costs and income, and a projection of expected future costs and income streams. The key assumptions used in this calculation are determined by management in conjunction with the internal and external actuaries, and are updated for changes in actual experience and economic indicators.

In order to estimate the split of contract liability between long and short-term portions, management considered the average life of the relevant lease vehicles.

R'000	2025	2024
Current portion	**275 261**	268 303
Non-current portion	**433 560**	396 134
	708 821	664 437
Movement in contract liabilities during the year		
At the beginning of the year	**664 437**	774 679
New contracts	**734 632**	645 132
Amounts recognised in revenue – administrative fee	**(11 010)**	(11 289)
Disposal of subsidiary	**–**	(434)
Amounts recognised in revenue – maintenance fee*	**(644 673)**	(526 619)
Amounts recognised in revenue - unused drop-off	**(36 290)**	(215 163)
Translation differences	**1 885**	(2 169)
Other movements	**(160)**	300
At the end of the year	**708 821**	664 437

* *This relates to services, maintenance and warranty plans that are sold to customers.*

The unsatisfied performance obligations relating to contract liabilities consist of:		
Full maintenance lease	**15 411**	55 239
Management maintenance agreements	**693 170**	609 063
Other	**240**	135
	708 821	664 437

The unsatisfied performance obligations will predominantly be met within a period of 2 - 5 years.

NOTES TO THE CONSOLIDATED FINANCIAL STATEMENTS

for the year ended 30 September 2025 continued

30. Provisions and other accruals

MATERIAL ACCOUNTING POLICY

Provisions are recognised when the Group has a present legal or constructive obligation as a result of a past event, and it is probable that the Group will be required to settle the obligation, and a reliable estimate can be made of the amount of the obligation.

The Group's provision and other accruals consist of:

Profit share: The Group has agreements with some of its strategic customers to share maintenance profits and profits generated from selling the vehicle under the lease, which were operated by the customer under the full maintenance lease contract. At reporting date, the Group determines the expected profit to be paid to the customer based on the performance of the maintenance contracts and average profits on sale under the lease.

Licence fees: Licence fees are collected on a monthly basis from the customer for the duration of the lease. These fees are recorded in a provision for licence account, and payments for the annual renewal of the vehicle licence are recorded against the provision. At the end of the contract, any over or under recovery is recognised in profit or loss.

R'000	2025	2024
Provision for retirement benefits		
At the beginning of the year	1 676	1 017
Additional provision recognised	149	659
Utilised during the year	(364)	–
At the end of the year	**1 461**	1 676
Other provisions and accruals		
At the beginning of the year	83 026	137 406
Additional provision recognised	78 216	60 740
Utilised during the year	(12 355)	(17 657)
Amounts released to income	(97 193)	(94 105)
Reclassification	(172)	(2 678)
Translation differences	227	(680)
At the end of the year	**51 749**	83 026
Total provisions balance at year end	**53 210**	84 702
Disclosed as:		
Current	53 210	84 702
Provision to be utilised as follows:		
Within one year	53 210	84 702

Provisions and other accruals mainly consist of licensing fees of R36.3 million (2024: R34.8 million) and strategic customer profit share of R12.7 million (2024: R45.4 million).

NOTES TO THE CONSOLIDATED FINANCIAL STATEMENTS
for the year ended 30 September 2025 continued

31. Borrowings

31.1 Interest-bearing borrowings

MATERIAL ACCOUNTING POLICY

Interest-bearing borrowings are initially recognised at fair value, net of directly attributable transaction costs, and subsequently measured at amortised cost.

Financial liabilities at amortised cost are measured using the effective interest rate method.

Interest-bearing borrowings are stated at their carrying amount, which is considered to approximate fair value because of the short-term duration or market-related interest rates.

R'000	Capital repayment date	Currency	Interest rate*****	2025	2024
SECURED				**315 745**	3 694 305
Facilities					
Term loan: Absa/Nedbank syndicated loan*	December 2026	ZAR	3-month JIBAR linked	**–**	1 398 518
Term loan: Absa/Nedbank Autofleet Growth Fund**	September 2028	ZAR	1-month JIBAR linked	**–**	1 587 674
Term loan: Sanlam Limited***	September 2026	ZAR	3-month JIBAR linked	**–**	363 334
Term loan: Standard Bank Namibia Limited Fleet Saver Facility****	September 2027	NAD	Prime linked	**130 945**	164 109
Term loan: Daimler Truck Financial Services Proprietary Limited****	September 2027	ZAR	Prime linked	**33 846**	8 339
RCF: Rand Merchant Bank****	Repayable on demand	USD	3-month SOFR linked	**150 954**	172 331
UNSECURED				**4 874 752**	–
Facilities					
RCF: Standard Bank CIB	December 2027	ZAR	1-month JIBAR linked	**2 013 785**	–
Term loan: Rand Merchant Bank	December 2026	ZAR	1-month JIBAR linked	**1 001 364**	–
Term loan: Standard Bank CIB	December 2025	ZAR	1-month JIBAR linked	**1 006 852**	–
Bonds					
ZDF001	March 2028	ZAR	3-month JIBAR plus 135bp	**505 614**	–
ZDF002	March 2030	ZAR	3-month JIBAR plus 155bp	**347 137**	–
Capitalisation fees				**(20 231)**	–
Total interest-bearing borrowings				**5 170 266**	3 694 305

* *The loan was repaid by 31 December 2024. It was secured by a special notarial bond over vehicles in Zeda Car Leasing Proprietary Limited ("**ZCL**") and the cession of the ZCL shares held by Avis Southern Africa Proprietary Limited.*

** *The loan was repaid on 7 January 2025. It was secured by a guarantee from ZCL.*

*** *The loan was repaid on 31 December 2024. The loan was secured by a special notarial bond over the vehicles in Zenith Proprietary Limited.*

**** *The loan is secured by the vehicles.*

***** *Refer to note 31.4 for additional disclosures on the JIBAR reform.*

	2025	2024
Non-current	**3 768 859**	2 194 846
Facilities	**2 932 010**	2 194 846
Bonds	**850 000**	–
Less: Capitalisation fees	**(13 151)**	–
Current	**1 401 407**	1 499 459
Facilities	**1 405 736**	1 499 459
Bonds	**2 751**	–
Less: Capitalisation fees	**(7 080)**	–

NOTES TO THE CONSOLIDATED FINANCIAL STATEMENTS
for the year ended 30 September 2025 continued

31. Borrowings continued

31.2 Floorplans

R'000	Capital repayment date	Currency	Interest rate	2025	2024
SECURED					
Standard Bank Limited	Revolving	ZAR	Prime linked	**286 499**	578 505
Toyota Financial Services (South Africa) Limited	Revolving	ZAR	Prime linked	**312 711**	553 044
Wesbank a division of FirstRand Bank Limited	Revolving	ZAR	Prime linked	**167 573**	83 363
Volkswagen Financial Services South Africa Proprietary Limited	Revolving	ZAR	Prime linked	**100 511**	661 316
Mercedes Benz Financial Services Master Credit Agreement	Revolving	ZAR	Prime linked	**138 606**	191 142
Standard Bank Namibia Fleet Saver Facility	Revolving	NAD	Prime linked	**64 088**	87 898
Total floorplans				**1 069 988**	2 155 268

Floorplans are interest-bearing facilities provided by the finance provider. The floorplans are secured by the vehicles that have been purchased using these facilities and are included under the rental vehicles in note 21.

31.3 Bank overdraft

R'000	Currency	Interest rate	2025	2024
Bank overdraft	BWP	Prime linked	**47 979**	44 563

31.4 Group funding

Issuance of unsecured listed bonds

Zeda Financing Limited registered a DMTN programme with the JSE Limited dated 13 January 2025.

The DMTN programme is guaranteed by Zeda Limited, Zeda Car Leasing Proprietary Limited and Zenith Car Rental Proprietary Limited.

Zeda Financing Limited issued senior unsecured listed bonds on the JSE interest rate market as follows:

- ZDF001 was issued on 17 March 2025. The value of the ZDF001 issue was R504 million, with interest of three-month JIBAR plus 135 basis points; coupon payable quarterly on 17 June, 17 September, 17 December and 17 March of each year. The maturity date of the issue is 17 March 2028.
- ZDF002 was issued on 17 March 2025. The value of the ZDF002 issue was R346 million, with interest of three-month JIBAR plus 155 basis points; coupon payable quarterly on 17 June, 17 September, 17 December and 17 March of each year. The maturity date of the issue is 17 March 2030.

