



ANNUAL REPORT 2022

ZEDER IS AN INVESTOR

in the broad agribusiness and related industries, with a historical focus on the food and beverage sectors.

View this report online at www.zeder.co.za.

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INVESTMENT PORTFOLIO

Our portfolio consists of strategic interests in leading companies that provide us with a diversified exposure across the agribusiness spectrum, ranging from strategic agri-inputs to agri-retail, while incorporating related logistical and enabling services.

INVESTMENT PORTFOLIO

TOTAL VALUE OF INVESTMENTS
AS AT 28 FEBRUARY 2022

R6 431m



R2 037m
31.7%



R1 571m
24.4%



R1 053m
16.4%



R1 603m
24.9%



Agrivision Africa

R146m
2.3%

Other

R21m
0.3%

BOARD OF DIRECTORS

Zeder leverages the wealth of knowledge, experience and expertise of its directors to optimally allocate capital and provide strategic assistance to portfolio companies.

BOARD OF DIRECTORS

EXECUTIVE

JH (Johann) le Roux (47)

CHIEF EXECUTIVE OFFICER AND FINANCIAL DIRECTOR

BAcc (CTA), CA(SA), HDip (Tax)

Appointed 8 September 2016

Johann is a member of the executive committee and the social and ethics committee.

NON-EXECUTIVE

WL (Wynand) Greeff (52)

FINANCIAL DIRECTOR – PSG GROUP

BCompt (Hons), CA(SA)

Appointed 21 May 2009

Wynand is a member of the executive committee and the social and ethics committee.

PJ (Piet) Mouton (45)

CHIEF EXECUTIVE OFFICER – PSG GROUP

BCom (Mathematics)

Appointed 30 April 2012

Piet is a member of the remuneration committee, the nomination committee, the executive committee and the social and ethics committee.

INDEPENDENT

NON-EXECUTIVE CHAIRMAN

CA (Chris) Otto (72)

DIRECTOR OF COMPANIES

BCom, LLB

Appointed 21 August 2006

Chris is a member of the audit and risk committee, the remuneration committee, the nomination committee and the social and ethics committee.

INDEPENDENT NON-EXECUTIVE

S (Shameema) Cassiem (51)

DIRECTOR OF COMPANIES

BCom (Hons), CA(SA), PG Dip (Tax)

Appointed 12 February 2021

Shameema is a member of the audit and risk committee.

NS (Nonhlanhla) Mjoli-Mncube (63)

DIRECTOR OF COMPANIES

MA (City and Regional Planning)

Appointed 1 June 2016

Nonhlanhla is the lead independent director and a member of the audit and risk committee, the remuneration committee and the nomination committee.



CEO REPORT

We remain committed to delivering sustainable returns to our shareholders.

CEO REPORT

INTRODUCTION

Zeder is an investor in the broad agribusiness and related industries, with a historical focus on the food and beverage sectors. The company listed on the Johannesburg Stock Exchange on 6 December 2006, with an intrinsic value of R1.29bn and, as at 28 February 2022, our investment portfolio was valued at approximately R6.43bn.

STRATEGIC POSITIONING AND INVESTMENT PHILOSOPHY

Over the years our strategy has evolved from originally acquiring undervalued minority interests in South African agricultural co-operatives to today owning large strategic and controlling interests in leading companies and organisations where we assist with portfolio and investee strategies, while monitoring and overseeing optimal capital allocations to ensure sustainable investment returns, including capital appreciation. We are long-term investors with a focus on the following key investment considerations:

- Sustainable growth sectors or sub-sectors
- Management with proven track record and sound corporate governance
- High barriers to entry with unique and defensible products (brands)
- Simple (easy to understand) and scalable business models
- Co-investing with management and focused execution

Our portfolio spans the agribusiness value chain providing us with a broad invested exposure ranging from strategic agri-inputs to agri-retail while incorporating related logistical and enabling services. In recent years measured diversification has been achieved by expanding platform investment companies into adjacent industries, sectors and markets, thereby incorporating attractive non-agri exposure.

NOTEWORTHY TRANSACTIONS

Unbundling of Kaap Agri shareholding

On 28 February 2022, the Zeder board resolved to unbundle 31 286 956 Kaap Agri shares, comprising approximately 42.2% of the total issued share capital of Kaap Agri, to Zeder shareholders by way of a *pro rata* distribution *in specie*, in the ratio of 1 Kaap Agri share for every 49.22692 Zeder shares held. Subsequent to year-end, the Kaap Agri shareholding was unbundled, effective 4 April 2022, to Zeder shareholders.

The Zeder board believes that the aforementioned unbundling was in the best interests of Zeder's shareholders in order to maximise shareholder wealth. Zeder shareholders now have a direct interest in Kaap Agri rather than an indirect interest via Zeder, which will theoretically eliminate the previous discount applied to the Kaap Agri shares that were previously included in the *Sum-of-the-Parts ("SOTP")* value of Zeder.

Zeder has been a shareholder in Kaap Agri since 2006 and was instrumental in the listing of Kaap Agri on the JSE during 2017. The Zeder board has tremendous gratitude towards all the people at Kaap Agri for the success story it has been fortunate to be a part of. A special word of thanks goes to Sean Walsh (CEO), Graeme Sim (CFO) and the rest of the Kaap Agri board of directors. Kaap Agri has a strong management team and board of directors and remains well capitalised. Zeder is proud to have been associated with Kaap Agri.

Category 1 disposal of investment in The Logistics Group

Zeder announced on 12 November 2021 that the company, through its wholly-owned subsidiary, Zeder Financial Services, entered into an agreement with, *inter alia*, TLG Midco and TLG Acquisition Holdings, in terms of which Zeder Financial Services disposes all of its shares in the issued share capital of The Logistics Group, comprising 98.22% of The Logistics Group's shares in issue for a disposal consideration of up to R1.57bn.

A circular containing the full details of the disposal, incorporating a notice convening the required general meeting of Zeder's shareholders, was distributed to shareholders on 15 February 2022.

CEO REPORT

continued

Subsequent to year-end, Zeder shareholders approved The Logistics Group disposal at the aforementioned general meeting on 15 March 2022, with the remaining suspensive conditions being fulfilled thereafter and The Logistics Group disposal being implemented on 31 March 2022.

The disposal consideration was based on a 100% equity valuation for The Logistics Group of R1.6bn. The disposal consideration comprised an initial disposal consideration for Zeder of R1.35bn, which has been received, and additional earn-out payments totalling R218m, payable in cash. The earn-out payments are generally linked to certain extensions and or renewals of agreements. The timing and amounts of these extensions cannot be determined although it is estimated to be concluded in the financial year ending 28 February 2023, but there is no certainty regarding same.

The Logistics Group was unbundled from Capespan during 2019. The renewed focus on the business has been a key driver of growth and as a result enabled the disposal at a 18.6% premium to the value at which The Logistics Group shareholding was reflected in the 28 February 2021 reported Zeder *SOTP value*.

Zeder special dividends

Zeder declared a special gross dividend of 20 cents per share (R307m) to Zeder shareholders, which was paid on 10 May 2021. In addition, a further special gross dividend of 92.5 cents per share was declared as part of the year-end results and paid on 9 May 2022.

STRATEGIC FOCUS

Zeder's objective remains to maximise long-term wealth for its shareholders through capital appreciation, investment income or both, and accordingly the key benchmark used by Zeder to measure performance is its *SOTP value* per share.

The Kaap Agri unbundling, The Logistics Group disposal and prior year corporate transactions had a positive impact on Zeder's wealth creation for shareholders.

Zeder's share price was trading at R4.23 per share as at 28 February 2019. Zeder would have returned value of R4.46 per share to Zeder shareholders, by way of special dividends of R3.43 per share and an additional R1.03 per share in terms of the recent Kaap Agri unbundling, after completion of the May 2022 special dividend payment, as set out below:

	28 Feb 2019	Unbundling/ special dividend
	R	R
Zeder share price	4.23	
Value per share to Zeder shareholders		4.46
Zeder special dividend – Feb 2020		2.30
Zeder special dividend – Feb 2021		0.20
Value of Unbundling of Kaap Agri		1.03
Zeder special dividend – Feb 2022		0.93
Value to Zeder shareholders (Rm)		7 259

The Zeder board remains engaged with third parties, in terms of approaches received, on various portfolio investments and is currently evaluating further wealth maximising options in a responsible way. Notwithstanding the above, Zeder remains focused on growing its remaining investee companies and will evaluate opportunities as and when deemed appropriate in the interest of all stakeholders.

BUSINESS ENVIRONMENT AND OUTLOOK

The macro environment in which Zeder and its portfolio companies operated, remained relatively constrained during the year even with an improved climatic cycle. This was largely due to supply chain constraints resulting in increased costs and margin pressure as a result of Covid. In addition, the Russia-Ukraine conflict will lead to an increase in certain agri-input and soft commodity prices.

Our strategic focus during the Covid pandemic was deliberately cautious and conservative. Accordingly, we dedicated most of our efforts to existing investments, strengthening their operating models and balance sheets where possible, while driving for additional and diversified growth from within our existing investment platforms.

We anticipate that the constrained trading conditions will continue in the short to medium term with significant inflation pressure on the agribusiness input costs side, especially fertilizer and fuel. Having said that, the decent summer rainfall, high soft commodity prices and sufficient water resources in the Western Cape are promising for agricultural activities. The focus on our existing portfolio and resultant opportunities will continue.

The financial results reported and business environment reviewed, reflect the year ended 28 February 2022, as well as subsequent events that transpired prior to the publication of these results. It is, however, important to note that, at the time of producing this report, some uncertainty around the global Covid pandemic and the impact of the Russia-Ukraine conflict remains. Zeder, however, remains well positioned, with a stable balance sheet and cash resources.

PASSING OF INDEPENDENT NON-EXECUTIVE DIRECTOR OF THE COMPANY

During the year Mr Rudi Jansen ("**Mr Jansen**"), who served as a non-executive director, sadly passed away. He made an invaluable contribution to the company and will be remembered as a remarkable individual and friend.

The Board, executive management and all staff of the company extend our deepest condolences to Mr Jansen's family and friends.

APPRECIATION

Being an investment holding company, Zeder's performance ultimately depends on that of its underlying investments. We are fortunate to have ambitious and talented management teams in place who are committed to their organisations. This was once again evident during the year with pro-active measures implemented by the various management teams during the Covid pandemic and other challenges. I would therefore like to express my sincere appreciation to the leaders and employees of all our portfolio companies for their hard work and dedication.

I would like to extend a special word of thanks to the Zeder Board, Executive Committee and management team for their valuable contributions during the past year.



JH le Roux

Chief Executive Officer and Financial director

10 June 2022

Stellenbosch

OUR TRACK RECORD

Year ended February	2007	2008	2009	2010	2011	2012		2013	2014	2015	2016	2017	2018	2019	2020	2021	2022
<i>SOTP</i> – pre mgmt liability (Rbn)	1.29	1.31	1.17	2.07	2.68	3.09		4.26	5.16	13.26	12.23	14.71	13.43	9.65	10.20	6.66	7.17
<i>SOTP</i> – post mgmt liability (Rbn)	1.11	1.13	1.01	1.79	2.31	2.67		3.68	4.46	11.45	10.56	14.71	13.43	9.65	10.20	6.66	7.17
Mgmt fee liability (Rm) ¹	175	178	160	281	365	420		580	703	1 808	1 667						
Mgmt fees paid – base (Rm)	(8)	(26)	(36)	(45)	(53)	(48)		(59)	(59)	(118)	(155)	(75)					
Mgmt fees paid – performance (Rm)									(59)	(118)							
Market capitalisation (Rbn)	1.63	1.57	0.89	1.83	2.56	2.51		3.33	4.01	10.97	8.15	12.88	11.03	7.24	7.25	4.09	5.51
<i>Recurring</i> headline earnings (Rm) ²	137	119	196	208	265	273		251	300	414	632	691	474	471	559		
Headline earnings/(loss) (Rm)	137	207	153	152	185	300		196	260	257	545	(770)	425	767	404	643	801
Dividend (Rm)	11	30	43	39	39	39		39	44	79	137	190	189	188			
Special dividend (Rm) ³															3 919	307	1 421
Number of shares:																	
Issued shares (<i>net of treasury</i>) (m)	571	605	611	978	978	978		978	980	1 444	1 523	1 725	1 702	1 702	1 702	1 538	1 538
Weighted shares (m)	490	583	609	881	978	978		978	980	1 172	1 490	1 622	1 717	1 702	1 702	1 619	1 538
Per share:																	
Net asset value per share (R)	2.25	2.59	2.82	2.33	2.58	2.88		3.35	3.68	4.94	5.42	4.81	4.86	4.76	4.68	4.33	4.66
<i>SOTP</i> – pre mgmt fee liability (R)	2.25	2.16	1.92	2.11	2.74	3.15		4.35	5.26	9.18	8.03	8.53	7.85	5.64	5.97	4.33	4.66
<i>SOTP</i> – post mgmt fee liability (R)	1.95	1.87	1.65	1.83	2.37	2.73		3.76	4.54	7.93	6.93	8.53	7.85	5.64	5.97	4.33	4.66
Share price (R)	2.85	2.60	1.46	1.87	2.62	2.57		3.40	4.09	7.60	5.35	7.44	6.45	4.23	4.24	2.65	3.57
<i>Recurring</i> headline earnings (cents) ²	27.8	21.0	32.2	23.6	27.1	27.9		25.7	30.6	35.3	42.4	42.6	27.6	27.7	32.8		
Headline earnings/(loss) (cents)	27.8	35.4	25.2	17.3	18.9	30.7		20.1	26.6	22.0	36.5	(47.5)	24.8	45.1	23.7	39.7	52.1
Dividend (cents)	2.0	5.0	7.0	4.0	4.0	4.0		4.0	4.5	5.5	9.0	11.0	11.0	11.0			
Special dividend (cents) ³															230.0	20.0	92.5

¹ Calculated as 12% newly issued Zeder shares multiplied by Zeder *SOTP* value per share

² Subsequent to the change in investment entity status, recurring headline earnings is no longer a performance measurement benchmark

³ Special dividend declarations due to the disposal of investments and change in ordinary dividend policy

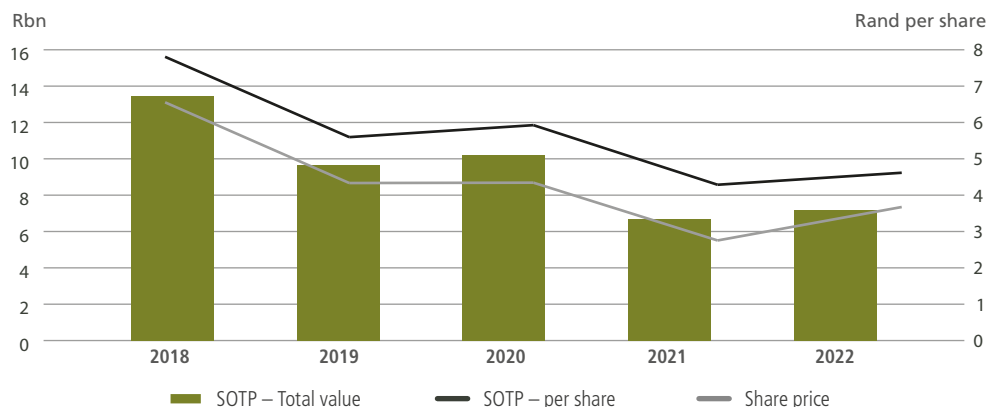


REVIEW OF OPERATIONS

We are proud of our investments
and remain confident that they
will continue to perform well.

REVIEW OF OPERATIONS

INTRINSIC VALUE



Year ended February	2018	2019	2020	2021	2022
<i>SOTP (Rbn)</i>	13.43	9.65	10.20	6.66	7.17
<i>SOTP per share (R)</i>	7.85	5.64	5.97	4.33	4.66
Market capitalisation (Rbn)	11.03	7.24	7.25	4.09	5.51
Share price (R)	6.45	4.23	4.24	2.65	3.57
Dividend (Rm)	189	188			
Dividend per share (cents)	11.0	11.0			
Special dividend (Rm)			3 919	307	1 421
Special dividend per share (cents)			230.0	20.0	92.5

OVERVIEW

Zeder is an investor in the broad agribusiness and related industries, with a historical focus on the food and beverage sectors. Its underlying investment portfolio was valued at R6.43bn on 28 February 2022.

CORPORATE POSITIONING

Zeder assists with portfolio and investee strategies, while monitoring and overseeing optimal capital allocations to ensure sustainable investment returns, including capital appreciation. Its portfolio consists of strategic interests in leading companies that provide it with a diversified exposure across the agribusiness spectrum.