NOTES TO THE CONSOLIDATED FINANCIAL STATEMENTS
for the year ended 30 September 2025 continued

31. Borrowings continued

31.4 Group funding continued

Common Terms Agreement

The CTA, entered into by Zeda Financing Limited, created common terms for multiple lenders to rank pari passu and participate via a standardised legal agreement, eliminating the requirement to enter into numerous individual agreements with various terms and conditions that are not aligned. Furthermore, the CTA enabled Zeda to streamline and consolidate financial covenants at a group level, reducing the need for multiple bilateral agreements with non-aligned terms and conditions, thereby simplifying the funding structure.

In establishing the CTA, the Group refinanced the Absa/Nedbank syndicated loan facility and the Absa/Nedbank Autofleet Growth Fund loan facility that were both obtained for the Leasing Business. In addition, the Group refinanced the Sanlam Group loan facility that was obtained for the Car Rental Business. In refinancing these facilities, the Group obtained unsecured facilities from Standard Bank CIB, being a revolving credit facility and a term loan, plus an unsecured revolving credit facility from Rand Merchant Bank. The refinancing was paid directly to the previous lenders. These repayments did not involve the inflow or outflow of cash through the Group's bank accounts, which included interest of R60.2 million and capital of R3 252 million. Therefore, these have been excluded from the Consolidated statement of cash flows.

In accordance with the CTA, Zeda Financing Limited entered into a subordination agreement with Zeda Car Leasing Proprietary Limited, Zenith Car Rental Proprietary Limited, and Zeda Limited (collectively referred to as "the subordinated parties"). Under this agreement, the subordinated parties have agreed to subordinate their claims and obligations (in respect of payments of capital, interest, and/or any other charges due or owing between them) in favour of Standard Bank of South Africa Limited and FirstRand Bank Limited (collectively referred to as "the priority parties"). The subordinated parties have provided Zeda Financing Limited with guarantees for the facilities mentioned above.

Moody's credit rating

In October 2025, Moody's reaffirmed Zeda's credit rating with an investment grade of A1.za on a national scale and Ba3 on a global scale, with a stable outlook. The ratings remained unchanged from the previous financial year.

Johannesburg Interbank Average Rate ("JIBAR")

The Financial Stability Board has initiated a fundamental review and reform of the major interest rate benchmarks used globally by financial market participants. This review seeks to replace existing interbank offered rates with alternative risk-free rates to improve market efficiency and mitigate systemic risk across financial markets. The South African Reserve Bank ("**SARB**") designated the South African Rand Overnight Index Average ("**ZARONIA**") as the successor rate to replace JIBAR, which is expected to be during 2026. The Group is exposed to interest-bearing borrowings linked to JIBAR as disclosed above. The Group will evaluate the impact of the change during the current financial year, as more information becomes available regarding the transition provisions.

NOTES TO THE CONSOLIDATED FINANCIAL STATEMENTS
for the year ended 30 September 2025 continued

31. Borrowings continued

31.4 Group funding continued

Financial debt covenants

In terms of the CTA, which the Group entered into during the current reporting period, Zeda financial covenants as at 30 September 2025 are as follows

Covenant	Threshold	Actual
Net leverage ratio*	<3.00x	1.67x
Interest cover ratio**	>3.50x	4.92x
Loan to value***	80%	62%

* *Net leverage ratio is calculated as gross debt plus lease liabilities, minus cash and cash equivalents divided by EBITDA.*
** *Interest cover ratio is calculated as EBITDA divided by net interest (other than interest on lease liabilities).*
*** *Loan to value is calculated as interest-bearing debt before capitalisation fees, divided by fleet assets including inventory vehicles.*

The covenants are tested at each reporting date and Zeda has not breached its financial debt covenants.

Interest rate risk

Interest rate risk arises when the absolute level of interest rates on the Group's interest-bearing borrowings are subject to fluctuations. The interest rate characteristics of new borrowings and the refinancing of existing borrowings are structured according to expected movements in interest rates. There has been no change in the current year to this approach.

The Group's interest-bearing borrowings arise from the purchase of rental vehicles and leasing vehicles and, together with its leases to customers, is linked to the prime interest rate and interest rates linked to JIBAR, and consequently there is exposure to fluctuations in interest rates.

R'000	2025	2024
South Africa – Floating interest rates	5 914 498	5 425 235
Rest of the world – Floating interest rates	393 966	468 901
Group Interest-bearing borrowings before capitalisation fees	**6 308 464**	5 894 136
Capitalisation fees	(20 231)	–
Total Group Interest-bearing borrowings	**6 288 233**	5 894 136

Interest rate sensitivity analysis

An interest rate sensitivity analysis is based on the increase or decrease of 1% (100 basis points) in the South African and non-South African prime interest rate. The analysis assumes that other variables remain constant.

R'000	2025	2024
Impact of a 1% change in South African prime interest rate		
Charge to profit or loss and equity	32 500	44 204
Impact of a 1% change in non-South African prime interest rate		
Charge to profit or loss and equity	2 675	4 382

NOTES TO THE CONSOLIDATED FINANCIAL STATEMENTS
for the year ended 30 September 2025 continued

32. Trade and other payables

MATERIAL ACCOUNTING POLICY

Trade and other payables are initially recognised at fair value net of directly attributable transaction costs, and subsequently measured at amortised cost.

Financial liabilities at amortised cost are measured using the effective interest rate method.

The Group derecognises trade and other payables when, and only when, the Group's obligations are discharged, cancelled or they expire.

R'000	2025	2024
Financial liabilities		
Trade payables[1]	**2 026 266**	2 206 929
Trade accruals	**810 263**	810 385
Payroll expenses	**60 429**	84 491
Audit fees	**11 260**	8 048
	2 908 218	3 109 853
Non-financial liabilities		
Leave pay	**45 222**	46 543
VAT payable	**11 263**	4 407
Other business taxes	**10 161**	8 182
	2 974 864	3 168 985

[1] *Included in Trade payables are the Absa floorplan facility, Standard Bank facility and the First National Bank – fuel car facility. These will be settled within the operating cycle and forms part of the business working capital to finance vehicles.*

Other interest-bearing facilities classified as trade payables

R'000	Capital repayment date	Currency	Interest rate	2025	2024
Absa floorplan facility	Revolving	ZAR	Prime linked	**149 920**	142 925
Standard Bank facility	Revolving	ZAR	Prime linked	**99 496**	184 967
First National Bank – fuel car facility	Revolving	ZAR	Prime linked	**318 229**	309 000
				567 645	636 892

Interest rate sensitivity analysis

An interest rate sensitivity analysis is based on the increase or decrease of 1% (100 basis points) in the South African market interest rates. The analysis assumes that other variables remain constant.

R'000	2025	2024
Impact of a 1% change in South African prime interest rates		
Charge to profit or loss and equity	**4 144**	4 649

NOTES TO THE CONSOLIDATED FINANCIAL STATEMENTS
for the year ended 30 September 2025 continued

33. Cash generated by operations

R'000	Note	2025	2024
Profit before taxation		**929 961**	832 476
Operating cash flow adjustments for:			
Amortisation of intangible assets	17	**4 483**	3 892
Decrease in provisions		**(31 718)**	(53 041)
Depreciation of property, plant and equipment	15	**981 325**	889 713
Depreciation of rental vehicles	21	**681 986**	945 318
Depreciation and amortisation of right-of-use assets	16	**67 540**	58 844
Finance cost	12	**758 184**	729 650
Finance income	11	**(33 428)**	(43 035)
Foreign exchange (gains)/losses	9	**(23 534)**	46 257
Share-based payment expense	42	**10 447**	8 753
Impairment/(reversal of impairment) of property	10	**681**	(15 850)
Increase in expected credit loss	23	**39 041**	43 764
Increase in insurance contract asset	19	**(7 387)**	(8 953)
Loss on rental and leasing vehicles	8	**89 881**	99 521
Loss on disposal of property, plant and equipment (excluding rental and leasing vehicles)		**36**	65
Gains on modifications and retirement of leases		**(455)**	(7 438)
Profit on disposal of a business	43	**–**	(343)
Share of joint venture profit after tax	18	**(31 743)**	(53 626)
Operating cash flows before movements in working capital		**3 435 300**	3 475 967
Working capital movements		**3 186 923**	3 284 203
Decrease in inventories		**3 496 486**	3 640 149
Increase in trade and other receivables		**(124 608)**	(344 802)
Increase/(decrease) in contract liabilities		**46 269**	(108 073)
(Decrease)/increase in trade and other payables		**(231 224)**	96 929
Cash generated from operations before investment in rental and leasing fleet		**6 622 223**	6 760 170
Investment in leasing vehicles	15	**(1 938 402)**	(2 260 489)
Proceeds on disposal of leasing vehicles		**69 653**	72 056
Investment in rental vehicles	21	**(4 024 131)**	(3 277 649)
Increase in finance lease receivable		**(189 115)**	(237 917)
Cash generated from operations		**540 228**	1 056 171

34. Taxation paid

R'000	2025	2024
Net income tax receivable at the beginning of the year	**5 693**	174 009
Charged to profit or loss during the year	**(111 912)**	(194 274)
Translation differences	**880**	(4 513)
Net income tax receivable at the end of the year	**(41 401)**	(5 693)
	(146 740)	(30 471)

NOTES TO THE CONSOLIDATED FINANCIAL STATEMENTS
for the year ended 30 September 2025 continued

35. Cash flow from financing activities

R'000	Note	At the beginning of the year	Advanced	Repaid	Interest charged	Interest paid	Other	At the end of the year
2025								
Interest-bearing borrowings	31.1	**3 694 305**	**1 714 049**	**(316 085)**	**448 886**	**(360 630)**	**(10 259)**[3,4]	**5 170 266**
Lease liabilities	16	**454 484**	**54 875**[1]	**(87 615)**	**41 619**	**(41 619)**	**(437)**[2,3]	**421 307**
Bank overdraft	31.3	**44 563**	**4 616**	**–**	**9 782**	**(9 782)**	**(1 200)**[3]	**47 979**
Floorplans	31.2	**2 155 268**	**1 217 294**	**(2 288 729)**	**228 782**	**(242 627)**	**–**	**1 069 988**
		6 348 620	**2 990 834**	**(2 692 429)**	**729 069**	**(654 658)**	**(11 896)**	**6 709 540**
2024								
Interest-bearing borrowings	31.1	3 040 285	1 938 142	(1 263 137)	365 696	(365 696)	(20 985)[3]	3 694 305
Lease liabilities	16	504 949	17 302[1]	(63 396)	42 103	(42 103)	(4 371)[2,3]	454 484
Bank overdraft	31.3	356 634	–	(309 906)	50 463	(50 463)	(2 165)[3]	44 563
Floorplans	31.2	2 271 300	2 934 555	(3 049 567)	271 388	(272 408)	–	2 155 268
		6 173 168	4 889 999	(4 686 006)	729 650	(730 670)	(27 521)	6 348 620

1 *Non-cash flow movement recognised on initial recognition of the lease.*
2 *Includes lease modification.*
3 *Includes unrealised foreign exchange movements.*
4 *Reclassification of capitalisation fees from prepayments receivables.*

36. Dividend (paid)/received

R'000	Note	2025	2024
Dividends paid by the Group		**(195 340)**	(94 863)
Dividends paid by non-controlling interest		**(7 536)**	(9 514)
		(202 876)	(104 377)
Dividends received from joint venture	18	**–**	5 104
Dividends received from Insurance contract	19	**13 587**	–
		13 587	5 104

NOTES TO THE CONSOLIDATED FINANCIAL STATEMENTS
for the year ended 30 September 2025 continued

37. Commitments

R'000	2025	2024
Contracted capital commitments		
Motor vehicles	**1 132 471**	752 117

The Group continues to commit capital to its up-fleeting programme to meet expected customer demand. De-fleeting commitments are managed through scheduled vehicle disposals in line with fleet age and usage profiles.

Capital commitments will be financed by cash generated from operations before investing in rental and leasing fleet and borrowing facilities.

38. Contingent liabilities

As of September 2025, the Group has a contingent liability of R12.8 million due to the Minister of Finance of Namibia relating to bonds for VAT on imports.

Zenith Car Rental Proprietary Limited purchases vehicles, which are registered in South Africa. The vehicles are temporarily imported to Zeda Car Rental Namibia Proprietary Limited, Namibia's Rental Business unit. As this is not a permanent import, there is a relaxation of the import VAT due in Namibia. This relaxation is only applicable provided that the vehicles do not remain in Namibia for a period exceeding six months.

A contingent liability is disclosed in the event that the vehicles remain in Namibia for a period exceeding six months.

39. Retirement funds

The Group contributes to post-retirement benefits for the Alexander Forbes Fund, which is governed by the Pension Funds Act. Membership of the provident fund is compulsory for all full-time permanent employees. This provident fund is a defined contribution fund and is designed to provide lump sum benefits to members on retirement and not a guaranteed pension. The members' share of the provident fund is dependent on the performance of the fund. There were 1 431 (2024: 1 329) employee members of the fund.

Fixed-term contract employees are not members of the Group's retirement fund, in terms of the Rules of the fund. However, the employee receives an allowance towards retirement funding.

R'000	2025	2024
Amounts contributed	**80 043**	69 338

NOTES TO THE CONSOLIDATED FINANCIAL STATEMENTS

for the year ended 30 September 2025 continued

40. Related party transactions and balances

40.1 Directors' remuneration

The Group remuneration philosophy and basis for determining performance bonuses is set out in the remuneration report.

The Directors' remuneration for the year ended 30 September 2025 was as follows:

Directors and Prescribed Officers

	2025							
R'000	**Salary**	**Retirement and medical contributions**	**Car benefit**	**Other benefits**	**Short-term incentive****	**Long-term incentive****	**Directors' fees**	**Total**
Executive Directors								
Ramasela Ganda	**6 407**	**1 207**	**394**	**16**	**5 348**	**4 959**	**–**	**18 331**
Thobeka Ntshiza	**4 272**	**790**	**354**	**16**	**3 139**	**1 954**	**–**	**10 525**
Prescribed Officers								
Tlhabi Ntlha	**2 846**	**548**	**323**	**511**	**2 169**	**1 008**	**–**	**7 405**
Litha Nkombisa	**3 472**	**663**	**393**	**15**	**2 500**	**1 994**	**–**	**9 037**
Non-Executive Directors								
Lwazi Bam (Chairman)	**–**	**–**	**–**	**–**	**–**	**–**	**1 355**	**1 355**
Xoliswa Kakana	**–**	**–**	**–**	**–**	**–**	**–**	**945**	**945**
Yolanda Miya	**–**	**–**	**–**	**–**	**–**	**–**	**902**	**902**
Sibani Mngomezulu	**–**	**–**	**–**	**–**	**–**	**–**	**749**	**749**
Ngao Motsei	**–**	**–**	**–**	**–**	**–**	**–**	**585**	**585**
Marna Roets		**–**	**–**	**–**	**–**	**–**	**785**	**785**
Donald G Wilson		**–**	**–**	**–**	**–**	**–**	**956**	**956**
Total	**16 997**	**3 208**	**1 464**	**558**	**13 156**	**9 915**	**6 277**	**51 575**

*** 2024 actual payment and 2025 accrual.*

R'000	2024							
Executive Directors								
Ramasela Ganda	6 102	1 149	355	15	8 767	1 324	–	17 712
Thobeka Ntshiza	4 068	753	327	15	5 140	540	–	10 843
Prescribed Officers								
Tlhabi Ntlha	2 710	516	276	511	2 320	345	–	6 678
Litha Nkombisa	3 307	631	382	14	4 034	147	–	8 515
Non-Executive Directors								
Lwazi Bam (Chairman)	–	–	–	–	–	–	1 258	1 258
Xoliswa Kakana	–	–	–	–	–	–	845	845
Yolanda Miya	–	–	–	–	–	–	797	797
Sibani Mngomezulu	–	–	–	–	–	–	728	728
Ngao Motsei	–	–	–	–	–	–	666	666
Marna Roets	–	–	–	–	–	–	756	756
Donald G Wilson	–	–	–	–	–	–	881	881
Total	16 187	3 049	1 340	555	20 261	2 356	5 931	49 679

NOTES TO THE CONSOLIDATED FINANCIAL STATEMENTS
for the year ended 30 September 2025 continued

40. Related party transactions and balances continued

40.2 Key management personnel – equity-settled shared-based payments

Barloworld (former shareholder of Zeda Limited) operated a long-term incentive plan under which certain Zeda Limited employees were entitled to participate prior to the unbundling and separate listing of Zeda Limited. The awards arising from the unbundling are referred to as replacement awards, which vested in two tranches in December 2023 and December 2024.

During the current financial period, tranche 2 of the replacement awards operated under the long-term incentive plan vested to a certain number of senior management personnel. A total of 271 724 (2024: 317 309 tranche 1) Zeda Limited Shares vested to the participants of the scheme. The vesting of these shares is presented in the Consolidated statement of changes in equity under other reserves (share-based payment reserves) for R2.5 million.

40.3 Treasury shares

Zenith Proprietary Limited holds shares in Zeda Limited for the purpose of the Group's long-term incentive scheme. For accounting purposes, the treasury shares are not treated as issued.