REVIEW OF OPERATIONS

continued

SUM-OF-THE-PARTS ("SOTP")

Zeder's *SOTP value* per share, calculated using the quoted market prices for all JSE-listed investments and internal valuations for unlisted investments, increased by 7.6% during the year to R4.66 as at 28 February 2022. The increase was mainly due to the increased valuations of The Logistics Group and Kaap Agri, countered by the payment of the 20 cents per share special dividend on 10 May 2021 out of cash reserves.

At the close of business on Monday, 9 May 2022, Zeder's *SOTP value* per share was R2.69, which includes the cash proceeds of R1.35bn received on 31 March 2022 as a result of the disposal of The Logistics Group, as well as the provision for the proceeds of the earn-out payments of R218m. The *SOTP value* now also excludes the investment in Kaap Agri, subsequent to the unbundling implementation on 4 April 2022, as well as the payment of the 92.5 cents per share gross special dividend on 9 May 2022. It also includes the conversion of the outstanding loan of R330m, as at 30 April 2022, to Zaad into equity via a rights issue.

Company	28 Feb 2021		28 Feb 2022		9 May 2022	
	Interest (%)	Rm	Interest (%)	Rm	Interest (%)	Rm
Zaad	97.0	2 010	96.9	2 037	97.4	2 367
The Logistics Group	98.5	1 325	98.2	1 571		
Capespan	96.0	1 117	94.6	1 053	94.6	1 053
Kaap Agri	42.3	1 102	42.3	1 603		
Agrivision Africa	56.0	146	56.0	146	56.0	146
Other		24		21		22
Total investments		5 724		6 431		3 588
Cash and cash equivalents		876		508		440
Other net assets		62		229		114
SOTP value		6 662		7 168		4 142
Number of shares in issue (net of treasury shares) (m)		1 538		1 538		1 538
SOTP value per share (R)		4.33		4.66		2.69

Note: Zeder's live SOTP is available at www.zeder.co.za

The SOTP valuations of Zeder's unlisted investments have been based on the respective investee companies' latest financial results. The wide-spread impact of Covid and the Russia-Ukraine conflict on the global economy and financial markets remains evident.

While the SOTP calculation is indicative of the value of Zeder's underlying portfolio of net assets, it does not take into account factors such as tax on potential disposal of underlying assets (apart from where specific corporate actions have been communicated to the market), head office operating costs and other factors. It should be noted that these valuations are not necessarily an indication of the values at which Zeder would consider selling any of its investments.

PERFORMANCE OF PORTFOLIO COMPANIES

Our remaining portfolio companies were negatively impacted during the Covid recovery period although agricultural conditions coupled with pro-active portfolio management interventions, resulted in satisfactory performances from most of the portfolio companies' during the year.

These difficult trading conditions have resulted in mostly flat valuations across the remaining portfolio.

Zaad (96.9%)

Zaad is a strategic holding company that invests and operates in the specialised agri-inputs industry with a focus on emerging markets, especially Africa, the Middle East and Eastern Europe. Through acquisitions and organic growth, it has aggregated and developed attractive businesses and currently owns, develops, imports and distributes a broad range of agricultural seeds and chemicals.

Zaad recently changed its year-end from January to June, in order to better align the financial reporting requirements to fall outside the key summer crop cycle. As a result, for its six-months period ended 31 December 2021, Zaad reported recurring headline earnings of R139m, an increase of 23% per share from the corresponding prior period.

This was off the back of good performances from Agricol, FarmAg (agro-chemicals), May Seed (Turkey) and the African maize operations. Bakker Brothers, based in the Netherlands, is still in a recovery phase post Covid. The business was negatively affected by Covid, as a result of the limitations on cross-border trade into North Africa and the Middle East.

During the year, Zaad concluded the acquisition of a 40% equity stake in the EAS group of companies in Kenya. EAS was established in 1972 and has steadily grown to become the leading independent seed company within the Eastern and Central African regions. Zaad has identified Eastern and Central Africa as important growth areas for seeds and agrochemicals and this investment will provide Zaad with access to these markets.

The specialised agri-inputs market, and particularly the proprietary hybrid seed segment, remains attractive and Zaad is well positioned to benefit from it.

During the year under review, Zeder accounted for a fair value gain of R27m in respect of its investment in Zaad.

Zaad's summarised financial information is set out below:

Summary income statement Key metrics	Jan 2020 Rm	Jan 2021 Rm	Jun 2021 ^a Rm
Revenue	2 113	2 914	2 810
EBITDA ^b	346	379	379
EBIT	281	306	299
Recurring headline earnings	169	181	177
Headline earnings	192	327	214
WANOS (m)	33	35	34
Recurring HEPS (R)	5.13	5.24	5.19
Net asset value per share (R)	49.30	45.96	43.85

^a Represents a comparative 12-month period.

^b Includes EBITDA from associates.

REVIEW OF OPERATIONS

continued

Zaad (96.9%) continued

Summary statement of financial position	Jan 2020	Jan 2021 ^c	Jun 2021
Key metrics	Rm	Rm	Rm
Total assets	3 875	3 891	3 535
Non-current assets	1 438	1 652	1 631
Current assets	2 437	2 239	1 904
Total liabilities	2 238	2 289	2 042
Non-current liabilities	501	211	203
Current liabilities	1 737	2 078	1 839
Total equity	1 637	1 602	1 493
Net debt	993	1 076	1 074

^c January 2021 figures restated.

Summary cash flow information	Jan 2020	Jan 2021 ^c	Jun 2021 ^d
Key metrics	Rm	Rm	Rm
Cash flow from operating activities	21	12	45
Cash flow from investing activities	(238)	(28)	(203)
Cash flow from financing activities	110	153	202
Net (decrease)/increase in cash and cash equivalents	(107)	137	44

^c January 2021 figures restated.

^d Represents a five-month period, subsequent to year-end change.

Zeder shareholding	Feb 2020	Feb 2021	Feb 2022
Shareholding (%)	95.7	97.0	96.9

WANOS – Weighted average number of shares

Zaad's investment and operations are structured to participate in the strategic inputs industry. At present the focus is on agricultural seed and chemicals.

In terms of the seed strategy, the group imports, produces and distributes seeds for sale through a wide international network. A core focus is the further development of proprietary seed genetics and significant investment continues to be made in related research and development. Owning its own seed genetics provides a distinct competitive advantage and a high barrier to entry with the ability to improve operating margins over time.

In terms of the chemicals strategy, apart from being a formulator and distributor of crop protection chemicals, the group owns and develops various chemical registrations that ensures high barrier to entry and enables the business to compete in local and international markets. The primary objective is to complement our seed division in emerging markets where regular access to chemicals is challenging for farmers.

Further information can be viewed at www.zaad.co.za

Capespan (94.6%)

Capespan is a vertically integrated fruit producer with global marketing and sales capabilities that can service and supply growers and customers in key international markets.

For its financial year ended 31 December 2021, Capespan reported *recurring* headline earnings of R54m, a decrease of 29% from the prior year.

The stream-lined global marketing business experienced difficulties on the supply chain side of the business, especially with increased shipping rates and the unreliable availability of containers hampering operations. The inefficiencies at most of the South African ports remain the biggest concern in terms of the quality of fruit and resultant "time on the water" for a perishable product destined for the export market. In addition, the KZN unrests contributed to further supply chain constraints, especially on citrus exports via the Durban port.

The promising agricultural conditions contributed to excellent volumes from the fruit farms, but this was unfortunately negatively influenced by the aforementioned supply chain problems and therefore lower prices realized in the export markets.

During the year under review, Zeder accounted for a fair value loss of R64m in respect of its investment in Capespan.

Capespan's summarised financial information is set out below:

Summary income statement	Dec 2019	Dec 2020	Dec 2021
Key metrics	Rm	Rm	Rm
Revenue	3 951	3 506	3 053
EBITDA	72	148	110
EBIT	(10)	76	42
Income from associates	7	12	13
<i>Recurring</i> headline (loss)/earnings	(36)	76	54
Headline (loss)/earnings	(68)	74	62
WANOS (m)	367	371	375
<i>Recurring</i> HEPS (R)	(0.10)	0.21	0.15
Net asset value per share (R)	3.80	3.98	3.88

REVIEW OF OPERATIONS

continued

Capespan (94.6%) continued

Summary statement of financial position

Key metrics	Dec 2019 Rm	Dec 2020 Rm	Dec 2021 Rm
Total assets	2 253	2 097	2 242
Non-current assets	1 267	1 280	1 350
Current assets	878	817	874
Assets held-for-sale	108		18
Total liabilities	840	616	785
Non-current liabilities	215	233	218
Current liabilities	625	383	567
Total equity	1 413	1 481	1 457
Net debt	191	52	206

Summary cash flow information

Key metrics	Dec 2019 Rm	Dec 2020 Rm	Dec 2021 Rm
Cash flow from operating activities	52	36	(55)
Cash flow from investing activities	68	139	(36)
Cash flow from financing activities	(291)	(25)	(65)
Net (decrease)/increase in cash and cash equivalents	(171)	150	(156)

Zeder shareholding

	Feb 2020	Feb 2021	Feb 2022
Shareholding (%)	96.7	96.0	94.6

WANOS – Weighted average number of shares.

Farming

The farming division has been established over the past 10 years to complement the group's historical core fruit procurement and marketing activities. The objective of this division is to provide the group with primary production expertise and access to select fruit commodities during specific production periods as required to optimally service our customers around the world. The farming assets range from greenfield projects to large established commercial farming and packing enterprises and the group has positioned itself as a leading commercial grower in a relatively short period. Our controlled farming investments and operations are located primarily in South Africa and Namibia and comprise 817 hectares of grapes, 306 hectares of citrus and 575 hectares of pome fruit. Numerous investments have been made in expanding production that will contribute to results over the medium- to longer-term as the biological assets mature.

Farming	Dec 2019	Dec 2020	Dec 2021
Key metrics	Rm	Rm	Rm
Revenue	509	633	699
EBITDA	103	134	90
EBIT	39	75	30
Assets	1 213	1 304	1 429

Fruit and associate investments

The fruit division consists of fruit procurement and marketing teams across Europe, Asia, Africa and North America that procure fresh fruit from predominantly southern hemisphere producers to market and sell to predominantly formal retail customers in northern hemisphere markets. During the prior year, significant and costly restructuring was completed in the fruit marketing division to ensure a lower-cost structure. The fruit marketing division is now better positioned to scale and provides the group with optionality on third party fruit marketing profits in addition to the proprietary group production.

Fruit	Dec 2019	Dec 2020	Dec 2021
Key metrics	Rm	Rm	Rm
Revenue	3 856	3 384	2 884
EBITDA	(5)	38	35
EBIT	22	26	28
Assets (excluding investments in associates)	816	709	742
Number of associate investments	5	3	2
Share of associate's <i>recurring</i> headline (loss)/earnings	(1)	12	10
Total investment in associates	204	66	36

Further information can be viewed at www.capespan.com

REVIEW OF OPERATIONS

continued

Agrivision Africa (56.0%)

Agrivision Africa owns and operates two large-scale commercial farming operations and a milling business in Zambia. It has developed extensive irrigated productive farmland since 2011. After rapid expansion, the focus during the recent years has been on achieving strong operational efficiencies, while navigating an extremely volatile and challenging phase in the macro and business cycle of Zambia. Initiatives are underway to address underperforming assets and divisions.

For its financial year ended 31 December 2021, Agrivision Africa reported recurring headline earnings of \$7.2m, an increase of 226% per share from the prior year.

The farming operations performed above expectations during the year, mainly as a result of access to sufficient water resources at our Mkushi farming area, improved crop yields and acceptable soft commodity prices.

During the year under review, no adjustment was made to the Zeder *SOTP* valuation of Agrivision Africa.

Agrivision Africa's summarised financial information is set out below:

Summary income statement Key metrics	Dec 2019 US\$'000	Dec 2020 US\$'000	Dec 2021 US\$'000
Revenue	33 932	27 004	33 354
EBITDA	4 754	5 893	11 058
EBIT	1 601	3 171	9 375
Recurring headline earnings	866	2 210	7 200
Headline earnings	866	2 210	7 200

Summary statement of financial position Key metrics	Dec 2019 US\$'000	Dec 2020 US\$'000	Dec 2021 US\$'000
Total assets	88 776	88 505	89 502
Non-current assets	67 526	66 838	63 149
Current assets	21 250	21 667	23 156
Assets held-for-sale			3 197
Total liabilities	28 641	29 978	22 282
Non-current liabilities	19 957	17 759	4 885
Current liabilities	8 684	12 219	16 731
Liabilities held-for-sale			666
Total equity	60 135	58 527	67 220
Net debt	21 838	21 385	8 550

Summary cash flow information	Dec 2019	Dec 2020	Dec 2021
Key metrics	US\$'000	US\$'000	US\$'000
Cash flow from operating activities	1 271	8 433	8 520
Cash flow from investing activities	(880)	(2 366)	(445)
Cash flow from financing activities	12 699	(3 012)	(7 320)
Net increase in cash and cash equivalents	13 090	3 055	755

Zeder shareholding	Feb 2020	Feb 2021	Feb 2022
Shareholding (%)	56.0	56.0	56.0

WANOS – Weighted average number of shares

The group remains positioned to operate as a vertically integrated grain-related staple food supplier in the northern Zambian markets. At present, its operations are structured as a farming division consisting of two commercial business units and a milling division consisting of a maize and wheat milling operations. The divisions are summarised and explained below:

Farming	Dec 2019	Dec 2020	Dec 2021
Key metrics	US\$'000	US\$'000	US\$'000
Total land owned (hectares)	19 219	19 078	19 078
Total hectares developed for commercial agriculture (hectares)	7 225	7 225	7 225
Of which is equipped for full irrigation by centre pivot (hectares)	4 721	4 721	4 721
EBITDA	4 311	5 847	9 235
EBIT	1 649	3 405	7 073
Assets	141 505	128 802	112 380

Milling	Dec 2019	Dec 2020	Dec 2021
Key metrics	US\$'000	US\$'000	US\$'000
Maize milling – capacity (tons)	68 400	68 400	68 400
Maize milling – milled (tons)	29 066	29 620	17 159
Wheat milling – capacity (tons)	26 400	26 400	26 400
Wheat milling – milled (tons)	15 656	17 884	5 874
EBITDA	741	66	129
EBIT	451	(134)	(47)
Assets	8 520	3 783	3 197

The operations at the milling business has been significantly scaled down in anticipation of a disposal of the business.

CORPORATE GOVERNANCE

Zeder is committed to the ethical values underpinning good corporate governance: Integrity, Accountability, Fairness and Transparency.

CORPORATE GOVERNANCE

Zeder Investments Limited ("**Zeder**", "**the company**", or "**the group**") is committed to the principles of transparency, integrity, fairness and accountability as also advocated in the King IV Report on Corporate Governance™ for South Africa, 2016 ("**King IV™**"). The Zeder Board of directors ("**board**") is satisfied with the manner in which Zeder has applied and implemented the King IV™ recommendations and practices to achieve good performance and effective control while promoting an ethical culture and maintaining its legitimacy. Accordingly, Zeder's corporate governance policies have in all material respects been appropriately applied during the year under review. A detailed analysis of the group's compliance with King IV™ (through apply and explain) is available at www.zeder.co.za.

BOARD OF DIRECTORS

Details of Zeder's directors are provided on page 5 of this annual report.

Mr CA Otto fulfils the role of independent non-executive chairman, Mr JH le Roux that of chief executive officer and financial director, in accordance with a dispensation granted by the JSE Limited ("**JSE**"), and Mrs NS Mjoli-Mncube that of lead independent director. The main function of the lead independent director is, *inter alia*, to provide leadership and advice to the board, without detracting from the authority of the chairman, where the chairman has a conflict of interest.

Mr RM Jansen, who served as an independent non-executive director, sadly passed away on 4 September 2021.

The board met four times during the past financial year as set out in the table below:

BOARD ATTENDANCE	13 Apr 2021	13 Jul 2021	5 Oct 2021	1 Feb 2022
CA Otto	✓	✓	✓	✓
S Cassiem	✓	✓	✓	✓
WL Greeff	✓	✓	✓	✓
RM Jansen	✓	✓		
JH le Roux	✓	✓	✓	✓
NS Mjoli-Mncube	✓	✓	✓	✓
PJ Mouton	✓	✓	✓	✓

The Zeder Nomination Committee ("**nomination committee**") considers and recommends appropriate appointments of directors to the board. The appointment of new directors to the board is a matter for the board as a whole and is conducted in a formal and transparent manner. The induction of directors is not conducted through a formal process, but includes the reading of company-related material and one-on-one information sessions. Consideration will be given to a formal induction programme for future appointees to the board, should this become necessary.

Executive directors are appointed by the board, with the assistance of the nomination committee, for periods as the board deems fit, and on such further terms as are set out in their letters of appointment.