As at 30 September 2025, Zenith Proprietary Limited held 3 938 182 (2024: 3 416 096) Zeda Limited Shares. These shares are excluded from the calculation of the weighted average number of shares in note 14 (Earnings and headline earnings per share) and, as well as from the actual number of shares in issue in note 26 (Stated capital).

40.4 Investment in joint venture

The Group holds 50% of the shares in Daysun Proprietary Limited and has joint control. The investment is classified as a joint venture and is measured using the equity accounting method.

The Group has entered into the following transactions:

R'000	Note	2025	2024
Nature of transaction			
Dividends received	18	–	5 104
Interest expense		**23 730**	20 260

As of the reporting date, the Group had the following balance:

R'000	2025	2024
Nature of balance		
Other payables	**376 682**	309 324

Various transactions were entered into by the Group and its subsidiaries during the period. Intragroup transactions are eliminated on consolidation.

Other than those disclosed, there were no material related party transactions this financial year, and there were no changes in related party relationships since the year ended 30 September 2025.

NOTES TO THE CONSOLIDATED FINANCIAL STATEMENTS
for the year ended 30 September 2025 continued

41. Financial instruments

The Group's financial instruments consist mainly of cash and cash equivalents, trade and other receivables, finance lease receivables, interest-bearing borrowings, trade and other payables, floorplans, bank overdrafts, and lease liabilities. These financial instruments arise directly from the Group's operations. The Group's activities expose it to a variety of financial risks, including the effects of credit risk, interest rate risk, liquidity risk and currency risk.

The Group's overall risk management programme focuses on the unpredictability of financial markets and seeks to minimise potential adverse effects on the Group's financial performance. Operations are financed through a combination of long-term and short-term borrowings.

41.1 Categories of financial instruments

The following summarises the valuation methods and assumptions used in estimating the fair values of financial instruments reflected in the table below.

Financial assets at amortised cost

The carrying amount of financial assets at amortised cost, with a remaining life of less than 12 months, reasonably approximates their fair value due to the short-term period to maturity.

Financial liabilities at amortised cost

The carrying amount of financial liabilities, with a maturity of less than 12 months, reasonably approximates their fair value due to the short-term period to maturity.

All financial instruments are accounted for at amortised cost.

The following tables show the carrying amounts of financial assets and financial liabilities.

		2025				
R'000	Note	At amortised cost	Finance lease receivables	Total financial assets	Non-financial assets	Total amount
Assets						
Finance lease receivables	20	–	779 711	779 711	–	779 711
Trade and other receivables	23	1 456 427	–	1 456 427	169 195	1 625 622
Cash and cash equivalents	24	1 111 860	–	1 111 860	–	1 111 860
Total assets		**2 568 287**	**779 711**	**3 347 998**	**169 195**	**3 517 193**

		2025				
R'000	Note	At amortised cost	Lease liabilities	Total financial liabilities	Non-financial liabilities	Total amount
Liabilities						
Lease liabilities	16	–	421 307	421 307	–	421 307
Interest-bearing borrowings	31.1	5 170 266	–	5 170 266	–	5 170 266
Floorplans	31.2	1 069 988	–	1 069 988	–	1 069 988
Bank overdraft	31.3	47 979	–	47 979	–	47 979
Trade and other payables	32	2 908 218	–	2 908 218	66 646	2 974 864
Total liabilities		**9 196 451**	**421 307**	**9 617 758**	**66 646**	**9 684 404**

NOTES TO THE CONSOLIDATED FINANCIAL STATEMENTS
for the year ended 30 September 2025 continued

41. Financial instruments continued

41.1 Categories of financial instruments continued

		2024				
R'000	Note	At amortised cost	Finance lease receivables	Total financial assets	Non-financial assets*	Total amount
Assets						
Finance lease receivables	20	–	588 656	588 656	–	588 656
Trade and other receivables	23	1 417 005	–	1 417 005	140 932	1 557 937
Cash and cash equivalents	24	1 224 611	–	1 224 611	–	1 224 611
		2 641 616	588 656	3 230 272	140 932	3 371 204

* *Includes value added tax which was disclosed as a financial asset at amortised cost in 2024. This has been corrected in the current financial year.*

		2024				
R'000	Note	At amortised cost	Lease liabilities	Total financial liabilities	Non-financial liabilities	Total amount
Liabilities						
Lease liabilities	16	–	454 484	454 484	–	454 484
Interest-bearing borrowings	31.1	3 694 305	–	3 694 305	–	3 694 305
Floorplans	31.2	2 155 268	–	2 155 268	–	2 155 268
Bank overdraft	31.3	44 563	–	44 563	–	44 563
Trade and other payables	32	3 109 853	–	3 109 853	59 132	3 168 985
		9 003 989	454 484	9 458 473	59 132	9 517 605

Fair value measurement – Unsecured listed bonds

The Group measures the unsecured listed bonds at amortised cost. The fair value information of the unsecured listed bonds is disclosed below.

R'000	Amortised carrying amount	Fair value amount
ZDF001	**505 614**	**505 800**
ZDF002	**347 137**	**347 267**

Fair value hierarchy

- **Level 1:** Fair value measurements are derived from quoted prices in active markets for identical instruments
- **Level 2:** Fair value measurements are derived from inputs other than quoted prices included within Level 1 that are observable for assets or liabilities either directly or indirectly
- **Level 3:** Fair value measurements are derived from valuation techniques that include inputs for the asset or liability that is not based on unobservable market data

Valuation technique

The fair value of the unsecured listed bonds has been determined using a mark-to-market valuation. The unsecured listed bonds are classified at Level 2 of the IFRS 13 fair value hierarchy.

There were no transfers between levels of the fair value hierarchy during the reporting period.

NOTES TO THE CONSOLIDATED FINANCIAL STATEMENTS
for the year ended 30 September 2025 continued

41. Financial instruments continued

41.2 Credit risk

Credit risk is the risk that a counterparty will not honour its contractual commitments when these are due in terms of the applicable contractual agreements. The Group's exposure to credit risk is from operating activities including finance lease receivables, trade receivables, and cash and cash equivalents set out in 41.1 above.

Refer to cash and cash equivalents in note 24 and Trade and other receivables in note 23 for disclosure of credit risk.

41.3 Market risk

Market risk is the risk that changes in market prices, such as foreign exchange rates or interest rates, will affect the Group's income or the value of its holdings of financial instruments.

Capital risk management

Management meets on an ongoing basis to review the Group's capital structure and the risks associated with each class of capital, to analyse currency and interest rate exposures, and to re-evaluate treasury management strategies in the context of the most recent economic conditions and forecasts. The Group has targeted gearing ratios for each major business segment. The Group's policy is to maintain a debt-to-equity ratio of 70%:30%. The Group's various treasury operations provide access to local money markets and enable group entities to benefit from bulk financing and depositing facilities.

i) Currency risk

The Group is headquartered in South Africa, with offshore operations in other countries in Sub-Saharan Africa (including Botswana, Ghana, Eswatini, Lesotho, Mozambique, Namibia and Zambia). The Group seeks to mitigate foreign currency exposures by borrowing, where cost effective, in the same currencies as the currencies of the main operating units.

Currency risk arises on intergroup transactions between the Sub-Saharan African operations and the resulting balances owing to or by the group entities. The Group does not hedge these exposures.

Sensitivity analyses

A 1% change in any of the functional currencies of the operating units in Sub-Sahara Africa would not have a material impact on equity or profit or loss.

ii) Interest rate risk

Interest rate risk arises when the absolute level of interest rates on the Group's financial instruments are subject to fluctuations. The interest-bearing financial assets and liabilities exposed to interest rate risk are disclosed below.

R'000	Note	2025	2024
Financial assets			
Finance lease receivable	20	**779 711**	588 656
Cash and cash equivalents	24	**1 111 860**	1 224 611
Total financial assets linked to variable interest rate		**1 891 571**	1 813 267
Financial liabilities			
Interest-bearing borrowings	31.1	**(5 170 266)**	(3 694 305)
Floorplans	31.2	**(1 069 988)**	(2 155 268)
Bank overdraft	31.3	**(47 979)**	(44 563)
Trade and other payables	32	**(567 645)**	(636 892)
Total financial liabilities linked to variable interest rate		**(6 855 878)**	(6 531 028)
Net total of financial assets and financial liabilities		**(4 964 307)**	(4 717 761)

NOTES TO THE CONSOLIDATED FINANCIAL STATEMENTS
for the year ended 30 September 2025 continued

41. Financial instruments continued

41.4 Liquidity risk

Liquidity risk arises when the Group cannot meet its contractual cash outflows as they fall due and payable. The Group manages liquidity risk by monitoring forecast cash flows, maintaining a balance between long-term and short-term debt, and ensuring that adequate unutilised borrowing facilities are maintained.

The total undrawn facilities at year end amount to R5.5 billion (2024: R3.5 billion), providing sufficient headroom for the financial instruments disclosed in the maturity profile below.

Maturity profile of financial liabilities

The maturity profile of the financial instruments is summarised as follows (based on contractual undiscounted cash flows):

R'000	Note	Carrying amount	Contractual outflow	Within one year	Two to five years	Greater than five years
2025						
Lease liabilities	16	**421 307**	**459 711**	**108 910**	**320 991**	**29 810**
Interest-bearing borrowings	31.1	**5 170 266**	**5 967 876**	**1 847 210**	**4 120 666**	**–**
Floorplans	31.2	**1 069 988**	**1 069 988**	**1 069 988**	**–**	**–**
Bank overdraft	31.3	**47 979**	**47 979**	**47 979**	**–**	**–**
Trade and other payables	32	**2 908 218**	**2 908 218**	**2 908 218**	**–**	**–**
2024						
Lease liabilities	16	454 484	555 594	104 159	386 164	65 271
Interest-bearing borrowings	31.1	3 694 305	4 067 361	1 554 419	2 512 942	–
Floorplans	31.2	2 155 268	2 155 268	2 155 268	–	–
Bank overdraft	31.3	44 563	44 563	44 563	–	–
Trade and other payables	32	3 109 853	3 109 853	3 109 853	–	–

Of the 2025 interest-bearing borrowings, an amount of R1.1 billion will be payable in the second year, R2.3 billion in the third year, and the remaining balance will be paid in the fourth and fifth years.

NOTES TO THE CONSOLIDATED FINANCIAL STATEMENTS
for the year ended 30 September 2025 continued

42. Share incentive schemes and share-based payments

MATERIAL ACCOUNTING POLICY

The Group operates an equity-settled share-based payment arrangement in which certain employees participate. The fair value of the equity-settled instruments is measured by reference to the fair value of the equity instrument granted. Fair value is based on the market prices of the equity-settled instruments granted, if available, taking into account the terms and conditions upon which those equity-settled instruments were granted. Non-market vesting conditions are not taken into account when estimating the fair value of the equity-settled instruments at grant date. Market conditions are taken into account in determining the fair value at grant date.

42.1 Financial effect of share-based payment transactions

R'000	Note	2025	2024
Income statement effect			
Compensation expense arising from forfeitable share plan	8	**10 447**	8 753
Share-based payment expense included in operating profit		**10 447**	8 753
Tax on forfeitable share plan		**(2 821)**	(2 363)
Net share-based payment expense after taxation		**7 626**	6 390

Valuation model inputs

Award	Grant date	Vesting date	Spot price	Risk-free interest rate
Replacement awards	26 May 2023	5 December 2024	R10.00	8.89%
Zeda long-term incentive – 2023	27 May 2023	6 December 2025	R10.00	8.87%
Zeda long-term incentive – 2024	8 May 2024	6 December 2026	R11.55	7.84%
Zeda long-term incentive – 2025	2 December 2024	6 December 2027	R13.40	7.20%

NOTES TO THE CONSOLIDATED FINANCIAL STATEMENTS
for the year ended 30 September 2025 continued

42. Share incentive schemes and share-based payments continued

42.1 Financial effect of share-based payment transactions continued

42.1.1 Replacement awards

Barloworld operated a long-term incentive plan under which a number of Zeda employees were entitled to prior to the unbundling and separate listing of Zeda. These awards were in the form of a forfeitable share plan ("**FSP**"). In terms of the rules of the previously existing Barloworld FSP, all Barloworld shares vested pro rata ("no fault termination" rules applied) to Zeda employees following the unbundling of Zeda.

The proportionate unvested units under the Barloworld FSP on date of unbundling were replaced with Zeda shares to the equivalent value, under the Zeda 2023 forfeitable share plan. The vesting of the shares were subject to specific performance conditions, including Broad-Based Black Economic Empowerment, improved employee value proposition ratings and improved customer experience. The shares vested annually over two years (vesting therefore occurred in 2023 and 2024). On resignation, an employee forfeited any unvested shares. On death or retirement, only a portion of the shares vested based on the number of days worked over the total vesting period, subject to the performance conditions being met. The scheme was settled in shares and therefore equity-settled.

Fair value estimates

In terms of IFRS 2, the transaction is measured at fair value of the equity instruments at the grant date. The fair value of the equity-settled shares, subject to non-market conditions, is the closing share price at grant date.

The shares allotted in terms of the award scheme are:

	2024	**Granted**	**Forfeited**	**Vested**	**2025**
Ramasela Ganda	**132 785**	**–**	**(41 363)**	**(91 422)**	**–**
Thobeka Ntshiza	**54 150**	**–**	**(16 868)**	**(37 282)**	**–**
Tlhabi Ntlha	**34 583**	**–**	**(10 773)**	**(23 810)**	**–**
Litha Nkombisa	**114 445**	**–**	**(35 650)**	**(78 795)**	**–**
Other employees	**58 700**	**–**	**(18 286)**	**(40 414)**	**–**
	394 663	**–**	**(122 940)**	**(271 723)**	**–**
	2023	Granted	Forfeited	Vested	2024
Ramasela Ganda	265 570	–	(26 026)	(106 759)	132 785
Thobeka Ntshiza	108 299	–	(10 613)	(43 536)	54 150
Tlhabi Ntlha	69 166	–	(6 778)	(27 805)	34 583
Litha Nkombisa	228 891	–	(22 432)	(92 014)	114 445
Other employees	117 399	–	(11 504)	(47 195)	58 700
	789 325	–	(77 353)	(317 309)	394 663

NOTES TO THE CONSOLIDATED FINANCIAL STATEMENTS
for the year ended 30 September 2025 continued

42. Share incentive schemes and share-based payments continued

42.1 Financial effect of share-based payment transactions continued

42.1.2 Zeda long-term incentive plan

During the 2023 financial year, the Group introduced the Zeda Long-term Forfeitable Share Plan Scheme.

The objective of the scheme is to attract, retain, motivate and reward executives, senior employees and key talent who are able to influence the performance of the Zeda Group, on a basis which aligns their interests with those of the Group and the Zeda shareholders. The vesting of the shares is subject to specific performance conditions:

- Based on return on invested capital, headline earnings per share growth and net debt to EBITDA
- Continued employment for a period of three years

On resignation, an employee will forfeit any unvested shares. On death or retirement, only a portion of the shares will vest based on the number of days worked over the total vesting period, subject to the performance condition being met. The scheme is settled in shares, and therefore equity-settled.

Fair value estimates

In terms of IFRS 2, the transaction is measured at fair value of the equity instruments at the grant date. The fair value of the equity-settled shares, subject to non-market conditions, is the closing share price at grant date.

The shares allotted in terms of the award scheme are:

	2024	**Granted**	**Forfeited**	**Vested**	**2025**
Ramasela Ganda	**1 617 225**	**664 853**	**–**	**–**	**2 282 078**
Thobeka Ntshiza	**558 207**	**290 507**	**–**	**–**	**848 714**
Tlhabi Ntlha	**257 556**	**150 779**	**–**	**–**	**408 335**
Litha Nkombisa	**440 803**	**181 022**	**–**	**–**	**621 825**
Other employees	**1 140 266**	**982 146**	**(363 526)**	**–**	**1 758 886**
	4 014 057	**2 269 307**	**(363 526)**	**–**	**5 919 838**
	2023	Granted	Forfeited	Vested	2024
Ramasela Ganda	833 107	784 118	–	–	1 617 225
Thobeka Ntshiza	215 589	342 618	–	–	558 207
Tlhabi Ntlha	79 818	177 738	–	–	257 556
Litha Nkombisa	227 308	213 495	–	–	440 803
Other employees	375 264	765 002	–	–	1 140 266
	1 731 086	2 282 971	–	–	4 014 057

NOTES TO THE CONSOLIDATED FINANCIAL STATEMENTS
for the year ended 30 September 2025 continued

43. Disposal of interest in a business

During the previous financial year, the Group disposed of its interest in Vuswa Fleet Services Proprietary Limited for proceeds amounting to R2.3 million.

The disposal of the business was not considered to be a significant component of the Group to be regarded as a discontinued operation.

The assets and liabilities as at the disposal date are presented below.

R'000	2024
Assets	
Trade and other receivables	5 709
Deferred taxation	135
Equity	
Non-controlling interest	(1 276)
Liabilities	
Trade payables (including contract liabilities)	(2 654)
Carrying value of net asset disposed	1 914
Cash proceeds received	2 257
Profit on disposal of business	343

44. Hyperinflationary economies

MATERIAL ACCOUNTING POLICY

The Group uses the guidance issued by the International Practices Task Force to identify countries that are considered to be hyperinflationary. The Group applies IAS 29 Financial Reporting in Hyperinflationary Economies to account for operations in hyperinflationary countries. Non-monetary assets, liabilities, equity, income and expenses are restated to reflect the change in the general purchasing power of the currency, using a general price index. Monetary items are not restated. Comparatives are restated in terms of the current measuring unit. Gains and losses arising from the restatement of monetary assets and liabilities are recognised in profit or loss for the year.