Zeder believes that diversity at board level help achieve its business goals through an improved understanding of the diverse environments in which the group operates. The nomination committee has adopted and approved a policy on the promotion of broader diversity at board level, specifically on the diversity attributes of skills, expertise, experience, industry knowledge, age, gender, race and culture. The board furthermore agreed voluntary targets for race and gender diversity. The gender diversity voluntary target was to ensure that at least one female director was appointed. The race diversity voluntary target was to ensure that at least two board members consist of directors who are "black people" as defined in the Broad-Based Black Economic Empowerment Act, as amended. The board, through the nomination committee, complied with the currently set voluntary targets. The nomination committee will however continue to discuss and annually agree all measurable targets for achieving diversity on the board.

CORPORATE GOVERNANCE

continued

BOARD OF DIRECTORS continued

Zeder's memorandum of incorporation requires a minimum of one third of the non-executive directors of the company, as well as non-executive directors having served three consecutive years without rotating, to retire by rotation and to offer themselves for re-election by shareholders at the annual general meeting. In addition thereto, the appointment of new non-executive directors should be confirmed by shareholders at the first annual general meeting following their appointment. In accordance with the company's memorandum of incorporation, Mr CA Otto and Mrs NS Mjoli-Mncube will retire and offer themselves for re-election by shareholders. The nomination committee recommended, based on the past performance and experience and their insight into the business, that the aforementioned non-executive directors are eligible for re-election as directors. Summarised *curricula vitae* for these directors are included from page 89 of this annual report.

Zeder is an investment holding company with most operations residing within investee companies. There is a clear division of responsibilities at board level to ensure a balance of power and authority, such that no one individual has unfettered powers of decision-making, with the majority of directors being non-executive.

The board does not conduct regular appraisals of its members and committees. However, the efficiency of the board and its committees are continuously assessed by the nomination committee.

The nomination committee has reviewed the composition of the board and has determined that the board represents an appropriate mix of age, gender, race, skill, industry experience and other distinctions. The nomination committee considered the past performance of and contributions made by the directors.

King IV™ recommends that the majority of non-executive directors be independent. Although the majority of the non-executive directors are independent as defined by King IV™, all of the non-executive directors are independent of thought and action. Having considered the matter, the board is accordingly satisfied, as stated previously, that its current composition ensures a balance of power and authority. In addition, the nomination committee considered holistically and on a substance above form basis the continued independence of all non-executive directors categorised as independent.

The board has a formal charter which:

- identifies, defines and records the responsibilities, functions and composition of the board; and
- serves as a reference for new directors.

The board's key roles and responsibilities include, *inter alia*, the following:

- promoting the interests of stakeholders;
- formulating and approving of strategy;
- retaining effective control; and
- being ultimately accountable and responsible for the performance and affairs of the company.

The board is satisfied that it has discharged its duties and obligations as described in the charter during the past financial year.

The board has appointed the following committees to assist it in the performance of its duties:

- Executive committee
- Nomination committee
- Remuneration committee
- Audit and risk committee
- Social and ethics committee

Notwithstanding the delegation of functions to board committees, the board remains ultimately responsible for the proper fulfilment of such functions, except for the functions of the audit and risk committee relating to the appointment, fees and terms of engagement of the external auditor.

EXECUTIVE COMMITTEE

The Zeder Executive Committee ("**Exco**") responsible for the management of Zeder comprises three Zeder directors, namely Messrs JH le Roux (executive chairman), WL Greeff (non-executive) and PJ Mouton (non-executive). Mr JA Holtzhausen (legal advisor and sponsor representative) attends the Exco meetings as a permanent invitee, while there is a standing invitation for non-executive directors to attend.

The Exco meets most months, apart from months when board meetings are held, or more frequently when required, and is primarily responsible for determining and implementing the board-approved strategy, the allocation and investing of the company's resources, including capital. The Exco is the overall custodian of good corporate governance, monitors the group's performance and provides strategic input to the underlying investee companies and assumes overall responsibility for the growth and performance of the group.

The major operating subsidiaries and associated companies all operate on similar principles.

NOMINATION COMMITTEE

The Zeder Nomination Committee ("**nomination committee**") comprises Messrs CA Otto, RM Jansen (passed away 4 September 2021), PJ Mouton and Mrs NS Mjoli-Mncube (appointed 6 September 2021), all being independent non-executive directors with the exception of Mr PJ Mouton. The chief executive officer is a permanent invitee to the nomination committee, but he does not form part of the nomination committee's formal decision-making process.

The nomination committee meets when required and, as previously stated, is responsible for assisting the board with the appointment of directors by making appropriate recommendations in this regard. The nomination committee met once during the past year on 1 February 2022, and all members were present with the exception of Mr RM Jansen who had passed away prior to the meeting.

REMUNERATION COMMITTEE

The Zeder Remuneration Committee ("**remuneration committee**") comprises Messrs CA Otto (chairman), RM Jansen (passed away 4 September 2021), Mr PJ Mouton and Mrs NS Mjoli-Mncube (appointed 6 September 2021). These members are all independent non-executive directors with the exception of Mr PJ Mouton. The chief executive officer and Mr WL Greeff are permanent invitees to the remuneration committee, but they do not form part of the remuneration committee's formal decision-making process.

The remuneration committee met once during the past year on 18 February 2022, and all members were present with the exception of Mr RM Jansen who had passed away prior to the meeting.

The board has considered Mr CA Otto's role as chairman of the remuneration committee, whilst being the chairman of the board, and is satisfied that the applicable principles of King IV™ are complied with. A majority of the remuneration committee's members are independent.

Executive directors' remuneration is set out on page 41 of this annual report. Due to the limited number of individuals employed at group level, disclosure of the remuneration of the three highest paid employees who are not directors is not deemed to be relevant as it adds no value to stakeholders.

Remuneration Policy and Implementation Report

Zeder's Remuneration Policy and Implementation Report, as set out on pages 34 to 49 of this annual report, will be presented to shareholders for non-binding advisory votes.

In terms of the roles and responsibilities of the remuneration committee, the remuneration committee reviews and approves, on an annual basis, the Remuneration Policy which is designed to assist in the achievement of the group's strategy and objectives and to attract, motivate, reward and retain employees in an ethical and responsible manner.

CORPORATE GOVERNANCE

continued

REMUNERATION COMMITTEE continued

The remuneration committee provides strategic guidance and input to other remuneration committees in the wider group and each investee has its own remuneration committee to evaluate the remuneration committee's strategic guidance and inputs, to ensure the execution of the specific company directives and to cater for industry-specific remuneration and incentive drivers, including specific company incentive-based remuneration applicable to other staff levels.

AUDIT AND RISK COMMITTEE

The Zeder Audit and Risk Committee ("**audit and risk committee**") consists of three independent non-executive directors, namely Mrs S Cassiem (appointed as chairperson on 6 September 2021), Messrs RM Jansen (passed away 4 September 2021, the previous chairman), CA Otto and Mrs NS Mjoli-Mncube. Mr CA Otto was a member for the past eight years, Mrs NS Mjoli-Mncube for the past five and a half years, Mr RM Jansen for the past two and half years and Mrs S Cassiem for the past one and half years. Mr JH le Roux, a select group of Zeder finance employees, the external auditors and other directors are permanent invitees to the audit and risk committee, but they do not form part of the audit and risk committee's formal decision-making process.

The audit and risk committee met twice during the past financial year on 13 April 2021 and 5 October 2021, as well as after financial year-end on 12 April 2022, with all members being present with the exception of Mr RM Jansen who had passed away prior to the 5 October 2021 meeting.

The nomination committee has reviewed the composition of the audit and risk committee and is satisfied that the aforementioned proposed members are suitably skilled and experienced independent non-executive directors and that they collectively meet the criteria required to fulfil their duties, and accordingly have recommended that the current independent non-executive directors are eligible for re-election as members of the audit and risk committee.

The board has considered Mr CA Otto's role as a member of the audit and risk committee, whilst being the chairman of the board, and is satisfied that the applicable principles of King IV™ are complied with, bearing in mind, *inter alia*, that the committee is chaired by Mrs S Cassiem and that all its members are independent.

Once a year, the members of the audit and risk committee are invited to attend a training course regarding any new legal, regulatory and/or financial developments which may affect their roles and responsibilities as members of the audit and risk committee. The course was not held during 2022 as a result of Covid.

The audit and risk committee operate in accordance with a board-approved charter. The audit and risk committee conducted its affairs in compliance with, and discharged its responsibilities in terms of, its charter for the year ended 28 February 2022. A report by the audit and risk committee containing details of how the committee had discharged its duties and responsibilities has been provided on page 58 of this annual report.

Apart from its normal duties and responsibilities, the audit and risk committee's areas of focus for the ensuing financial year will include engagement with the external auditor, Deloitte & Touche, with the committee having considered and recommended their appointment, subject to approval by Zeder shareholders at the upcoming annual general meeting.

SOCIAL AND ETHICS COMMITTEE

The Zeder Social and Ethics Committee ("**social and ethics committee**"), which comprises members of the Exco and Mr CA Otto (chairman), is responsible for monitoring the company's activities, having regard to any relevant legislation, legal requirements and prevailing codes of best practice with matters relating to, *inter alia*:

- Social and economic development
- Good corporate citizenship
- The environment, health and public safety
- Consumer relationships
- Labour and employment

Each investee company has its own social and ethics committee to monitor the investee's activities with regards to the aforementioned best practices.

The members of the Zeder Executive Committee and Mr CA Otto, are responsible for performing the duties of the social and ethics committee. The social and ethics committee met once during the past year on 28 February 2022 with all members being present.

The main objectives of the social and ethics committee are to assist the board in monitoring the group's performance in respect of role of oversight and reporting on organisational ethics, responsible corporate citizenship, sustainable development and stakeholder relationships. This is done by monitoring the prevailing codes of best practice, thereby assisting the board in achieving its values of doing business ethically and sustainably.

The social and ethics committee is responsible for developing and reviewing the group's policies about the commitment, governance and reporting of the group's sustainable development performance and for making recommendations to management and/or the board in this regard.

The social and ethics committee is accountable to the board, including any recommendations it may wish to make, provided that the social and ethics committee is accountable to the shareholders about its statutory duties.

The effectiveness of the social and ethics committee is assessed as part of the annual board and committee self-evaluation process.

The social and ethics committee is satisfied that it has fulfilled all its duties during the year under review. Furthermore, the committee is satisfied with the social and ethics aspects pertaining to the Zeder group, with details of its corporate social investment initiatives set out on pages 52 to 55 of this annual report.

COMPANY SECRETARY

Zeder Corporate Services Proprietary Limited is the company secretary of Zeder. The company secretary acts as a conduit between the board and the group. The company secretary is responsible for board administration, liaising with the Companies and Intellectual Property Commission and the JSE. Board members also have unlimited access to legal and other expertise, when required, and at the cost of the company, through the company secretary.

The company secretary has to date maintained a professional relationship with board members, giving direction on good governance and independent advice, as and when required. The audit and risk committee has reviewed, through discussion and assessment, the qualifications, experience and competence of the individuals employed by the company secretary and has noted that the company secretary performed all formalities and substantive duties timeously and in an appropriate manner. The board is satisfied that an arm's-length relationship exists.

The certificate that the company secretary, being represented by Mrs L van der Merwe, is required to issue in terms of section 88(2)(e) of the Companies Act is on page 60 this annual report.

GOVERNANCE MATTERS

Compliance with laws and regulations

The board have confirmed that, to the best of their knowledge, Zeder i) complied with the provisions of the Companies Act, and ii) operated in accordance with its memorandum of incorporation, during the year under review.

Risk management, internal control and material risks

The board acknowledges that it is accountable for the process of risk management and the systems of internal control of the group. Each group company has its own board of directors that is responsible for the risk management and internal controls of that company and its business.

CORPORATE GOVERNANCE

continued

GOVERNANCE MATTERS continued

Risk management, internal control and material risk continued

Detailed risk assessments and management plans have been implemented throughout the group to ensure that risk is properly managed. The board, on recommendation by the audit and risk committee, concluded that the systems of internal control and the risk management process were effective for the financial year under review. The group operates in a highly regulated environment. Compliance officers have been appointed at each of the group's key operating subsidiary and associated company levels to ensure compliance with legislation and codes that govern the group's day-to-day operations.

A description of all immediately identifiable material risks which are specific to Zeder, its industry and/or its issued ordinary shares are available at www.zeder.co.za/investor-centre/.

Internal audit

On the recommendation of the audit and risk committee, the board has decided not to establish an internal audit function at group level given that the board has satisfied itself that, where appropriate, investee companies have their own or outsourced their internal audit departments and that the current systems of internal control and risk management for the group are effective.

Technology and information governance

Zeder has an outsourced information technology ("IT") manager who is responsible for IT governance at group level. All the major subsidiary companies are responsible for IT governance in their respective business environments.

As IT does not play a significant role in the sustainability of our business at a group level due to its nature and size, the investment and expenditure in IT at group level is immaterial. The board is accordingly satisfied that the current system of IT governance at group level is appropriate.

Whistle-blowing procedures

Each investee company has its own tailored whistle-blower programme in place. The programmes range from formal tip-offs anonymous telephone lines and e-mail addresses, which are monitored by third parties and displayed on their websites or communicated to employees, to informal reward systems.

INTEGRATED REPORTING AND DISCLOSURE

Part of the philosophy of Zeder is to invest in companies with strong management. Zeder therefore relies on them to apply and implement the principles of King IV™ in regard to integrated reporting and disclosure, to the extent appropriate to their business.

Zeder applies and implements the principles of integrated reporting at group level to the extent that it is appropriate.

SUSTAINABILITY

Financial reporting and stakeholder communication

Zeder subscribes to the principles of objective, honest, timeous, balanced, relevant and understandable communication of financial and non-financial information to stakeholders. Zeder has a team addressing enquiries from stakeholders.

Zeder has identified its two major stakeholders as its shareholders and investee companies. Ongoing communication and engagement are therefore focused on these groups, as detailed below.

Financial reports are provided to shareholders twice a year. Details regarding significant transactions undertaken are reported as required by the JSE Listings Requirements. The annual general meeting serves as a platform for interactive communication with stakeholders. The company's contact details are available on Zeder's website should stakeholders wish to direct queries to the company.

The group acknowledges the task and responsibility of regulators, and our relationships with them are maintained in a businesslike manner – frank, open and with mutual respect.

Dealing in securities

In accordance with the JSE Listings Requirements, the company has a code of conduct for insider trading. During price-sensitive or closed periods, directors and designated employees are prohibited from dealing in Zeder's securities. The standard closed periods last from the end of a financial reporting period until the publication of financial results for that period. A closed period is also applicable when the company has issued a cautionary announcement to its shareholders or the board of directors declares it to be closed.

Directors and designated employees may only deal in Zeder's securities outside the closed period, with the formal approval from any two of the chairman, chief executive officer and the financial director. In addition, directors and designated employees are prohibited from dealing in the securities of listed investee companies unless permission has been obtained from any two of the chairman, chief executive officer and the financial director.

Price sensitivity policy

The board has an approved internal Price Sensitive Information Policy, which deals with the determination of price sensitive information, the maintenance of confidentiality and the prompt dissemination of such information. The purpose of the policy is to ensure that price sensitive information is kept confidential up to the time of publication, through the Stock Exchange News Service established by the JSE ("**SENS**") and follows the general principle of the JSE Listings Requirements that shareholders should enjoy fair and equal treatment.

Conflicts of interests

Mechanisms are in place to recognise, respond to and manage any actual, potential or perceived conflicts of interest. Directors are required to disclose their personal financial interests, and those of persons related to them, in contracts or other matters in which Zeder has a material interest or which are to be considered at a board meeting. Where a potential conflict of interest exists, directors are expected to recuse themselves from relevant discussions and decisions.

Safety, health and environment

Zeder is committed to ensuring that employees work in a safe, healthy and clean environment. Our activities do not have an adverse effect on the environment.

Zeder has covid-related health and safety protocols in place, as prescribed by the South African government.

We encourage all our people to live healthy lifestyles and act responsibly at all times.

Social responsibility

Zeder also subscribes to the philosophy of black economic empowerment ("**BEE**") and encourages its investee companies to undertake BEE initiatives. Zeder has participated in and facilitated various BEE transactions.

Environmental

Zeder believes in conducting its business in a responsible manner, with due regard for the potential impact thereof on the environment in which it operates and on society at large. Zeder also believes in responsible investing and supports the notion of protecting our planet through, amongst others, combating climate change by reducing our environmental footprint, both at a Zeder and investee level. All its investees are similarly committed.

With this notion in mind, and as an investor in the broad agri business and related industries, Zeder has intentionally not invested in businesses engaged in the production of harmful products or whose operations are detrimental to the environment, but has instead invested in companies with a focus on the food and related business industry, making a positive contribution to society.

The company's annual compliance report has been published and is available at www.zeder.co.za.