The Group's Ghanaian subsidiary operates in an economy that meets the definition of hyperinflationary in terms of IAS 29.

Management assessed the potential impact of applying IAS 29 to this operation and determined that the effect on the Consolidated financial statements is not material.

Consequently, the subsidiary's financial information has not been restated for hyperinflation. The Group continues to monitor economic indicators and Ghana and reassess materiality on an ongoing basis.

45. Fleet Service Ghana Limited

In November 2024, the Board of Directors resolved to explore options to disinvest from Ghana; this was disclosed at an event held after the reporting date. The Group assessed whether the disinvestment met the IFRS 5 Non-current assets held for sale criteria as at 30 September 2025 and concluded that the disinvestment did not meet the criteria for classification as held for sale.

NOTES TO THE CONSOLIDATED FINANCIAL STATEMENTS
for the year ended 30 September 2025 continued

46. Events after the reporting date

Final declaration of cash dividend for the six months ending 30 September 2025

On 22 November 2025, the Board declared a final dividend (Dividend number 4) of 126 cents per share in respect of the year ended 30 September 2025, subject to the applicable dividend withholding tax rate of 20% levied in terms of the Income Tax Act, 58 of 1962 (as amended). Accordingly, for those shareholders not exempt from paying dividend withholding tax, the net ordinary dividend will be 100.8 cents per share. The dividend has been declared out of income reserves, and the number of ordinary shares in issue at the date of this declaration is 189 641 787. The Company tax number is 9042025305.

The salient dates for the dividend will be as follows:

Last date to trade cum dividend	Tuesday, 3 February 2026
Ordinary shares trade ex-dividend	Wednesday, 4 February 2026
Record date	Friday, 6 February 2026
Payment date	Monday, 9 February 2026

Ordinary share certificates may not be dematerialised or rematerialised between Wednesday, 4 February 2026 and Friday, 6 February 2026, both days inclusive.

Fleet Service Ghana Limited

In light of the expanded availability of ABG licences across the continent, which now enables the Group to execute a cohesive strategy for Africa, as well as the improved performance of the Ghana business due to strengthened contracting discipline and operational enhancements, the Board resolved at its November 2025 meeting to retain the operation in Ghana. This operation is no longer regarded as an isolated asset, but rather as an anchor from which the Group can serve the West African region under its expanded licence footprint.

To the Directors' knowledge, no material events have occurred, apart from the two stated above, between the reporting date and the date of approval of these financial statements that would affect the ability of the users to make informed evaluations and decisions.

47. Going concern

The financial statements are prepared on the going concern basis. The going concern assumption was assessed by management and the Directors as appropriate after considering available information about the future, the profitability of the operations, and the accessibility to financial resources for at least the next 12 months from the end of the last reporting date.

3

Company Financial Statements

COMPANY STATEMENT OF PROFIT OR LOSS AND OTHER COMPREHENSIVE INCOME

for the year ended 30 September 2025

R'000	Note	2025	2024
Revenue	5	**230 069**	111 575
Operating costs	6	**(30 129)**	(11 292)
Fair value gain on financial instruments	7	**744**	–
Profit before tax		**200 684**	100 283
Taxation	8	**(6 694)**	(3 915)
Profit for the year		**193 990**	96 368
Total comprehensive income for the year		**193 990**	96 368

COMPANY STATEMENT OF FINANCIAL POSITION

as at 30 September 2025

R'000	Note	2025	2024
Assets			
Non-current assets			
Investment in subsidiaries	9	**4 500 000**	4 500 000
Deferred tax asset	8	**94**	451
Non-current assets		**4 500 094**	4 500 451
Current assets			
Other receivables		**968**	1 778
Group receivables	12	**12 301**	–
Cash and cash equivalents	10	**172**	16 493
Current assets		**13 441**	18 271
Total assets		**4 513 535**	4 518 722
Equity and liabilities			
Equity			
Stated capital	11	**4 500 000**	4 500 000
Accumulated loss		**(13 278)**	(8 144)
Total equity		**4 486 722**	4 491 856
Current liabilities			
Group payables*	12	**22 739**	23 755
Provisions and other accruals		**–**	477
Other payables	13	**4 074**	2 634
Total current liabilities		**26 813**	26 866
Total equity and liabilities		**4 513 535**	4 518 722

* *In the current financial year, group payables include the group loan payable and group trade and other payables as presented in the previous financial year, as these balances were group payables.*

COMPANY STATEMENT OF CHANGES IN EQUITY

for the year ended 30 September 2025

R'000	Stated capital	Retained earnings	Total equity
Balance at 30 September 2023	4 500 000	(9 691)	4 490 309
Total comprehensive income for the year			
Profit for the year	–	96 368	96 368
Transactions with shareholders recorded directly in equity			
Dividends declared	–	(94 821)	(94 821)
Balance at 30 September 2024	4 500 000	(8 144)	4 491 856
Total comprehensive income for the year			
Profit for the year	**–**	**193 990**	**193 990**
Transactions with shareholders recorded directly in equity			
Dividends declared	**–**	**(199 124)**	**(199 124)**
Balance at 30 September 2025	**4 500 000**	**(13 278)**	**4 486 722**

COMPANY STATEMENT OF CASH FLOWS

for the year ended 30 September 2025

R'000	2025	2024
Profit before taxation	**200 684**	100 283
Gain on financial instruments	**(744)**	–
Cash generated from operations before working capital movements	**199 940**	100 283
Decrease/(increase) in trade receivables	**810**	(1 778)
Increase in group receivable	**(12 301)**	–
Increase in group payables	**(1 016)**	6 490
Increase in other payables	**2 184**	1 040
Taxation paid	**(6 814)**	(332)
Dividend paid	**(199 124)**	(94 821)
Cash (utilised in)/generated from operations.	**(16 321)**	10 882
Cash outflow from financing activities		
Decrease in group loans	**–**	5 272
Net cash generated from financing activities	**–**	5 272
Net (decrease)/increase in cash and cash equivalents for the year	**(16 321)**	16 154
Cash and cash equivalents at the beginning of the year	**16 493**	339
Cash and cash equivalents at the end of the year	**172**	16 493

NOTES TO THE COMPANY FINANCIAL STATEMENTS

for the year ended 30 September 2025

1. Reporting entity

The Company is registered and incorporated in South Africa. The registered address and head office of the Company is 2 Sysie Road, Croydon, 1691.

2. Accounting framework

The accounting policies of the Company are the same as those of the Group, where applicable (refer to the accounting policies in the Consolidated financial statements).

Accounting policies for which no choice is permitted in terms of IFRS Accounting Standards have been included only if management and the Directors conclude that the disclosure would assist users in understanding the financial statements as a whole, taking into account the materiality of the item.

The basis of preparation of the Company are the same as those of the Group, where applicable.

3. Underlying concepts

The financial statements are prepared on the going concern basis. Assets and liabilities and income and expenses are not offset unless specifically permitted by an accounting standard. Financial assets and financial liabilities are offset and the net amount is reported only when a legally enforceable right of set-off exists and there is an intention either to settle on a net basis or to realise the asset and settle the liability simultaneously.

4. Functional and presentation currency

The financial statements are presented in South African Rand, which is the Company's functional and reporting currency. All amounts have been rounded to the nearest thousand unless otherwise stated.

5. Revenue

MATERIAL ACCOUNTING POLICY

Management fees

The Company earns revenue from services it renders to its subsidiaries, Zenith Car Rental Proprietary Limited and Zeda Car Leasing Proprietary Limited, in accordance with the management fee agreement. The management fees are accounted for in terms of IFRS 15 Revenue from Contracts with Customers and are recognised over the duration of the contract as the subsidiaries receive services that the Company renders.

Dividend income

Dividend income earned from the investing activities is recognised when the Company establishes the right to receive the dividend and is classified under revenue.

R'000	2025	2024
Management fees	**30 069**	16 575
Dividend income	**200 000**	95 000
	230 069	111 575

NOTES TO THE COMPANY FINANCIAL STATEMENTS
for the year ended 30 September 2025 continued

6. Operating costs

R'000	2025	2024
Audit fees	**1 294**	1 555
JSE fees and securities	**1 012**	2 471
Directors' fees	**7 446**	4 832
Advisory fees*	**12 119**	1 591
Other items**	**8 258**	843
	30 129	11 292

* *Includes costs incurred for professional services, including legal fees, retainer arrangements and advisory services.*
** *Includes administrative and miscellaneous operating costs that are individually immaterial.*

7. Financial instruments

Refer to note 15 of the Consolidated financial statements for additional disclosure.