CORPORATE GOVERNANCE

continued

SUSTAINABILITY continued

Human resources

Zeder regards its people as the most important element of its business. It is therefore important to make the best use of the human capital we have available.

All employees are encouraged and motivated to better themselves through training and studies. Training programmes initiated by companies in the group are regarded as an essential element of Zeder's investment in human capital.

Employee participation

In order to retain and attract entrepreneurs, the group has a philosophy of encouraging management and key employees in the group to acquire a meaningful interest in the group and/or its underlying businesses. A significant percentage of employees are either shareholders in Zeder or participants in the share incentive schemes. Employees are co-owners of the business and are treated as such, with transparent communication being a priority.

Employment equity

The group is representative of all the people in South Africa. Zeder subscribes to the principle of equal opportunity. Investee companies have set their own targets and specific action plans.

Board diversity

In identifying suitable candidates for appointment to the board, the nomination committee will consider candidates on merit against objective criteria and with due regard for the potential benefits of board diversity.

Ethics

Zeder's code of ethics commits the group to maintaining high ethical and moral codes of conduct in its professional and social dealings. This is ingrained in the culture of the group. Further detail on ethics management is included in the detailed analysis of the group's compliance with King IV™ that is available at www.zeder.co.za.

Products and product development

Zeder acts as investor for own account and can act, if required, as financier for the group. Subsidiary and associated companies develop their own specialist service and product ranges within the food and related business industry.





REMUNERATION REPORT

REMUNERATION REPORT

The company has adopted a three-part remuneration report comprising this background statement, the forward-looking 2023 Remuneration Policy, and the Implementation Report that illustrates the outcomes of the 2022 Remuneration Policy over the past financial year. In line with the JSE Limited Listings Requirements ("JSE Listings Requirements"), the Remuneration Policy and the Implementation Report will be tabled at the annual general meeting for endorsement by the shareholders.

BACKGROUND STATEMENT

Zeder's remuneration philosophy is supported by its business strategy, namely to maximise long-term wealth for its shareholders through capital appreciation, investment income or both.

The remuneration framework provides for guaranteed remuneration (i.e. base salary) and a long-term share incentive scheme, which will only render value should the share price and total shareholder return increase.

As an investment holding company, the Zeder Remuneration Committee ("**remuneration committee**") views increased total shareholder return through a combination of sustainable growth in share price and dividends as a basis to maximise wealth to shareholders over time. In line with the aforementioned approach, Zeder does not pay short-term incentives (i.e. cash bonuses) to executives and believes that executive management's decision-making should be long-term focused. Aligned with this philosophy, the executives should be rewarded where wealth creation is demonstrated, without excessive risk-taking in the short term.

This approach creates a focused remuneration policy and avoids unnecessary layers of complexity. This long-term view aligns executives with shareholders and supports the retention of executives.

SHAREHOLDER ENGAGEMENT AND NON-BINDING VOTE

Remuneration governance is a priority for Zeder and thus we are submitting the Remuneration Policy and Implementation Report for non-binding advisory votes by shareholders at each annual general meeting (see ordinary resolutions numbers 7 to 8 in the Notice of Annual General Meeting on page 91).

Of the shareholders votes exercisable at the 2021 annual general meeting, 83.84% and 81.12% endorsed Zeder's Remuneration Policy and Implementation Report, respectively. The remuneration committee is of the view that Zeder's Remuneration Policy and Implementation Report continue to achieve their stated objectives and the remuneration committee looks forward to a positive outcome in this regard. As the non-binding advisory votes were passed by the requisite majorities, no further engagement with shareholders was required.


In the event of a 25% or more dissenting vote on the Remuneration Policy or Implementation Report, the remuneration committee will engage with shareholders.

In this regard the company intends to:

- invite the dissenting shareholders to provide the company with their written submissions as to why they voted against the Remuneration Policy and/or the Implementation Report;
- address the legitimate and reasonable objections of dissenting shareholders; and
- report back to the dissenting shareholders.

If appropriate and practical, the company may engage with dissenting shareholders or any one or more of them at meetings called for that purpose.

The remuneration committee believes it has achieved its objectives set out in the 2022 Remuneration Policy. There were no material deviations from this Remuneration Policy.



Chris Otto

Chairman

10 June 2022

Stellenbosch

REMUNERATION REPORT

ZEDER'S REMUNERATION POLICY

ZEDER'S REMUNERATION POLICY

The Remuneration Policy below provides an overview of Zeder's remuneration principles for the group.

1. ZEDER'S OPERATIONS AT HEAD OFFICE LEVEL

- 1.1** The functioning of Zeder group's head office operations and its corresponding headcount and employee components are structured as follows:

1.1.1 *Zeder Management*

As at 28 February 2022, the total employees at head office level comprised three individuals. These individuals are dedicated to the day-to-day management and administration of Zeder, active engagement with investee companies as well as the sourcing of new investment opportunities, when appropriate. These three individuals comprise the chief executive officer ("CEO") and financial director ("FD") (together "CEO and FD"), financial manager and financial accountant.

Services related to corporate finance, tax, advisory and IT are secured on an arm's-length and commercial basis with either the PSG Group, PSG Capital, Grayston Elliott or third party service providers as may be required and deemed appropriate by the managing executives and the board of directors.

1.1.2 *Zeder Executive Committee*

The Exco is fully functioning and operates on a regular basis to review the underlying performance and structure of the company and its portfolio investments while providing guidance on new investments contemplated and allocation of capital. The Exco comprises the senior members of the aforementioned Zeder Management team as well as members of the PSG Group seconded in terms of the five-year strategic advisory agreement entered into on 1 September 2016, as approved by Zeder shareholders in the Management Fee Internalisation transaction implemented during 2016. During the year, the independent board members approved the extension of the strategic advisory services for a further two year period.

- 1.2** Accordingly, Zeder's head office strategic, advisory and employment costs are limited to that of the three aforementioned employees and the aforementioned strategic advisory fee paid to the PSG Group. For the year ended 28 February 2022, Zeder's internal net operating and employment costs from continued operations were R35m (2021: R21m) while the strategic advisory fees paid to the PSG Group totalled R5m (2021: R6m). The total head office operating costs from continued operations therefore amounted to approximately 0.6% (2021: 0.4%) of Zeder's *Sum-of-the-Parts value* as at the reporting date, being significantly lower than the management fees generally charged in the alternative asset management industry.

2. THE ROLE OF THE REMUNERATION COMMITTEE

- 2.1** The remuneration committee is primarily responsible for overseeing the remuneration and incentives of Zeder's executive directors and key management, as well as providing strategic guidance and inputs to the other remuneration committees in the wider group.
- 2.2** To assist the achievement of Zeder's business goals, the remuneration committee has put a Remuneration Policy in place that is reviewed and adjusted annually as may be required. Each major underlying investee company has its own remuneration committee and policy specific to its business and the industry in which it operates.
- 2.3** The Remuneration Policy aims to align remuneration practices with Zeder's business strategies and objectives. The remuneration committee takes cognisance of both local and international best remuneration practices in order to ensure that remuneration is responsible, fair and reasonable to both the company (i.e. shareholders and other stakeholders) and the executive/employee.

3. REMUNERATION OF EXECUTIVES AND EMPLOYEES

- 3.1** The remuneration of Zeder's executive directors are reviewed annually by the remuneration committee, which seeks to ensure that balance is maintained between the fixed (base salary) and variable (share options) elements of remuneration, as well as between short-term (base salary) and long-term (share options) financial performance objectives.
- 3.2** The table below provides an overview of the responsibilities pertaining to the three Zeder group employees and their respective remuneration components:

Group	Focus	Strategic view	Remuneration	Longest period of remuneration deferral
CEO and FD	<ul style="list-style-type: none"> Formulate, drive and oversee implementation of strategy Active management of the company Active participation on investee boards and Exco's 	Longest term	Base salary and share options	Five years
Financial and support staff	Operational	Short to long term	Base salary, discretionary bonus and share options	Five years

- 3.3** The total remuneration incorporates the following components:

3.3.1 *Base salary*

Base salary is guaranteed annual pay on a cost-to-company basis. It is subject to annual benchmarking and review and adjustments effective 1 March of each year, coinciding with the commencement of Zeder's financial year. Benchmarking is performed with reference to companies comparable in size, industry, business complexity and the level of responsibility that the individual assumes to ensure that remuneration is market-related.

The payment of 30% of the executive's annual base salary is deferred for a period of 12 months, with such payment subject to:

- the executive being in Zeder group's service 12 months later, thereby serving as a retention mechanism in addition to the share incentive scheme detailed below; and
- malus/clawback provisions in the event of deliberate material misstatement of financial results or directly causing a major reputational or economic disaster for a further 12 months after payment of the 30% deferred portion to the executive. If triggered, such malus/clawback provisions would require repayment by the executive to Zeder of the deferred component of the salary amount received by the executive during the preceding 12 months.

Included in the total cost-to-company, are deductions made to:

- group life cover (providing death, disability and dread disease benefits);
- membership to a retirement fund; and
- membership to a medical aid scheme.

3.3.2 *Bonuses*

To help drive a long-term focus and decision-making with the ultimate objective of shareholder wealth creation, thereby better aligning the interests of management with those of shareholders and other stakeholders, the executives do not qualify for short-term bonuses.

Zeder's financial and support staff remain eligible for short-term bonuses, subject to meeting company and personal performance objectives.

REMUNERATION REPORT

ZEDER'S REMUNERATION POLICY continued

3. REMUNERATION OF EXECUTIVES AND EMPLOYEES continued

3.3 The total remuneration incorporates the following components (continued):

3.3.3 *Share options*

Zeder shareholders adopted a share incentive scheme on 29 August 2016, operated through the Zeder Group Share Incentive Trust ("Zeder SIT"). In terms of the scheme, Zeder share options are awarded to executives and other qualifying employees with the primary objectives of retaining their services and aligning their interests with those of shareholders, being to maximise long-term wealth through a combination of share price appreciation and the payment of dividends.

A key feature of Zeder's share incentive scheme is that participants will only benefit if there is a long-term share price appreciation greater than the strike price plus compounded and accrued interest charged in the loan funding historically provided at vesting, which should ultimately depend on, *inter alia*, sustained *recurring* earnings per share growth from Zeder's underlying investee companies, and management's ability to continuously invest in and build new businesses with attractive long-term growth prospects or unlock value through repositioning or repurposing investee companies. Participants in the share incentive scheme will consequently share in the results of any good or bad business decisions over the long term.

The share incentive scheme also ensures a rolling long-term focus for participants, considering the annual vesting of share options in 25%-tranches on each of the second, third, fourth and fifth anniversary of the award date (subject to meeting the required vesting conditions), and consequent award top-ups as detailed below.

3.4 Mechanics of the share incentive scheme

3.4.1 *Award*

Share options are awarded annually at the discretion of the remuneration committee, and subject to:

- the participant achieving personal key performance measures; and
- executive directors meeting the minimum shareholding requirement as set out under 3.4.3 *Minimum shareholding*, which requirement is only applicable to Zeder's executive directors.

The personal key performance measures differ for the various participants and depend on the role in which such participant is employed, and the level of responsibility assumed. In addition, a weighting has also been introduced to each key performance measure.

The personal key performance measures for the executive director include the following:

- determining strategy and providing strategic guidance and direction throughout the group, including problem solving when needed;
- active participation in investee companies through among others, board and Exco representation;
- implementation of investment/disinvestment decisions taken by the Zeder board and Exco;
- ensuring good corporate governance is entrenched throughout the group and acting as custodian of shareholders' assets and safeguarding thereof;
- financial reporting and shareholder communication in a transparent, accurate, concise and timely manner; and
- managing Zeder's capital structure and resources in a responsible and effective manner, while enhancing shareholder returns.

The number of share options to be awarded is calculated using a mathematical formula based on the respective participant's base salary and a multiple of between 1x and 10x applied thereto, depending on the participant's seniority and accordingly the level of responsibility assumed within the organisation, subject to his/her performance as assessed by the remuneration committee. In calculating the annual share option awards, the strike value of unvested share options and, where applicable funded investments are taken into account.

All share options are awarded at a strike price equal to Zeder's 30-day volume weighted average traded share price immediately preceding such award date (i.e. awarded at the ruling market value), thereby creating an embedded performance hurdle whereby participants will only benefit from the share incentive scheme if there is long-term share price appreciation greater than the strike price plus accrued interest on historical loan funding from vesting date and thus wealth creation for Zeder shareholders.

3.4.2 *Vesting*

The remuneration committee has introduced additional performance measures as vesting conditions for share options awarded on or after 28 February 2018. The result being that share options will continue to vest in 25%-tranches on each of the second, third, fourth and fifth anniversary of the award date, but subject to the following conditions:

3.4.2.1 *Share options awarded prior to 28 February 2018:*

- a) Share price growth:
- b) Continued employment:
 - Share options from the share incentive scheme will generally vest on condition that the participant is in the service of the Zeder group on vesting date.

3.4.2.2 *Share options awarded on or after 28 February 2018:*

- a) Vesting of 50% of such share options will depend on:
 - the participant being in service of the Zeder group upon vesting;
 - the participant meeting personal key performance objectives; and
 - in the case of the executive directors, they also need to meet the minimum shareholding requirement as set out under 3.4.3 *Minimum shareholding*.
- b) Vesting of 50% of such share options will depend on:
 - the participant being in service of the Zeder group upon vesting;
 - the participant meeting personal key performance objectives;
 - Zeder's Total Shareholder Return, as measured over the period between the award date and such vesting date applicable to the particular tranche, exceeding GDP plus inflation plus 2%; and
 - in the case of the executive directors, they also need to meet the minimum shareholding requirement as set out under 3.4.3 *Minimum shareholding*.

3.4.2.3 *Basis for using Total Shareholder Return*

Zeder is an investment holding company with a range of investments that span the agribusiness and food industries with varying degrees of maturity. In order to deliver sustainable shareholder returns over the medium to long term, Zeder will need to follow various strategies depending on the underlying nature of the investee companies, their respective positioning and growth stages. Therefore, shareholder returns will be driven by a combination of factors including growth in *recurring* headline earnings of investee companies, unlocking value when appropriate, optimal disposal of non-core assets, obtaining appropriate valuations for early-stage investee companies and returning capital to shareholders through dividends or other mechanisms. The Total Shareholder Return metric is currently considered as the most appropriate measure across these components.

3.4.3 *Minimum shareholding*

The remuneration committee encourages management to hold shares in Zeder to better align their interests with those of shareholders and as a tangible demonstration of their commitment to the Zeder group.

Accordingly, it was previously determined that both the award and future vesting of share options awarded to executive directors on or after 28 February 2018, will be subject to a minimum shareholding requirement. Accordingly, it was previously determined that the CEO and FD must, immediately after a vesting tranche and taking into consideration any new awards on the same date, hold Zeder shares to the value of 300% and 150%, respectively, of the value of his/her base salary.

REMUNERATION REPORT

REMUNERATION POLICY continued

3. REMUNERATION OF EXECUTIVES AND EMPLOYEES continued

3.4 Mechanics of the share incentive scheme continued

3.4.3 Minimum shareholding continued

Any new executive director will have five years from being awarded share options for the first time to meet such minimum shareholding requirement, unless otherwise determined by the remuneration committee considering market conditions, etc.

In light of material changes that had taken place, the remuneration committee has resolved that these previously determined levels would be impractical and impossible to achieve by the executive directors. These material changes include the following:

- The changing of the settlement mechanism from "funded" to "net-equity" for share options that are exercised;
- The ability of the remuneration committee to freely instruct the disposal of shares held by participants for purposes of settling old loan obligations towards the company in terms of the scheme;
- The distribution of a substantial portion of the capital of the company by way of large special dividends thereby reducing the market capitalisation going forward; and
- As a result of Zeder being in a prohibited period as defined by the JSE Listing Requirements, no share options were exercised during the year.

As a direct result of factors such as these, the committee has resolved that the minimum shareholding requirement levels will be reduced to zero and will be reconsidered when appropriate.

3.4.4 Summary of share option award/vesting conditions for executive directors

	Options awarded prior to 28 Feb 2018	Options awarded on/after 1 Mar 2018
Award:		
• Director to meet personal key performance measures		✓
• Director to comply with minimum shareholding requirement		✓
Vesting of 50% of share options:		
• Director must be in the service of the Zeder group on vesting date	✓	✓
• Director to meet personal key performance measures		✓
• Director to comply with minimum shareholding requirement		✓
Vesting of 50% of share options:		
• Director must be in the service of the Zeder group on vesting date	✓	✓
• Director to meet personal key performance measures		✓
• Zeder's Total Shareholder Return hurdle is met		✓
• Director to comply with minimum shareholding requirement		✓

3.4.5 Termination of service

In the case of resignation, dismissal or early retirement (before attaining the age of 60 years) of a participant (i.e. bad leaver), unvested share options are generally forfeited.