R'000	2025	2024
Gain on financial instruments	**744**	–

8. Taxation

Refer to note 13 of the Consolidated financial statements for the disclosure of the accounting policy.

R'000	2025	2024
South African normal taxation		
Current taxation		
Current year	**(6 337)**	(809)
	(6 337)	(809)
Deferred taxation		
Current year	**(357)**	(3 106)
	(6 694)	(3 915)

Reconciliation of the effective tax rate to the statutory tax rate	2025	2024
Effective tax rate	**3.3%**	3.9%
Non-taxable income*	**26.9%**	25.6%
Non-deductible expenses**	**(3.2%)**	(2.5%)
Tax at statutory tax rate	**27%**	27%

* *This relates to dividends received.*
** *This relates to expenses incurred, such as professional fees, membership and subscription fees, and bank charges. These expenses were to produce exempt income.*

NOTES TO THE COMPANY FINANCIAL STATEMENTS

for the year ended 30 September 2025 continued

8. Taxation continued

Deferred tax asset

R'000	2025	2024
Movement of deferred taxation		
Balance at the beginning of the year		
Deferred taxation assets	**451**	3 557
Deferred tax at the beginning of the year	**451**	3 557
Recognised in statement of profit or loss	**(357)**	(3 106)
Assessed loss	**(325)**	(3 232)
Prepayment	**(11)**	–
Provision for audit fees	**(21)**	126
Deferred tax asset at the end of the year	**94**	451

9. Investment in subsidiaries

MATERIAL ACCOUNTING POLICY

Investments in subsidiaries are recognised at cost less accumulated impairment losses.

	2025 %	2024 %	2025 R'000	2024 R'000
Avis Southern Africa Proprietary Limited	**100**	100	**4 500 000**	4 500 000
Zeda Financing Limited	**100**	100	*****	*

* *Figure below R1 000.*

Refer to annexure A for details of principal subsidiary companies.

10. Cash and cash equivalents

Refer to note 24 of the Consolidated financial statements for the disclosure of the accounting policy.

R'000	2025	2024
Cash in bank	**172**	16 493

11. Share capital

Refer to note 26 of the Consolidated financial statements for the disclosure of the accounting policy.

R'000	2025	2024
Authorised		
2 000 000 000 ordinary shares of par value		
Issued		
189 641 787 (2024: 189 641 787) Ordinary shares of no par value	**4 500 000**	4 500 000
	4 500 000	4 500 000

NOTES TO THE COMPANY FINANCIAL STATEMENTS

for the year ended 30 September 2025 continued

12. Related party transactions and balances

R'000	2025	2024
Group payables	**22 739**	23 755
Zeda Car Leasing Proprietary Limited*	**10 584**	10 202
Zeda Car Rental Proprietary Limited*	**12 155**	13 553
Group receivables		
Zenith Car Rental Proprietary Limited	**12 301**	–
Dividends received		
Avis Southern Africa Proprietary Limited	**200 000**	95 000
Management fee revenue	**30 069**	16 575
Zeda Car Leasing Proprietary Limited	**8 205**	4 286
Zenith Car Rental Proprietary Limited	**21 864**	12 289

* *Zeda Limited owes Zeda Car Rental and Zeda Car Leasing R12.2 million and R10.6 million, respectively. Zeda Car Leasing and Zeda Car Rental have subordinated these amounts in favour of other creditors, while the Company has a net current liability position. The subordination agreement stipulates that no payments may be made in the event of the Company's voluntary or involuntary liquidation.*

Directors' remuneration:

The Directors' fees for the year ended 30 September were paid as follows:

R'000	2025	2024
Non-executive		
Lwazi Bam (Chairman)	**1 355**	1 258
Xoliswa Kakana	**945**	845
Yolanda Miya	**902**	797
Sibani Mngomezulu	**749**	728
Ngao Motsei	**585**	666
Marna Roets	**785**	756
Donald G Wilson	**956**	881
Total	**6 277**	5 931

Full details of the remuneration paid to Executive Directors, Prescribed Officers and Non-Executive Directors are included in note 40 in the Consolidated financial statements.

13. Trade and other payables

R'000	2025	2024
Audit fees	**1 533**	1 806
Value added tax	**2 541**	–
Other	**–**	828
	4 074	2 634

NOTES TO THE COMPANY FINANCIAL STATEMENTS
for the year ended 30 September 2025 continued

14. Financial risk management

The Company's financial instruments consist mainly of deposits with banks, trade and other receivables, trade and other payables, and amounts owing to group companies. These financial instruments arise directly from the Company's operations. The Company's activities expose it to a variety of financial risks, including the effects of credit risk, interest rate risk and liquidity risk. The Group's approach to the risks related to financial instruments is set out in note 41 to the Consolidated financial statements.

The following table shows the carrying amounts of financial assets and liabilities, which are stated at amortised cost:

R'000	2025	2024
Assets		
Group receivables	**12 301**	–
Other receivables	**968**	1 778
Cash and cash equivalents	**172**	16 493
Total assets	**13 441**	18 271
Liabilities		
Group payables	**22 739**	23 755
Other payables	**1 533**	2 634
Total liabilities	**24 272**	26 389

The carrying amounts of financial assets and financial liabilities approximate the fair value because of their short-term maturities.

Credit risk

The maximum exposure to credit risk is set out under assets in the table above.

Liquidity risk

Financial liabilities are set out in the table above under liabilities. These liabilities will be settled within the next 12 months and as a consequence the contractual outflows are equivalent to the carrying amounts.

Interest rate risk

The interest rate profile of the Company is as follows:

R'000	2025	2024
Variable rate instruments		
Financial assets	**172**	16 493
Net interest-bearing financial assets	**172**	16 493

A 1% change in the South African prime interest rate would have an immaterial effect on profit or loss and equity for the year.

NOTES TO THE COMPANY FINANCIAL STATEMENTS

for the year ended 30 September 2025 continued

15. Financial guarantees

MATERIAL ACCOUNTING POLICY

Financial guarantee contracts are contracts that require the Company to make specified payments to reimburse the lender for a loss it incurs because a Group subsidiary fails to make payments when due under the original debt instrument.

Financial guarantee contracts issued are initially recognised as a financial liability at their fair value on the date the guarantee is granted.

Subsequent to initial recognition, financial guarantee liabilities are measured at the higher of:

- The loss allowance determined in accordance with the ECL model under IFRS 9, and
- The amount initially recognised, less any cumulative income recognised in accordance with IFRS 15

Financial guarantee liabilities are derecognised when the underlying contractual obligations are discharged, cancelled, or expire.

SIGNIFICANT ESTIMATE AND JUDGEMENT

Measurement of financial guarantee

The fair value of the financial guarantee was determined using a valuation approach prescribed under IFRS 13 Fair Value Measurement. Key judgements and estimates include the borrower's probability of default, recovery rates aligned with South African corporate sector averages, and incremental borrowing rates based on market yield curves.

R'000	2025	2024
Fair value at the beginning of the year	744	744
Movements during the year:		
Derecognition	(744)	–
Fair value at the end of the year	–	744

The Company's guarantee with Nedbank Limited of R50 million expired following the refinancing of facilities disclosed in note 31.4 in the Group Consolidated financial statements.

In accordance with the CTA, disclosed in note 31.4, the Company has provided Zeda Financing Limited with guarantees for the CTA facilities in the current financial year.

The Company, together with Zeda Car Leasing Proprietary Limited and Zenith Proprietary Limited, has issued financial guarantees over the CTA and DMTN facilities of Zeda Financing Limited. Each guarantor is jointly and severally liable. The fair value of the financial guarantee contract has been estimated at R17.5 million. The Company carries on the business of an investment holding company. The Group assessed that in the event of default by Zeda Financing Limited, while the Company remains jointly and severally liable, it can be reasonably assumed that a borrower would seek recovery from the other guarantors, considering the assets held by each guarantor. As such, a financial guarantor liability of nil has been recognised for the Company with the remaining allocation to the other subsidiaries. Furthermore, the ECL attributable to the Company as at 30 September 2025 has been estimated at nil.