In the case of the death, permanent disability, compulsory retirement (attaining the age of 60 years) or retrenchment of a participant (i.e. good leaver), any share options capable of being exercised within a period of 12 months thereafter, will generally continue to be exercisable provided it is exercised during such 12 months. However, in the case of the termination of employment for any reason other than dismissal, the remuneration committee may, in its absolute discretion, permit the exercise of any unvested share options upon such additional terms and conditions as it may determine (e.g. as part of non-compete provisions in the case of early retirement of an executive). For the avoidance of doubt, the 30% accrued salary withholding component will be paid out immediately to the participant if the services are terminated by Zeder.

3.4.6 *Settlement of options and loan funding*

Historically, the Zeder SIT made loan funding available to participants to assist them to exercise their share options from a cash flow perspective and to accumulate shares in Zeder and remain invested alongside fellow shareholders. This funding was available to cover 90% of the strike value plus the associated section 8C tax obligation. This assistance was deemed to be in the interest of the company and the shareholders. However, to provide for evolving circumstances over time and to ensure appropriate risk and reward, the remuneration committee has decided that, from 1 March 2018, the Zeder SIT will no longer provide such loan funding to participants for exercising their share options.

Instead, should the participant not be able to exercise his/her share options on a cash basis (i.e. full settlement of the strike value plus any section 8C tax payable), the share options will be settled on a "net equity basis" (i.e. the participant's after-tax financial benefits or gains will be settled through the issue of fully paid up Zeder shares to the participant, and Zeder will pay over the related section 8C tax payable in cash on the participant's behalf). Zeder will in future, in its sole discretion, have the option to settle its net equity obligation to participants either in fully paid up Zeder shares, as described above, or in cash.

With regards to existing loans, extended prior to 1 March 2018, and in accordance with the Zeder Share Incentive Scheme previously approved by shareholders as described in 3.3.3 *Share options* above, the following will apply:

- 3.4.6.1 Existing loans will continue to be repayable within three years (or seven for Zeder Executive Directors) from the date of its original advance;
- 3.4.6.2 Existing loans did become full recourse on 28 February 2021. It will be each participant's own responsibility to ensure that the minimum-security cover ratio is in place for his/her outstanding loan(s).

Participants must improve their security cover for existing loans through a combination of the following options:

- an increase in the Zeder share price; and/or
- partial or full repayment of loans from cash resources or third party funding obtained; and/or
- partial or full repayment of loans from the proceeds of pledged shares being disposed of;
- pledging additional listed shares, acceptable to the remuneration committee, as security for the loans payable.

In the event that the minimum-security cover ratios are not achieved, the remuneration committee (through the Zeder SIT Trustees) can, at its sole discretion, pursue the following options:

- Perfect all or part of the pledged shares as to reduce any outstanding balance in respect of the loan;
- Conditionally waive the minimum-security cover ratios on reasonable grounds.

3.4.7 *Exercise period*

Given the suspension of any further loan funding to participants, the Exercise Period remains 180 days from the vesting date. Where Zeder is in a prohibited period as defined by the JSE Listing Requirements and as a result share options cannot be exercised, the remuneration committee (through the Zeder SIT Trustees) can extend the exercise period as required.

REMUNERATION REPORT

REMUNERATION POLICY continued

3. REMUNERATION OF EXECUTIVES AND EMPLOYEES continued

3.4 Mechanics of the share incentive scheme continued

3.4.8 Termination of employment and benefits

Zeder staff employees (including the executives) are not entitled to any payments upon termination of their service, except for those provided for in law (e.g. accrued annual leave and retrenchment payments).

3.4.9 Gender pay parity

Zeder fully subscribes to the equal pay for work of equal value philosophy, and consequently there is no pay differentiation on the basis of gender.

4. NON-EXECUTIVE DIRECTORS

4.1 The remuneration of non-executive directors is reviewed annually by the Exco and thereafter referred to the remuneration committee, which seeks to ensure that fees are market-related considering the nature of the Zeder group's operations. Changes to the fee structure are generally effective 1 March, subject to approval by shareholders at Zeder's AGM held in July of each year. The annual fees payable to non-executive directors are, as in the past, fixed and not subject to the attendance of meetings. In the event of non-attendance on a regular basis, this may be reviewed.

4.2 A thorough review of and comparison between Zeder's non-executive director fees and those of comparable listed companies are performed on an annual basis. The proposed fee structure for Zeder's financial year ending 28 February 2023, is set out in the table below:

	Proposed annual remuneration ^{1,2,3} Feb 2023 R'000	Actual annual fee Feb 2022 R'000
Board		
Chairman fee	551	525
Member	303	289
Audit and Risk		
Chairman fee	212	202
Member	182	173
Remuneration		
Chairman fee	91	87
Member	61	58

¹ With effect from 1 March 2023.

² No fees are payable in respect of the Zeder Social and Ethics Committee and the Zeder Nominations Committee.

³ Proposed annual remuneration exclude VAT.

Zeder also pays all reasonable travelling and accommodation expenses incurred by non-executive directors to attend board and committee meetings.

4.3 Non-executive directors do not have any employment contracts, nor receive any benefits associated with permanent employment and do not participate in Zeder's share incentive scheme.

IMPLEMENTATION REPORT

The remuneration committee is satisfied that Zeder complied with the remuneration policy and has implemented a remuneration policy, which has been approved by the board and shareholders.

1. EXECUTIVE DIRECTORS' BASE SALARY

1.1 Base salary

The base salaries of executive management were benchmarked to both local and international best remuneration practices. Benchmarking is performed with reference to companies comparable in size, industry, business complexity and the level of responsibility that the individual assumes to ensure that remuneration is market-related. Base salary increases were awarded based on inflation, except where there were changes in responsibilities and roles or aforementioned benchmarking warranted higher increases.

To help drive a long-term focus and decision-making with the ultimate objective of maximising shareholder wealth, thereby better aligning the interests of management with those of shareholders and other stakeholders, the executives do not qualify for short-term bonuses. Therefore, their short-term remuneration comprises only a fixed base salary, payable in cash, which is comparable to the remuneration practices of certain other JSE-listed investment holding companies in the financial services sector.

The table below provides information on the total remuneration of Zeder's executive directors:

Audited	Approved base salary R'000	Deferred for 12 months ¹ R'000	Prior year deferred paid R'000	Paid during the year ² R'000	Non-cash gains from exercise of share options ³ R'000	Total remuneration R'000
28 February 2022						
JH le Roux	5 435	(1 631)	1 622	5 426	51	5 477
28 February 2021						
N Celliers ⁴	8 289	(2 487)	2 642	8 444	89	8 533
JH le Roux	5 175	(1 553)	1 649	5 271		5 271
	13 464	(4 040)	4 291	13 715	89	13 804

¹ 30% of the executive director's annual base salary was deferred for a period of 12 months, and is payable in monthly contributions in the ensuing year. The deferred payments carries interest at the SARS official rate to compensate for loss in time value of money and is subject to malus/clawback provisions which could lead to the repayment by the executive director of the deferred component of the salary amount received during the preceding 12 months. Included in the total cost-to-company, are minor deductions made to group life cover, membership to a retirement fund and membership to a medical aid scheme (where applicable).

² To help drive a long-term focus and decision-making with the ultimate objective to maximise shareholder wealth, thereby better aligning the interests of management with those of shareholders and other stakeholders, the executives do not qualify for short-term discretionary bonuses.

³ Share options exercised during the year represented the PSG Group share options that became exercisable on 28 February 2021 and that were exercised within the approved exercise window. These PSG Group share options granted to participants, relate to the period prior to the Management Fee Internalisation transaction. None of the Zeder share options that became exercisable on 28 February 2021 were exercised, nor forfeited during the year, due to Zeder trading under a cautionary and the participants were not able to exercise the share options.

⁴ Mr N Celliers resigned as Chief Executive Officer with effect from 1 October 2020.

REMUNERATION REPORT

IMPLEMENTATION REPORT continued

1. EXECUTIVE DIRECTORS' BASE SALARY continued

1.1 Base salary continued

The base salary is guaranteed annual pay on a cost-to-company basis and subject to annual review and adjustments are effective 1 March of each year, coinciding with the commencement of Zeder's financial year.

The payment of 30% of the executive's annual base salary is deferred for a period of 12 months, with such payment subject to:

- The executive being in Zeder's service 12 months later, thereby serving as a retention mechanism in addition to the share incentive scheme detailed below (non-financial indicator).
- Malus/clawback provisions (both financial and non-financial indicators) in the event of material misstatement of financial results or fraudulent activity for a further 12 months after payment of the 30% deferred portion of the executive. If triggered, such malus/clawback provisions would require repayment by the executive to Zeder of the total deferred salary amount received by the executive during the preceding 12 months.

The average base salary increase (as approved by the remuneration committee) for the Zeder executive for the Zeder financial years ending 28 February 2022 and 28 February 2023, are set out in the table below:

	2023 Increase %	2022 Increase %
CEO and FD	5	5

For the year ending 28 February 2022, the increase in the CEO base salary reflect the increase from the FD base salary, after Mr JH le Roux's acceptance of the CEO position, while still fulfilling the FD duties.

1.2 Benchmarking

Benchmarking is performed with reference to companies comparable in size, industry, business complexity and the level of responsibility that the individual assumes to ensure that remuneration is market-related.

1.3 Performance bonus

Although the executives no longer qualify for short-term bonuses, the support staff remain eligible for performance bonuses, subject to meeting company (financial indicator) and personal key performance objectives (non-financial indicator). Such performance bonuses amounted to approximately R0.3m (2021: R0.5m) in total for the year ended 28 February 2022.

2. EXECUTIVE DIRECTORS' SHARE OPTIONS

In terms of the share incentive scheme, Zeder share options are awarded to executives with the primary objectives of retaining their services and aligning their interests with those of shareholders, being to maximise long-term wealth to shareholders through a combination of share price appreciation and the payment of dividends.

Any new share options are awarded in line with the remuneration policy. The remuneration committee reviewed the performance of individuals against the target criteria and approved the vesting thereof where target criteria were met.

2.1 Awarding and vesting of share options

Any new share options awarded are subject to the following conditions:

- the participant achieving personal key performance measures (for all executives and financial support staff); and
- executive directors meeting the minimum shareholding requirement.

The personal key performance measures for the executive directors include the following:

PERSONAL KEY PERFORMANCE MEASURES	FEEDBACK	WEIGHTING (%)	RATING (%)
Determining strategy and providing strategic guidance and direction throughout the group, including problem solving when needed	The remuneration committee is satisfied that Zeder is suitably guided by the CEO. Zeder's objective remains to create long-term shareholder wealth. The resultant disposal of The Logistics Group at a premium to <i>SOTP</i> and further special dividends created significant shareholder value.	25	100%
Active participation in investee companies through, among others, board and Exco representation	The remuneration committee is satisfied that the CEO continues to play a key role at investee company level. The CEO continuously provide strategic guidance to portfolio companies where needed and assist with problem solving and corporate activity when necessitated.	20	100%
Implementation of investment/disinvestment decisions taken by the Zeder board and Exco	The remuneration committee is satisfied that the CEO is actively driving the strategy of maximising wealth for shareholders. The remuneration committee is further satisfied with the implementation of investment and disinvestment decisions taken by Zeder Exco/Board, and such transactions are in the process of being implemented appropriately (The Logistics Group circular).	15	100%

REMUNERATION REPORT

IMPLEMENTATION REPORT continued

2. EXECUTIVE DIRECTORS' SHARE OPTIONS continued

2.1 Awarding and vesting of share options continued

PERSONAL KEY PERFORMANCE MEASURES	FEEDBACK	WEIGHTING (%)	RATING (%)
Ensuring good corporate governance is entrenched throughout the group and acting as custodian of shareholders' assets and safeguarding thereof	The remuneration committee is satisfied that the CEO continues to play an integral part in the ongoing entrenchment of good corporate governance throughout the group. Zeder remains committed to exercising ethical and effective leadership to achieve the four governance outcomes: ethical culture, good performance, effective control and legitimacy.	15	100%
Financial reporting and shareholder communication in a transparent, accurate, concise and timely manner	The remuneration committee is satisfied that Zeder's ongoing financial reporting and communication are of a high standard. This is evident from the annual report and announcements made by way of SENS and newspaper publications, also being available on the Zeder website.	15	100%
Managing Zeder's capital structure and resources in a responsible and effective manner, while enhancing shareholder returns	The remuneration committee is satisfied that Zeder's capital structure and resources continue to be managed in a responsible and effective manner. There is a further focus on cash flow management and planning on both a current and forward-looking basis to ensure a healthy liquidity position. Zeder has a strong balance sheet with no debt.	10	100%

It is also important to note that Mr JH le Roux has the responsibility of CEO, whilst still performing his FD duties. The relevant JSE Limited ("JSE") dispensation has been obtained in this regard.

The executive directors meeting the minimum shareholding requirement:

The remuneration committee encourages management to hold shares in Zeder to better align their interests with those of shareholders and as a tangible demonstration of their commitment to the Zeder group.

In light of material changes that had taken place, the remuneration committee has resolved that these previously determined levels would be impractical and impossible to achieve by the executive directors. These material changes include the following:

- The changing of the settlement mechanism from "funded" to "net-equity" for share options that are exercised;
- The ability of the remuneration committee to freely instruct the disposal of shares held by participants for purposes of settling old loan obligations towards the company in terms of the scheme;
- The distribution of a substantial portion of the capital of the company by way of large special dividends thereby reducing the market capitalisation going forward; and
- As a result of Zeder being in a prohibited period as defined by the JSE Listing Requirements, no share options were exercised during the year.

As a direct result of factors such as these, the committee has resolved that the minimum shareholding requirement levels will be reduced to zero and will be reconsidered when appropriate.

Mr JH le Roux has, since being an executive director, not sold any Zeder shares.

The table below set out the share option award conditions as at 28 February 2022:

	Personal key performance measures	Minimum shareholding requirement
CEO and FD	✓	✓

No new share options were awarded as part of the normal annual award mechanism (refer to 3.4.1 *Award*) during the financial year.

No share options were exercised during the year as a result of the company being in a prohibited period, as defined under the JSE Listings Requirements. The board, through the remuneration committee, exercised its discretion under clause 21.3 of the Zeder SIT Trust Deed and extended the exercise period to 26 August 2022.

REMUNERATION REPORT

IMPLEMENTATION REPORT continued

2. EXECUTIVE DIRECTORS' SHARE OPTIONS continued

2.2 Unvested existing share options

The table below provides information on Zeder's executive directors' unvested share options:

Audited	Number of share options as at 28 Feb 2021	Number of share options during the year			Market price per share on vesting date R	Original strike price per share R		Adjusted strike price per share² R	Date granted	Number of share options as at 28 Feb 2022	Cost to participant at vesting price R	Market value to participant as at 28 Feb 2022 R	Unrealised gains to participant as at 28 Feb 2022 R
		Granted	Exercised¹	Forfeited-lapsed									
Zeder Investments Limited share options granted by the Zeder Group Share Incentive Trust													
JH le Roux	93 279					4.97		2.10	29/02/2016	93 279	195 886	333 006	137 120
	893 519					7.29		3.80 – 4.13	28/02/2017	893 519			
	1 739 646					6.41		2.65 – 3.22	28/02/2018	1 739 646	5 108 760	6 210 537	1 101 777
	3 503 451					4.36		0.86 – 1.52	28/02/2019	3 503 451	4 204 141	12 507 320	8 303 179
	2 192 937					4.52		0.70 – 1.44	29/02/2020	2 192 937	2 379 336	7 828 784	5 449 448
	15 000 000					2.66		2.34 – 2.43	18/01/2021	15 000 000	35 775 000	53 550 000	17 775 000
Total	23 422 832	–	–	–						23 422 832	47 663 123	80 429 647	32 766 524

Audited	Number of share options as at 28 Feb 2021	Number of share options during the year			Market price per share on vesting date R	Strike price per share R		Date granted	Number of share options as at 28 Feb 2022	Cost to participant at vesting price R	Market value to participant as at 28 Feb 2022 R	Unrealised gains to participant as at 28 Feb 2022 R
		Granted	Exercised ³	Forfeited-lapsed								

PSG Group Limited share options granted by the PSG Group Limited Supplementary Share Incentive Trust⁴

JH le Roux	866	(866)			79.74	21.39		29/02/2016	–			
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¹ The participants have not yet elected to exercise their right in terms of the provisions of the share incentive schemes to exercise their share options that became exercisable on 28 February 2022. If possible, such right will be exercised within the 180-day exercise window. In addition, none of the Zeder share options that became exercisable on 28 February 2021 were exercised, nor forfeited during the year, due to Zeder trading under a cautionary and the participants were not able to exercise the share options.

² The approved Zeder SIT Trust Deed, entitles Zeder board, acting through its remuneration committee, to instruct the Zeder SIT's trustees to effect such adjustments to the Strike Prices, as defined in the Trust Deed, of awarded but unexercised share options as the remuneration committee "shall consider fair and reasonable in the circumstances ..." and to take account of special dividends and various other corporate actions listed in that clause. On 10 May 2021 Zeder distributed a gross dividend of 20 cents per share to Zeder ordinary shareholders as a special dividend from income reserves and in accordance with the JSE Listings Requirements and the Trust Deed, the SIT's trustees adjusted the Strike Prices of the awarded but unexercised share options. The external auditors, Deloitte & Touche, reviewed, and the JSE approved, the adjusted strike prices, accordingly.

³ Share options exercised during the year represented the PSG Group share options that became exercisable on 28 February 2021 and that were exercised within the approved exercise window.

⁴ PSG Group share options granted to participants, relate to the period prior to the Management Fee Internalisation transaction.

REMUNERATION REPORT

IMPLEMENTATION REPORT continued

2. EXECUTIVE DIRECTORS' SHARE OPTIONS continued

2.3 Extent of the share incentive scheme

The Zeder shareholders approved the maximum number of Zeder shares that may be utilised for purposes of the share incentive scheme (both in total and on a per individual basis) at a general meeting held on 29 August 2016. The table below depicts the number of shares already utilised until 28 February 2022, as opposed to the maximum number of shares that may be utilised for purposes of all employees:

	Maximum number of shares	Utilised	
		Number	%
Maximum number of shares allowed in total	173 051 465	6 468 429	3.7
Maximum number of shares allowed per individual	34 610 293	8 227 549	23.8

At 28 February 2022, the share incentive scheme had three participants, comprising the executive and two financial employees.

At 28 February 2022, the total number of share options that had already been awarded but remain unvested amounted to 25 489 086, representing 1.7% of Zeder's total number of shares in issue (*net of treasury shares*). However, assuming that all share options are settled on a net-equity basis going forward in accordance with the recent changes introduced to Zeder's Remuneration Policy by the remuneration committee, the dilution to Zeder's shareholders should be significantly less than the aforementioned 1.7%.

2.4 Loan funding provided prior to 28 February 2018

Zeder's executive director and his associated entities has loan funding payable to Zeder and its subsidiaries in terms of i) the share incentive scheme, and ii) funded investments in terms of agreements.

It should be noted that the remuneration committee has prudently decided that no new loan funding be granted for the foreseeable future, while existing loan funding will be phased out in accordance with the existing loan repayment terms.

2.4.1 Share incentive scheme funding

The terms pertaining to such funding are set out in paragraph 3.4.6 *Settlement of options and loan funding* of the Remuneration Policy.

2.4.1.1 Executive directors

The table below provides the outstanding loan balances and related security cover (i.e. value of Zeder and other shares ceded and pledged as security for such loans expressed as a percentage of the loan balances outstanding) of the executive directors as at the reporting date:

	Total loans Rm	Security cover based on closing share price %	Security cover based on SOTP value per share %
As at 28 February 2022			
JH le Roux	3	137	175

Subsequent to year-end, Zeder declared a gross special dividend of 92.5 cents per share and accordingly, on 9 May 2022, Mr JH le Roux's loan reduced by a further R1m to approximately R2m.

In accordance with the Zeder SIT trust deed, the Trustees conditionally waived the minimum-security cover ratio for the existing loans. The applicable threshold for the loan to value cover ratio will remain subject to the Trustees' discretion and the Trustees, in conjunction with Zeder, will continuously monitor the cover ratio in respect of the existing loans and can revoke the waiver at any time.

2.4.1.2 Zeder employees (excluding the executive directors)

As at 28 February 2022, there are no outstanding loan balances to financial employees.

3. NON-EXECUTIVE DIRECTORS' REMUNERATION

The remuneration of non-executive directors is reviewed annually by the Zeder Exco and thereafter referred to the remuneration committee, which seeks to ensure that fees are market related considering the nature of the Zeder group's operations. The approval of the non-executive director's remuneration is subject to approval by the Zeder shareholders.

The remuneration committee has recommended, and the board has endorsed such recommendation, for approval of the payment to the non-executive directors of the company, as set out in the table below:

Audited	Total paid 2022 R'000	Total paid 2021 R'000
GD Eksteen ¹		495
S Cassiem ¹	476	
WL Greeff ²		
RM Jansen ¹	274	468
ASM Karaan ¹		330
NS Mjoli-Mncube	491	440
PJ Mouton ²		
CA Otto	785	747
	2 026	2 480

¹ During the current year, Mr GD Eksteen retired due to ill health, effective 8 April 2021 and Mr RM Jansen passed away on 4 September 2021. During the previous year Mr ASM Karaan passed away on 13 January 2021 and Mrs S Cassiem was appointed on 12 February 2021.

² These directors do not receive any emoluments for services rendered to the company and only receive emoluments from PSG Corporate Services for services rendered to PSG Group and its investee companies (including the Zeder group). The Zeder group pays a strategic fee to PSG Corporate Services for services rendered to the company. These directors' remuneration is disclosed in PSG Group's annual report.

The non-executive directors receive no other remuneration or benefits beside directors' fees, except for reasonable travelling and accommodation expenses incurred by non-executive directors to attend board and committee meetings. The fee is not dependent on attendance at board and board committee meetings.



SOCIAL AND ETHICS REPORT

SOCIAL AND ETHICS REPORT

The Social and Ethics Committee ("**social and ethics committee**"), which comprises the members of the Exco and Mr CA Otto (chairman and non-executive director), is a statutory committee which assists the board in monitoring the company's activities, having regard to any relevant legislation, legal requirements and prevailing codes of best practice relating to matters which include:

- Social and Economic Development
- Good corporate citizenship
- The environment, health and public safety
- Client relationships
- Labour and employment

Each investee company has its own social and ethics committee to monitor the investee's activities with regards to the aforementioned best practices.

This report by the social and ethics committee is prepared in accordance with the requirements of the Companies Act of South Africa, No. 71 of 2008 (as amended) ("**the Companies Act**") and the King IV Report on Corporate Governance™ for South Africa, 2016 ("**King IV™**"), and describes, *inter alia*, how the social and ethics committee has discharged its statutory duties in terms of the Companies Act, and its additional duties assigned to it by the board in respect of the financial year ended 28 February 2022.

Zeder believes in conducting its business in a responsible manner, with due regard for the potential impact thereof on the environment in which it operates at large.

The social and ethics committee is satisfied that it has fulfilled all its mandate as prescribed by the Companies Regulations to the Companies Act, and that there were no instances of non-compliance to disclose. Furthermore, the committee is satisfied with the social and ethics aspects pertaining to the Zeder group.



Chris Otto

Chairman

10 June 2022

Stellenbosch

SOCIAL AND ETHICS REPORT

CORPORATE SOCIAL INVESTMENT

CORPORATE SOCIAL INVESTMENT

As a good corporate citizen with the best interest of our country and its people at heart, the Zeder group contributes significantly to society. Enclosed is some of the corporate social investment ("CSI") initiatives undertaken by its underlying investments. Although this is not a comprehensive list, it illustrates our dedication to making South Africa a better place.

Zeder's CSI initiatives covers a broad spectrum of society and can be summarised as follows:

- Education
- Skills development
- Sustainable use of the environment
- Community outreach

EDUCATION

- Kaap Agri, through the Kaap Agri Academy, runs a farmer development programme that empowers emerging farmers and farmworkers. Due to the Covid pandemic, the academy adopted a blended learning approach during the year, which included theoretical online learning and practical training. The NQF level 2 Mixed farming programme that commenced in March 2020, was completed in March 2021 via online training. The Academy also presented the NQF 4 Animal Production and NQF 4 Plant Production programmes. Kaap Agri's investment in the academy amounted to, approximately, R1.3m.
- Kaap Agri supported the Virtual Classroom programme, which aims to bring the best technology and classroom practices to township, rural and inclusive schools. Wemmershoek Primary in Franschoek was chosen for the programme because it is a Quintile 1 school with 189 grade 1 to grade 3 learners. The school's principal supported the upskilling of teachers in line with Continuing Professional Teacher Development accredited by the South African Council for Educators. All students attending the school are children of farmworkers from farms in the area and from the disadvantaged community of Groendal. Kaap Agri's investment in the Virtual Classroom support programme for the year amounted to R428 930.
- In 2019 Kaap Agri committed to donating R100 000 to the Nelson Mandela Children's Fund for three consecutive years. The fund focusses on childhood development, youth leadership and education. These areas are aligned with Kaap Agri's CSI ideals, and Kaap Agri has entered into another 3 year term with the Fund to donate R100 000 for the next 3 years, commencing in 2022. With the funding received from Kaap Agri, afterschool programmes in Path onto Prosperity ("POP") and Saturday mathematics and literacy classes at Soetendal Primary School, were implemented. There are 74 children who regularly attend the Riebeeck Kasteel POP and 114 children who attend the Riebeeck West POP centre. 24 learners attended the Saturday mathematics and literacy classes during the year. Homework support and mathematics classes were provided to 114 primary school learners and 102 high school learners. They were also provided with reading lessons to improve their reading skills. High school learners were supported to prepare for their exams and used the POP centres to study. 102 grade 12 learners were assisted with online bursary applications to enable them to further their studies after matriculating. POP centre learners whose parents lost their income during the pandemic were supported through the following:
 - School fees were paid for 5 learners.
 - 14 learners were provided with stationery.
- Kaap Agri donated R112 962 worth of school shoes, uniforms, tracksuits for teachers and stationery through its School support project. The beneficiaries of these donations were Scheeperskraal Primary School in the Kammanie district of the Eden District Municipality and Karookop Primary School in the Moutonshoek area near Piketberg. All the learners are children of farm workers from farms in the surrounding areas.
- The Kaap Agri bursary programme supports the youth through funding bursaries. During the year, in total, 46 secondary school learners benefited from this programme. Kaap Agri also extended financial support to 6 promising tertiary students. 2 students are pursuing a degree in law, a third student is pursuing a degree in BCom Marketing and 2 more students are attending the University of Stellenbosch High Performance Sports Unit to continue their sporting pursuits and obtain a degree. The sixth student is completing her MSc Agric degree. The current year investment in educational bursaries for secondary and tertiary education amounted to R2.1m.

- Zaad, through GAP Chemicals, purchased stationery packs for rural schools within Zambia. Within South Africa, the Group provided free training to small growers/farmers with regards to different types of chemicals, its uses and application methods.
- Zaad, through Klein Karoo Seed Zambia, supports the Nayamba Community School in the Chisamba district of Zambia. The school enrolls children from disadvantaged families, and currently has 350 students. Klein Karoo Seed Zambia provides material and logistical support, as well as security for the school as to ensure a safe learning environment for the pupils. The company also assists with the teaching of agriculturally based subjects by providing material for planting, and visits to the trial plots to ensure knowledge transfer. During the year, the school opened the Trade Centre which will help them become self-sufficient while providing a sustainable income for producers. The trade school is focused on working with the most vulnerable women (young mothers, child brides etc.) and training them on how to produce high quality textiles. Klein Karoo Seed Zambia also supports 200 families in the Siavonga area, and 70 blind people in the Masaiti community through their community support programme.
- Capespan Namibia in partnership with the National Grape Company Social Development Trust paid the semester academic fees and quarterly accommodation fees towards 3 tertiary education bursaries awarded to students from the Trust. Total funding amounted to NA\$120 000. In addition, 80 Secondary School Hostel accommodation and school uniform bursaries were awarded to needy but academically deserving learners.
- Agrivision Africa has schools (pre-school, junior school and main school) at its Somawhe facility for all permanent workers' children up to grade 9 where an average of 364 children are benefiting.
- Agrivision Africa continues to support the local primary and secondary school (Katuba School) by providing free transport for the school children.
- Agrivision Zambia Mkushi Estates has a pre-school and junior school (Grade 1 to 4) where an average of 53 children are benefiting.

SKILLS DEVELOPMENT

- The Logistics Group donated R35 000 to the Domino Foundation. The Domino Foundation is involved in facilitating access to the economy for individuals through the implementation of development programmes for women and youth, healthcare interventions and education programmes.
- Internal Employee training has continued for the Agrivision Group as part of the requirements under FSSC22000 and Global G.A.P control points and compliance criteria. Training sessions were conducted for all employees in Health and Safety, Silo Safety, Responsible Use and Handling of Plant Protection Products, Hygiene and Machine Safety.
- Agrivision Africa is sponsoring one of its managers to study an Agricultural Science program at Nkumbi International College in Mkushi as well as one Electrician to study electrical engineering at Luanshya Technical College.

SUSTAINABLE USE OF THE ENVIRONMENT

- Zaad through ASG has donated more than 100 Seed Starter boxes to previously disadvantaged communities and vegetable feeding schemes. This donation enables a total planting of 1 ha of vegetable gardens.
- The donation of seeds made to Qhumanco agricultural project by Zaad through ASG, has resulted in a successful harvest of the 50 ha trial planting. ASG again assisted the project in raising more funding and a second round of 50 ha was planted in December 2021.
- Agrivision Zambia received commendation letters on 14 May 2021 and 7 September 2021 from the Local District Forestry Office and the Zambia Environmental Management Agency for its commitment towards environmental statutory reporting as well as initiatives meant to mitigate against effects of climate change.


SOCIAL AND ETHICS REPORT

CORPORATE SOCIAL INVESTMENT continued

COMMUNITY OUTREACH

- The Logistics Group donated R35 000 to Girls and Boys Town. Girls and Boys Town provide care for children coming from difficult home circumstances and this donation will assist in providing programs designed to develop their academic success, healthy relationships with adults around them and leadership and citizenship skills.
- The Logistics Group, through FPT, donated R15 000 to the SOS Children Villages South Africa. The donation is utilised towards expenses incurred around Covid, with the focus on sanitation of homes, personal hygiene and washing of clothes, to help curb the spread of the Coronavirus.
- The Logistics Group donated R15 000 to Child Welfare South Africa. The donation will be utilised towards child abuse prevention programmes, life skills programmes and food and basic necessity parcels.
- Capespan, in the previous financial year commenced with the construction of an age-appropriate day care and after school facility for the Misty Cliffs farm. This new fenced in facility consisting of 2 classrooms, a kitchen, and ablutions with a portico and outdoor play area became operational to the benefit of the farm workers' children at the start of the 2021 season.
- Capespan installed synthetic grass at the Place of Hope and Mercy Pre-school's Toddler outdoor play area due to a severe shortage of water supply. The facility, located in Valentia Township (Addo) near Capespan Penhill farm, educates 175 pre-school children annually. Blue Hand involvement includes infrastructure development, training of staff, educational resources and basic health screening and milestone development monitoring for children.
- Capespan annually provides a uniform and protective clothing to the Place of Mercy and Hope's facility gardener and outdoor area custodian. The custodian propagates his own veggie seedlings and the produce supplements the daily meals served to 170 children attending the Pre-school facility as well as some 300 community members reliant on the weekly soup kitchen operating from the premises.
- Capespan in partnership with Occulence Occupational Health facilitated a Primary and Occupational Health awareness and testing event for more than 160 farm workers during the last week of citrus harvest in October, as part of Blue Hand preventative health education and chronic disease awareness initiatives on Capespan Farms, exacerbated since the onset of Covid.
- Since 2019 Capespan has supported the Capespan Theewaterskloof Farm Community Youth Karatekas (Dojo) and they continued to excel at Provincial as well as National Championships since. Recently all the members of the Dojo have been selected into the National A Kiyobukan Group, which will be assessed for the inclusion in the national team.
- Capespan completed construction of the Farm worker community Clinic, PC and Training and Early Childhood Development ("ECD") facility at the Norriseep Capespan Farm in the Northern Cape and will be utilised fully in the 2021/2022 season. Recent Northern Cape Department of Health Covid vaccination campaigns utilised this multipurpose facility.
- Capespan have nearly completed the large development of Waitrose Partnership co-funded Sport Complex on the Norriseep farm in the Northern Cape. This includes terrain levelling soil preparation, installation of irrigation systems, sowing of grass, construction of pavilions, screeding of netball court surfaces and construction of extensive ablution facilities suited for teams, adjacent to the fields.
- Capespan completed the construction of a PC and training facility close to the Noudonsies farm packhouse. This facility will be utilised for Blue Hand PC and online training and life-skills development during the 2021/2022 season on Capespan Farms.
- Capespan assisted the Department of Health with coordinating and facilitating the vaccination process of over 6 000 injections at 9 mobile Covid compliant sites to the benefit of at least 30 farms' workers in the Northern Cape, stretching from Onseepkans to Upington. Injections were supplied and funded by the Department of Health as part of the ongoing MOU agreement between Capespan Northern Cape Farms and the Department of Health. In order to execute this task on Capespan Farms, the services of additional professional nurses had to be contracted in and assistance was received in the form of student doctors and National Department of Health vaccination teams.