NOTES TO THE COMPANY FINANCIAL STATEMENTS
for the year ended 30 September 2025 continued

15. Financial guarantees continued

Fair value measurement of financial guarantees

Fair value hierarchy

- **Level 1:** Fair value measurements are derived from quoted prices in active markets for identical instruments
- **Level 2:** Fair value measurements are derived from inputs other than quoted prices included within Level 1 that are observable for assets or liabilities either directly or indirectly
- **Level 3:** Fair value measurements are derived from valuation techniques that include inputs for the asset or liability that is not based on unobservable market data

Valuation technique

The fair value of financial guarantees was independently determined using a market-informed and credit-sensitive approach consistent with IFRS 13. The financial guarantor's liability is classified at level 3 of the IFRS 13 fair value hierarchy.

There were no transfers between levels of the fair value hierarchy during the reporting period.

16. Going concern

The Company's current liabilities exceed the current assets. Group payables as per note 12 have been subordinated in favour of other creditors. The Company financial statements are prepared on the going concern basis. The going concern assumption was assessed by management and the Directors as appropriate after taking into consideration the available information about the future, the profitability of the operations, and the accessibility to financial resources for at least the next 12 months from the end of the last reporting date.

17. Events after the reporting date

For the disclosure regarding events after the reporting period, refer to note 46 in the Consolidated financial statements.


AVIS
FLEET
AVIS
CAR SALES
AVIS
VAN RENTAL
AVIS
CHAUFFEUR DRIVE
LUXURY CARS
SAFARI RENTAL
SOLUTION!
sedans and people carriers

4

Annexures

ANNEXURE A: GROUP STRUCTURE

KEY

Status
- Active
- Dormant

Country
- Botswana
- Eswatini
- Ghana
- Lesotho
- Mozambique
- Namibia
- South Africa
- Tanzania
- Zambia
- Zimbabwe

Zeda Limited

Held directly by Zeda Limited:

South Africa	Active	100%	Avis Southern Africa Proprietary Limited
South Africa	Active	100%	Zeda Financing Limited

Held by Avis Southern Africa Proprietary Limited:

South Africa	Active	100%	Zenith Proprietary Limited
South Africa	Active	100%	Zeda Car Leasing Proprietary Limited
Namibia	Active	75%	Zeda Namibia Proprietary Limited
Namibia	Active	75%	Zeda Car Rental Namibia Proprietary Limited
Botswana	Active	100%	Car Rental Holdings Botswana Proprietary Limited
South Africa	Dormant	100%	Zeda Car Rental Proprietary Limited
South Africa	Dormant	100%	Zeda Motor Proprietary Limited
South Africa	Dormant	100%	Pavilion Car Rental Proprietary Limited
South Africa	Dormant	100%	Chartered Auto Rental Service Proprietary Limited
South Africa	Dormant	100%	Zeda Automotive Proprietary Limited
Zambia	Active	99%	Zeda Fleet Services Zambia Limited
Ghana	Active	100%	Fleet Services Ghana Limited
Tanzania	Dormant	100%	Tanzuk Limited
Mozambique	Active	100%	Mozambique Car Rental Limitada
Zimbabwe	Dormant	75%	Zenith RAC Zimbabwe Private Limited
Zimbabwe	Dormant	75%	Avis Mobility Zimbabwe Private Limited
Lesotho	Dormant	100%	Zeda Lesotho Proprietary Limited
Lesotho	Active	100%	Seahlolo Transport Services Proprietary Limited
Eswatini	Active	100%	Zeda Swaziland Proprietary Limited
South Africa	Active	51%	Zeda Mobility Proprietary Limited

Held by Zeda Car Leasing Proprietary Limited:

South Africa	Active	100%	Phakisaworld Fleet Solutions Proprietary Limited
South Africa	Active	100%	Auto Fleet Services Proprietary Limited
South Africa	Active	50%	Daysun Proprietary Limited
South Africa	Dormant	100%	Fleet Accident Management Proprietary Limited
South Africa	Dormant	100%	The Car Mall Proprietary Limited
South Africa	Active	100%	Auto Fleet Services Proprietary Limited
South Africa	Dormant	100%	Dreamworks Technologies Proprietary Limited
South Africa	Dormant	100%	Masterdrive Proprietary Limited

Held by Car Rental Holdings Botswana Proprietary Limited:

Botswana	Active	100%	Zeda Car Rental Botswana Proprietary Limited
Botswana	Active	100%	Fleet Service Botswana Proprietary Limited

Held by Fleet Services Ghana Limited:

Ghana	Dormant	90%	Amalgamated Fleet Service Ghana Limited

ANNEXURE B: SHAREHOLDER INFORMATION*

Beneficial shareholdings 5% or more

Shareholder name	Total shareholding	% of issued capital
Zahid Tractor & Heavy Machinery Co. Limited	35 891 755	18.9%
Abax Investments Proprietary Limited	17 368 807	9.2%
Coronation Fund Managers Limited	9 738 219	5.1%
Total	**62 998 781**	33.2%

Geographic split of beneficial shareholders

Region	Total shareholding	% of issued capital
South Africa	141 328 293	74.52%
United Kingdom	4 065 417	2.14%
United States	5 451 614	2.87%
Rest of the world	38 796 463	20.46%
Total	**189 641 787**	100%

Registered shareholder spread

Shareholder type	Number of holders	% of total shareholders	Number of shares	% of issued capital
1 - 1 000 shares	8 300	84.38%	1 097 903	0.58%
1 001 - 10 000 shares	1 145	11.64%	3 966 535	2.09%
10 001 - 100 000 shares	297	3.02%	8 536 939	4.50%
100 001 - 1 000 000 shares	64	0.65%	24 755 841	13.05%
1 000 001 shares and above	30	0.31%	151 286 403	79.77%
Total	**9 836**	100.00%	**189 643 621**	100.00%

* *As per the Share Register from Strate Proprietary Limited, dated 14 November 2025.*

Public holding and non-public holding

Shareholder type	Number of shareholders	% of issued capital
Public	9 829	97.27%
Non-public	7	2.73%
Total	**9 836**	**100%**

ANNEXURE C: GLOSSARY TERMS

Term	Definition
Capital items	Capital items refer to expenses/income that are unrelated to the Group's core operations and fall outside the normal course of business. Items of expenses/income included in capital items are consistent with items that are 'out of' (excluded from) headline earnings per share ("**HEPS**") in accordance with the JSE Listings Requirements and guidance published by SAICA relating to HEPS.
Interest cover ratio ("ICR")	The ICR as defined by the Common Terms Agreement is EBITDA divided by net interest (other than interest on lease liabilities).
Loan to value ("LTV")	The Group LTV as defined by the Common Terms Agreement is calculated as interest-bearing debt before capitalisation fees, divided by fleet assets including inventory vehicles.
Merger reserve	A non-statutory reserve created in the Company accounts, often when merger relief is applied during a business combination. It's essentially a way to account for the difference between the nominal value of shares issued to acquire another company and the fair value of the acquired company's net assets.
Net debt	This is a financial measure of the Group debt portfolio that accounts for overdraft facilities, floorplans, long-term loans, issued bonds and instalment sales agreements, less the cash and cash equivalents of the Group.
Net leverage ratio	The Group's net leverage ratio as defined by the Common Terms Agreement is calculated as gross debt plus lease liabilities, minus cash and cash equivalents divided by EBITDA.
Rental Days	It is the number of days a rented car is available for use by the renter. A rental day begins at a specific time and ends at the same time the following day.
Return on equity ("ROE")	Attributable earnings to owners of Zeda Limited divided by the average equity attributable to owners of Zeda Limited.
Return on invested capital ("ROIC")	Operating profit after tax divided by average invested capital being shareholders' equity plus debt, less cash.
Rolling EBITDA	Group EBITDA over any 12-month period.

CORPORATE INFORMATION

Directors

Independent Non-Executive Directors
Lwazi Bam (Chairman)
Xoliswa Kakana
Yolanda Miya
Sibani Mngomezulu
Ngao Motsei
Marna Roets
Donald G Wilson

Executive Directors
Ramasela Ganda (Group Chief Executive Officer)
Thobeka Ntshiza (Group Finance Director)

Company's Registered Office

2 Sysie Road
Croydon, 1691
Johannesburg
South Africa
PO Box 221, Isando, 1600

Company Secretary

Chioneso Sakutukwa
2 Sysie Road
Croydon, 1691
Johannesburg
South Africa
PO Box 221, Isando, 1600

Financial Reporting Consultant to Zeda Limited

KPMG Services Proprietary Limited
(Registration number: 1999/012876/07)
KPMG Crescent
85 Empire Road
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(Private Bag 9, Parkview, 2122)

South African Legal Advisor to the Company

Bowman Gilfillan Incorporated
(Registration number: 1998/021409/21)
11 Alice Lane
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South Africa

Sponsor to Zeda Limited

Nedbank Limited, acting through its Nedbank Corporate and Investment Banking Division
(Registration number: 1951/000009/06)
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