- Capespan, in partnership with the Namibia Grape Company Social Development Trust donated an amount of N\$325 000 to the National Youth Service with a view to mend 2 maize planters for use at their farms in the Northern maize production regions of Namibia.
- Kaap Agri was a founding member of the Porterville Community Association and plays a major role in ensuring the sustainability of the project. The association has been supporting those in dire need for 18 years. Currently, Kaap Agri representatives serve on the committee and provide support in respect of the detailed co-ordination required, as well as all administrative duties to ensure that the project runs smoothly. The Porterville Primary and High Schools, the local old age home, ACVV Huis Nerina (old age home), and Badisa, a social services organisation, were this year's beneficiaries of a total amount of R0.2m.
- Kaap Agri Bedryf Employee and Farm Worker BEE Trust distributed R773 158 to various underprivileged beneficiaries. This amount included loans to employees for home and security-related improvement, and bursaries for employee dependants.
- Kaap Agri, through the Agrimark retail branches regularly reached out to their respective communities and focused on grassroots needs. The total spend for the year on community branch level amounted to R260 423.
- Kaap Agri donated an oxygen concentrator to the Goue Aar old age home in Malmesbury. With the oxygen shortages experienced due to the Covid pandemic, Goue Aar is now in a better position to have oxygen consistently available at a reduced cost.
- Kaap Agri committed to support the Mobile Ceres Vaccination Programme spearheaded by the Witzenberg Municipality and Western Cape Department of Health. Six individuals were seconded to the matron at the Witzenberg Municipality and were enabled to administer Covid vaccines to farmworkers by getting them registered and providing the vaccine at various farms. These individuals consisted of two registered nurses and four administrative support staff. Kaap Agri provided 2 laptops and data cards to the nurses and is also paying the salaries of the 6 individuals. Kaap Agri's participation in the project commenced with an initial contribution of R46 000. Kaap Agri plan to continue their investment with monthly contributions of R92 000 for the foreseeable future.
- Agrivision Africa has continued to make its monthly donations of white bread flour to an orphanage (Itimpi Mission) in Kitwe.
- Agrivision Africa made a donation to the Kitwe District Health Office towards the Malaria indoor spraying program in Kitwe.
- Agrivision Africa made donations (cash and fuel) to various Government departments during national events and spearheaded the renovation of the 50km Machiya Government Gravel Road in Mpongwe District.
- Agrivision Africa's farming operations have clinics on the farm. The clinic at Mkushi facility is operated by a community health worker employed by the company while the two clinics at Somawhe are operated by a registered nurse and clinical officer also employed by the company. Medication disbursed to employees is done at no charge. At the Somawhe facility, these clinics are also open to the broader community and not just the workers.
- Agrivision Zambia Mkushi Estates made a donation towards the repainting of the Local Primary and Secondary School (Katuba School) as well as the purchase of a 5 000-litre water tank. The surrounding community benefits from the school borehole as well.



SUMMARY CONSOLIDATED FINANCIAL STATEMENTS

SUMMARY CONSOLIDATED FINANCIAL STATEMENTS

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The summary consolidated financial statements do not include all of the information required for full consolidated annual financial statements and comprise a summary of the audited consolidated annual financial statements of Zeder Investments Limited ("Zeder") for the year ended 28 February 2022. It should be read in conjunction with the audited consolidated annual financial statements for the year ended 28 February 2022.

The summary consolidated financial statements were compiled under the supervision of the group chief executive officer and financial director, Mr JH le Roux, CA(SA), and have been audited by Deloitte & Touche, with a copy of their unmodified audit conclusion attached hereto.

Any reference to future financial performance included in this summary consolidated financial statements, has not been audited or reported on by the company's auditor.

The annual consolidated financial statements, including the unmodified audit opinion, are available on Zeder's website at www.zeder.co.za, or may be requested and obtained in person, at no charge, at the registered office of Zeder during office hours.

REPORT OF THE AUDIT AND RISK COMMITTEE

The Zeder Audit and Risk Committee ("**the committee**") is an independent statutory committee appointed by the board of directors in terms of section 94 of the Companies Act of South Africa, No. 71 of 2008 (as amended) ("**the Companies Act**"). The committee also acts as the statutory audit committee of public wholly-owned subsidiaries that are legally required to have such committee.

The committee's composition and details of meetings held are detailed on page 26 of this annual report.

The committee operates in accordance with a board-approved charter. The committee conducted its affairs in compliance with, and discharged its responsibilities in terms of its charter for the year ended 28 February 2022.

The committee performed the following duties in respect of the year under review:

- Satisfied itself that the external auditor is independent of Zeder, as set out in section 94(8) of the Companies Act, and suitable for appointment by considering, *inter alia*, paragraph 3.84(g)(iii) and the information stated in paragraph 22.15(h) of the JSE Limited Listings Requirements ("**JSE Listings Requirements**");
- Ensured that the appointment of the external auditor complied with the Companies Act and any other legislation relating to the appointment of an auditor;
- In consultation with management, agreed to the engagement letter, terms, audit plan and budgeted audit fees for the 2022 financial year;
- Approved the nature and extent of non-audit services that the external auditor may provide;
- Nominated for re-election at the annual general meeting, Deloitte & Touche as the external audit firm;
- Satisfied itself, based on the information and explanations supplied by management and obtained through discussions with the independent external auditor, that the risk management processes and systems of internal financial controls, within the combined assurance model, are effective and forms a basis for the preparation of reliable financial statements;
- Satisfied itself, based on the information and explanations supplied by management and obtained through discussions with the external auditor, that Zeder be regarded as a going concern;
- Reviewed the formal policy and calculation for the ordinary dividend and special dividend and recommended, a special dividend, but no ordinary dividend for approval by the board;
- Reviewed the accounting policies and financial statements for the year ended 28 February 2022 and, based on the information provided to the committee, considers that the company and group complies, in all material respects, with the requirements of International Financial Reporting Standards ("**IFRS**"); the Financial Reporting Pronouncements, as issued by the Financial Reporting Standards Council; the manner required by the Companies Act; and the JSE Listings Requirements;
- The committee considered the methodologies, assumptions and judgements applied by management in determining the internal valuations for unlisted investments, as well as the conclusion of Zeder meeting the definition of an Investment Entity and is satisfied that the valuation approach taken and Investment Entity consideration was appropriate;
- Considered the JSE Limited's ("**JSE**") latest report on the proactive monitoring of financial statements for compliance with IFRS;
- Ensured that the appropriate financial reporting procedures exist and are operating as required by the JSE Listings Requirements paragraph 3.84(g)(ii);
- Satisfied itself in terms of paragraph 3.84(g)(i) of the JSE Listings Requirements that the Zeder financial director, as well as the group finance function, has the appropriate expertise and experience; and
- Undertook the prescribed functions in terms of section 94(7) of the Companies Act, on behalf of the subsidiary companies of the group.

Deloitte & Touche, as well as the designated external audit partner, Mr JHW de Kock, has served as external auditor of Zeder for the first year. The committee remains satisfied with the quality of the external audit performed by Deloitte & Touche.



S Cassiem
Chairperson

10 June 2022
Stellenbosch

APPROVAL OF THE SUMMARY CONSOLIDATED FINANCIAL STATEMENTS

The directors are responsible for the maintenance of adequate accounting records and to prepare consolidated annual financial statements that fairly represent the state of affairs and the results of the company and group. The external auditor is responsible for independently auditing and reporting on the fair presentation of the consolidated annual financial statements. Management fulfils this responsibility primarily by establishing and maintaining accounting systems and practices adequately supported by internal financial controls. Such controls provide assurance that the company and group's assets are safeguarded, that transactions are executed in accordance with management's authorisations and that the financial records are reliable. The annual financial statements have been prepared in accordance with the requirements of IFRS; the Financial Reporting Pronouncements, as issued by the Financial Reporting Standards Council; the requirements of the Companies Act of South Africa; and the JSE Listings Requirements, and incorporate full and reasonable disclosure. Appropriate and recognised accounting policies are consistently applied.

The summary consolidated financial statements were derived from the consolidated annual financial statements and do not contain all the disclosures required by IFRS and the requirements of the Companies Act. Reading these summary consolidated financial statements, therefore, is not a substitute for reading the consolidated annual financial statements of Zeder.

The audit and risk committee meets regularly with the external auditor, as well as senior management, to evaluate matters concerning accounting policies, internal control, auditing and financial reporting. The external auditor has unrestricted access to all records, assets and personnel as well as to the audit and risk committee.

These summary consolidated financial statements, are prepared on the going-concern basis, since the directors have every reason to believe that the company and group have adequate resources to continue for the foreseeable future.

These summary consolidated financial statements, set out on pages 61 to 86 were approved by the board of directors of Zeder Investments Limited and are signed on its behalf by:



Chris Otto
Chairman



Johann le Roux
CEO and Financial director

10 June 2022
Stellenbosch

DIRECTOR'S RESPONSIBILITY STATEMENT

The director, whose name is stated below, hereby confirms that:

- the summary consolidated financial statements set out on pages 61 to 86, fairly present in all material respects the financial position, financial performance and cash flows of issuer in terms of IFRS;
- no facts have been omitted or untrue statements made that would make the annual financial statements false or misleading;
- internal financial controls have been put in place to ensure that material information relating to the issuer and its consolidated subsidiaries have been provided to effectively prepare the financial statements of the issuer; and
- the internal financial controls are adequate and effective and can be relied upon in compiling the summary consolidated financial statements, having fulfilled our role and function within the combined assurance model pursuant to principle 15 of the King Code. Where I am not satisfied, I have disclosed to the audit and risk committee and the auditors the deficiencies in design and operational effectiveness of the internal financial controls and any fraud that involves directors, and have taken the necessary remedial action.



JH le Roux

CEO and Financial director

10 June 2022

Stellenbosch

DECLARATION BY THE COMPANY SECRETARY

We declare that, to the best of our knowledge, the company has lodged with the Registrar all such returns as are required of a public company in terms of the Companies Act of South Africa and that all such returns are true, correct and up to date.



Zeder Corporate Services Proprietary Limited

Per: L van der Merwe

Company secretary

10 June 2022

Stellenbosch

DIRECTORS' REPORT

OVERVIEW

Zeder is an investor in the broad agribusiness and related industries, with a historical focus on the food and beverage sectors. Its underlying investment portfolio was valued at R6.43bn on 28 February 2022.

OPERATING RESULTS

The operating results and state of affairs of the group is set out in the attached income statements and statements of financial position, comprehensive income, changes in equity and cash flows, as well as the segment report and the notes to the aforementioned.

Zeder concluded that it continues to meet the definition of an Investment Entity, as its focus on wealth creation for its shareholders has not changed, and the performance of its investments are measured with reference to the fair value of each investment in Zeder's drive to meet its objective of maximising wealth through capital appreciation, investment income or both.

Noteworthy transactions

- Zeder, through its wholly-owned subsidiary, Zeder Financial Services Limited ("**Zeder Financial Services**"), entered into an agreement with, *inter alia*, TLG Midco Proprietary Limited and TLG Acquisition Holdings Proprietary Limited, in terms of which Zeder Financial Services will sell all of its shares in the issued share capital of The Logistics Group Proprietary Limited ("**The Logistics Group**"), comprising 98.22% of The Logistics Group's shares in issue for a disposal consideration of up to R1.57bn.
- On 28 February 2022, the Zeder board resolved to unbundle 31 286 956 Kaap Agri Limited ("**Kaap Agri**") shares, comprising approximately 42.2% of the total issued share capital of Kaap Agri, to Zeder shareholders by way of a *pro rata* distribution *in specie*, in the ratio of 1 Kaap Agri share for every 49.22692 Zeder shares held.

Sum-of-the-Parts ("SOTP")

- Zeder's SOTP value per share, calculated using the quoted market prices for all JSE-listed investments and internal valuations for unlisted investments, increased by 7.6% during the year to R4.66 as at 28 February 2022. The increase is mainly due to the increased valuations of The Logistics Group and Kaap Agri, countered by the payment of the 20 cents per share special dividend on 10 May 2021 out of cash reserves.

Earnings performance

- As at 28 February 2022, the net asset value per share (Zeder's trading statement measure) was 466.1 cents, representing an increase of 7.6% when compared to the 433.2 cents as at 28 February 2021, mainly as a result of the increased valuations of The Logistics Group and Kaap Agri, countered by the payment of the 20 cents per share special dividend on 10 May 2021 out of cash reserves.
- Attributable earnings per share decreased by 65.9% from 152.8 cents to 52.1 cents mainly as a result of the non-recurrence of the significant non-headline gain on deemed disposal and reacquisition of investments in the previous year, as a result of the change in Investment Entity status on 1 March 2020.
- Headline earnings per share increased by 31.2% from 39.7 cents to 52.1 cents mainly as a result of the increased valuations of The Logistics Group and Kaap Agri.
- Profit before finance costs and taxation from continued operations decreased by 98.8% from R823m to R10m.

DIRECTORS' REPORT

continued

STATED CAPITAL

No ordinary shares were issued during the year under review or prior year. No ordinary shares were purchased and cancelled during the year under review. During the previous year, Zeder invested R426m in the repurchase of shares at an average price of R2.48 per share. The 171 918 767 ordinary shares repurchased were delisted and cancelled.

Details regarding the authorised and issued share capital, as well as the treasury shares, are disclosed in the notes to the consolidated annual financial statements.

	Total 2022 '000	Total 2021 '000
Audited		
In issue (<i>gross of treasury</i>)	1 543 260	1 543 260
Held by share incentive trust	(5 001)	(5 001)
In issue (<i>nett of treasury</i>)	1 538 259	1 538 259

DIVIDENDS

No ordinary dividend was declared to the ordinary shareholder during the year under review or prior year. However, the company declared on 14 April 2021, a special dividend of 20 cents per share (R307m) to shareholders from income resources, which was paid on 10 May 2021.

EVENTS SUBSEQUENT TO THE REPORTING DATE

Subsequent to year-end, the condition precedent regarding the unbundling of the Kaap Agri shareholding, was met and the Kaap Agri shareholding was unbundled, effective on 4 April 2022. In addition, Zeder shareholders approved the disposal of the investment in The Logistics Group at a general meeting held on 15 March 2022, with the remaining suspensive conditions being fulfilled thereafter and The Logistics Group disposal being implemented on 31 March 2022.

Subsequent to year-end Zeder declared a gross special dividend of 92.5 cents per share (paid on 9 May 2022). Zeder converted the outstanding loan of R330m, as at 30 April 2022, to Zaad into equity via a rights issue.

Apart from the above, the directors are unaware of any matter or event which is material to the financial affairs of the group that have occurred between the end of the reporting year and the date of approval of the condensed consolidated financial statements.

DIRECTORS

Details of the company's directors at the date of this report appear on page 5.

DIRECTORS' EMOLUMENTS

Details of directors' emoluments appear in the remuneration report on pages 41 to 49.

PRESCRIBED OFFICERS

Members of the Zeder Executive Committee ("**Exco**") are regarded as being the prescribed officers of the company. The Exco comprises Messrs JH le Roux (Chairman), WL Greeff, and PJ Mouton. Messrs JH le Roux's remuneration is detailed in the remuneration report on page 41. All other Exco members' remuneration is disclosed in PSG Group Limited's annual report. The duties and responsibilities of the Exco are set out in the corporate governance section on page 25 of this annual report.

DIRECTORS' SHAREHOLDING

Audited	Beneficial		Non-beneficial	Total shareholding 2022		Total shareholding 2021	
	Direct	Indirect	Indirect	Number	%	Number	%
N Celliers ¹				–		1 187 987	0.077
JH le Roux		1 045 838		1 045 838	0.068	1 045 838	0.068
GD Eksteen ¹				–		6 933 585	0.451
WL Greeff		80 000		80 000	0.005	80 000	0.005
NS Mjoli-Mncube	48 983			48 983	0.003	48 983	0.003
CA Otto			80 000	80 000	0.005	80 000	0.005
	48 983	1 125 838	80 000	1 254 821	0.081	9 376 393	0.609

¹ Mr N Celliers resigned as Chief Executive Director with effect from 10 October 2021. During the current year, Mr GD Eksteen retired due to ill health, effective 8 April 2021 and subsequently passed away on 19 April 2021.

All or part of the above shares, held by Mr JH le Roux, serve as security for loans granted to him with regards to the share options allocated to executive directors, in terms of a share incentive scheme, on or before 28 February 2018.

There has been no changes in the shareholding of directors between year-end and the date of this report.

Also refer to Annexure B on page 86 of this annual report, detailing the shareholder analysis.

INDEPENDENT AUDITOR'S REPORT ON SUMMARY CONSOLIDATED FINANCIAL STATEMENTS

To the shareholders of Zeder Investments Limited

Opinion

The summary consolidated financial statements of Zeder Investments Limited, set out on pages 62 to 63 and 66 to 85, which comprise the summary consolidated statement of financial position as at 28 February 2022, the summary consolidated income statement, the summary consolidated statements of comprehensive income, changes in equity and cash flows for the year then ended, and related notes, are derived from the audited consolidated financial statements of Zeder Investments Limited for the year ended 28 February 2022.

In our opinion, the accompanying summary consolidated financial statements are consistent, in all material respects, with the audited consolidated financial statements of Zeder Investments Limited, in accordance with the requirements of the JSE Limited Listings Requirements for summary financial statements, set out in note 1 to the summary consolidated financial statements, and the requirements of the Companies Act of South Africa as applicable to summary financial statements.

Summary Consolidated Financial Statements

The summary consolidated financial statements do not contain all the disclosures required by the International Financial Reporting Standards and the requirements of the Companies Act of South Africa as applicable to annual financial statements. Reading the summary consolidated financial statements and the auditor's report thereon, therefore, is not a substitute for reading the audited consolidated financial statements of Zeder Investments Limited and the auditor's report thereon. The summary consolidated financial statements and the audited consolidated financial statements do not reflect the effect of events that occurred subsequent to the date of our report on the audited consolidated financial statements.

The Audited Consolidated Financial Statements and Our Report Thereon

We expressed an unmodified audit opinion on the audited consolidated financial statements in our report dated 25 May 2022. That report also includes:

- The communication of other key audit matters as reported in the auditor's report of the audited financial statements.
- A "Report on Other Legal and Regulatory Requirements" paragraph: In terms of the IRBA Rule published in Government Gazette Number 39475 dated 4 December 2015, we report that Deloitte & Touche has been the auditor of Zeder Investments Limited for one year.



National Executive: *R Redfearn Chief Executive Officer *GM Berry Chief Operating Officer JW Eshun Managing Director Businesses LN Mahluza Chief People Officer *N Sing Chief Risk Officer AP Theophanides Chief Sustainability Officer *NA le Riche Chief Growth Officer *ML Tshabalala Audit & Assurance AM Babu Consulting TA Odukoya Financial Advisory G Rammego Risk Advisory DI Kubeka Tax & Legal DP Ndlovu Chair of the Board

Regional Leader: MN Alberts

A full list of partners and directors is available on request

* Partner and Registered Auditor

B-BBEE rating: Level 1 contribution in terms of the DTI Generic Scorecard as per the amended Codes of Good Practice

Associate of Deloitte Africa, a Member of Deloitte Touche Tohmatsu Limited

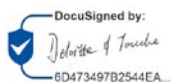
Directors' Responsibility for the Summary Consolidated Financial Statements

The directors are responsible for the preparation of the summary consolidated financial statements in accordance with the requirements of the JSE Limited Listings Requirements for summary financial statements, set out in note 1 to the summary consolidated financial statements, and the requirements of the Companies Act of South Africa as applicable to summary financial statements.

The Listings Requirements require summary financial statements to be prepared in accordance with the framework concepts and the measurement and recognition requirements of International Financial Reporting Standards (IFRS), the SAICA Financial Reporting Guides as issued by the Accounting Practices Committee *and Financial Pronouncements as issued by the Financial Reporting Standards Council*, and to also, as a minimum, contain the information required by IAS 34, *Interim Financial Reporting*.

Auditor's Responsibility

Our responsibility is to express an opinion on whether the summary consolidated financial statements are consistent, in all material respects, with the consolidated audited financial statements based on our procedures, which were conducted in accordance with International Standard on Auditing (ISA) 810 (Revised), *Engagements to Report on Summary Financial Statements*.



Deloitte & Touche
Registered Auditors

Per: JHW de Kock

Partner

10 June 2022

The Ridge Building
6 Marina Road
Portwood District
V&A Waterfront
Cape Town
8000

SUMMARY CONSOLIDATED STATEMENT OF FINANCIAL POSITION

as at 28 February 2022

Audited	Feb 22 Rm	Feb 21 Rm
Assets		
Investments (note 2)	3 257	5 724
Current income tax assets	5	2
Loans and advances	329	129
Trade and other receivables	6	15
Cash, money market investments and other cash equivalents	508	876
Assets held for sale (note 2)	3 174	
Total assets	7 279	6 746
Equity		
Total equity	7 168	6 662
Liabilities		
Deferred income tax liabilities	1	1
Employee benefits	2	4
Trade and other payables	108	79
Total liabilities	111	84
Total equity and liabilities	7 279	6 746
Net asset value per share (cents)	466.1	433.2
Tangible asset value per share (cents)	466.1	433.2

SUMMARY CONSOLIDATED INCOME STATEMENT

for the year ended 28 February 2022

Audited	Feb 22 Rm	Feb 21 ¹ Rm
Net fair value (loss)/gain on investments (note 2)	(40)	119
Investment income (note 2)	86	66
Income		
Gain on deemed disposal and reacquisition of investments (note 2)		660
Other operating income	4	5
Expenses		
Marketing, administration and other expenses	(40)	(27)
Profit before finance costs and taxation	10	823
Finance costs		(49)
Profit before taxation	10	774
Taxation	(12)	(19)
(Loss)/profit for the year from continued operations	(2)	755
Profit for the year from discontinued operations	803	1 720
Profit for the year	801	2 475
Attributable to:		
Continued operations	(2)	755
Discontinued operations	803	1 720
	801	2 475
Earnings per share (refer note 3)		
Attributable – basic (cents)	52.1	152.8
Attributable – diluted (cents)	45.3	146.8

¹ Represented for discontinued operations detailed in note 2.

SUMMARY CONSOLIDATED STATEMENT OF COMPREHENSIVE INCOME

for the year ended 28 February 2022

Audited	Feb 22 Rm	Feb 21 ¹ Rm
Profit for the year	801	2 475
Other comprehensive income for the year, net of taxation	–	536
<i>Items classified to profit or loss</i>		
Reclassification of foreign currency translation reserve		536
Total comprehensive income for the year	801	3 011
Attributable to:		
Continued operations	(2)	1 283
Discontinued operations	803	1 728
	801	3 011

¹ Represented for discontinued operations detailed in note 2.

SUMMARY CONSOLIDATED STATEMENT OF CHANGES IN EQUITY

for the year ended 28 February 2022

Audited	Feb 22 Rm	Feb 21 Rm
Ordinary shareholders' equity at beginning of the year	6 662	7 974
Total comprehensive income for the year	801	3 011
Net movement in treasury shares		35
Transactions with non-controlling interests		(15)
Share buy-back		(426)
Other movements	12	2
Dividends paid	(307)	(3 919)
Ordinary shareholders' equity at end of the year	7 168	6 662
Non-controlling interests at beginning of the year		344
Deemed disposal and reacquisition of investments		(344)
Non-controlling interests at end of the year	–	–
Total equity	7 168	6 662

SUMMARY CONSOLIDATED STATEMENT OF CASH FLOWS

for the year ended 28 February 2022

Audited	Feb 22 Rm	Feb 21¹ Rm
Cash (utilised by)/generated from operations (note 4)	(14)	24
Investment income		
Continued operations	66	59
Discontinued operations	82	16
Finance cost		(47)
Taxation paid	(15)	(16)
Cash flow from operating activities	119	36
Proceeds from disposal of investments		6 716
Additions to investments		(25)
Cash and cash equivalents on deemed disposal of investments		(328)
Loans and advances granted	(180)	(124)
Repayment of loans and advances		3
Cash flow from investing activities	(180)	6 242
Share buy-back		(426)
Treasury shares sold		32
Dividends paid to shareholders of the parent	(307)	(3 919)
Borrowings repaid		(1 500)
Cash flow from financing activities	(307)	(5 813)
Net (decrease)/increase in cash and cash equivalents	(368)	465
Cash and cash equivalents at beginning of the year	876	411
Cash and cash equivalents at end of the year	508	876

¹ Represented for discontinued operations detailed in note 2.

NOTES TO THE SUMMARY CONSOLIDATED FINANCIAL STATEMENTS

for the year ended 28 February 2022

1. BASIS OF PRESENTATION AND ACCOUNTING POLICIES

These summary consolidated financial statements are prepared in accordance with the requirements of the JSE Listings Requirements for summary financial statements, and the requirements of the Companies Act of South Africa, applicable to summary financial statements. The JSE Listings Requirements require reports to be prepared in accordance with the framework concepts and the measurement and recognition requirements of International Financial Reporting Standards ("IFRS") as issued by the International Accounting Standards Board and Financial Pronouncements as issued by the Financial Reporting Standards Council and to also, as a minimum, contain the information required by IAS 34 *Interim Financial Reporting*.

The accounting policies applied in the preparation of these summary consolidated financial statements are in terms of IFRS and are consistent with those applied in the consolidated annual financial statements for the year ended 28 February 2022.

In preparing these summary consolidated financial statements, the significant judgements made by management in applying the group's accounting policies and the key sources of estimation uncertainty related mainly to the fair value of unlisted investments as detailed in detailed in Annexure A.

2. INVESTMENTS, ASSETS HELD FOR SALE AND DISCONTINUED OPERATIONS

It was previously concluded that, with effect from 1 March 2020, Zeder had qualified as an Investment Entity per the IFRS 10 criteria. As a result, on such date, the group's existing subsidiaries (other than direct or indirect wholly-owned head office subsidiaries providing investment activities to Zeder) were deemed to be disposed of and re-acquired at fair value, with the resultant gain or loss being recognised as a non-headline item in the income statement. As required by IFRS 9, in accordance with IFRS 10, Zeder measures and classifies the majority of its financial assets as at fair value through profit or loss, with any resultant gain or loss recognised in investment valuation gains/losses. Fair value is determined in accordance with IFRS 13.

Zeder concluded that it continues to meet the definition of an Investment Entity, as its focus on wealth creation for its shareholders has not changed, and the performance of its investments is measured with reference to the fair value of each investment in Zeder's drive to meet its objective of maximising wealth through capital appreciation, investment income or both.

Statement of financial position items carried at fair value include investments in equity instruments. The group applies a number of methodologies to determine and assess the reasonableness of the investments fair value, which may include the following:

- Earnings multiple, including EV/EBITDA and price/earnings (P/E) multiples.
- Market-related net asset value supported by third party valuations.
- Recent transaction prices, including closing quoted listed share prices.

The primary valuation models utilised for valuing unlisted portfolio investments are the EV/EBITDA multiple model and the market-related net asset value of investments, or a combination of both. The applicable EV/EBITDA multiple used is determined by considering the multiples of comparable listed companies and adjusting the multiple for company specific factors. The market-related net asset value used is dependent on independent third party valuations, using comparable sales within the area, less a cost to sell.

Refer to Annexure A for additional details on valuation inputs, per IFRS 13.

NOTES TO THE SUMMARY CONSOLIDATED FINANCIAL STATEMENTS

for the year ended 28 February 2022 continued

2. INVESTMENTS, ASSETS HELD FOR SALE AND DISCONTINUED OPERATIONS continued Investments and Assets held for sale

Audited	Feb 22 Rm	Feb 21 Rm
Continued operations		
Zaad	2 037	2 010
The Logistics Group		1 325
Capespan	1 053	1 117
Kaap Agri		1 102
Agrivision Africa	146	146
Other	21	24
Total investments	3 257	5 724
Discontinued operations		
The Logistics Group	1 571	
Kaap Agri	1 603	
Total assets held for sale	3 174	–

Audited	Feb 22				Feb 21		
	Fair value 28 Feb 2021 Rm	Fair value gain/(loss) Rm	Fair value 28 Feb 2022 Rm	Investment (dividend) income Rm	Gain/(loss) upon deemed disposal and reacquisition of investments on 1 Mar 2020 ¹ Rm	Fair value gain/(loss) Rm	Investment (dividend) income Rm
Continued operations							
Zaad	2 010	27	2 037		152	(24)	
Capespan	1 117	(64)	1 053	44	582	118	
Agrivision Africa	146		146		(74)	(96)	
Quantum Foods ²			–			120	
Other	24	(3)	21	2		1	1
Total investments	3 297	(40)	3 257	46	660	119	1
Discontinued operations							
Pioneer Foods ²			–		1 297	60	
The Logistics Group ³	1 325	246	1 571	35	(305)	297	
Kaap Agri ³	1 102	501	1 603	47		355	16
Total assets held for sale	2 427	747	3 174	82	992	712	16
	5 724	707	6 431	128	1 652	831	17
Interest income on cash and cash equivalents and loans and advances				40			65
Total investment income				168			82

¹ Gain on deemed disposal and reacquisition of investments due to change in Investment Entity status. As a result, the foreign currency translation reserves accounted for by subsidiaries were recycled to the profit or loss and included in the gain on deemed disposal and reacquisition of investments as well.

² Fair value gain represents fair value gain on disposal of asset held for sale and discontinued operation.

³ The Logistics Group and Kaap Agri classified as a discontinued operation and an asset held for sale during current year. Previous year represented as discontinued operations.

NOTES TO THE SUMMARY CONSOLIDATED FINANCIAL STATEMENTS

for the year ended 28 February 2022 continued

2. INVESTMENTS, ASSETS HELD FOR SALE AND DISCONTINUED OPERATIONS continued Discontinued operations

Disposal of investment in The Logistics Group

Zeder announced on 12 November 2021 that the company, through its wholly-owned subsidiary, Zeder Financial Services, entered into an agreement with, *inter alia*, TLG Midco and TLG Acquisition Holdings, in terms of which Zeder Financial Services will sell all of its shares in the issued share capital of The Logistics Group, comprising 98.22% of The Logistics Group's shares in issue for a disposal consideration of up to R1.57bn. As a result, The Logistics Group was classified as an asset held for sale and a discontinued operation. Subsequent to year-end, Zeder shareholders approved The Logistics Group disposal at a general meeting held on 15 March 2022, with the remaining suspensive conditions being fulfilled thereafter and The Logistics Group disposal being implemented on 31 March 2022.

Unbundling of Kaap Agri shareholding

On 28 February 2022, the Zeder board resolved to unbundle 31 286 956 Kaap Agri shares, comprising approximately 42.2% of the total issued share capital of Kaap Agri, to Zeder shareholders by way of a *pro rata* distribution *in specie*, in the ratio of 1 Kaap Agri share for every 49.22692 Zeder shares held, subject to the condition precedent that the Financial Surveillance Department of the South African Reserve Bank approves the unbundling. As a result, Kaap Agri was classified as an asset held for sale and a discontinued operation. Subsequent to year-end the aforementioned condition precedent was met and the Kaap Agri shareholding was unbundled, effective on 4 April 2022.

Discontinued operations – Income statement

Audited	Feb 22 Rm	Feb 21 Rm
Net fair value gains on investments	747	712
Gain on deemed disposal and reacquisition of investments		992
Investment income	82	16
Transaction cost	(26)	
Profit for the year from discontinued operations	803	1 720

Financial risk factors

The group's activities as an Investment Entity expose it mainly to market risk (including currency risk, cash flow and fair value interest rate risk and price risk), credit risk and liquidity risk applicable, to trade and receivables.

The summary consolidated financial statements do not include all financial risk management information and disclosures set out in the consolidated annual financial statements, and therefore they should be read in conjunction with the consolidated annual financial statements for the year ended 28 February 2022. Risk management continues to be carried out throughout the group under policies approved by the respective boards of directors.

Fair value risk

The information below analyses financial assets and financial liabilities, which are carried at fair value, by level of hierarchy as required by IFRS 13. The different levels in the hierarchy are defined below:

Level 1

The fair value of financial instruments traded in active markets is based on quoted market prices at the reporting date. A market is regarded as active if quoted prices are readily and regularly available from an exchange, dealer, broker, industry group, pricing service, or regulatory agency, and those prices represent actual and regularly occurring market transactions on an arm's length basis. The quoted market price used for financial assets held by the group is the current bid price.

Level 2

Financial instruments that trade in markets that are not considered to be active, but are valued (using valuation techniques) based on quoted market prices, dealer quotations or alternative pricing sources supported by observable inputs are classified within level 2. These include over-the-counter traded financial instruments. As level 2 investments include positions that are not traded in active markets and/or are subject to transfer restrictions, valuations may be adjusted to reflect illiquidity and/or non-transferability, which are generally based on available market information. If all significant inputs in determining an instrument's fair value are observable, the instrument is included in level 2.

Level 3

If one or more of the significant inputs is not based on observable market data, the instrument is included in level 3. Investments classified within level 3 have significant unobservable inputs, as they trade infrequently.

There have been no significant transfers between level 1, 2 or 3 during the period under review and the valuation techniques and inputs used to determine fair values of other financial assets and liabilities are similar to those disclosed in the consolidated annual financial statements for the period ended 28 February 2022.

For additional information in terms of IFRS 13, refer to Annexure A.

NOTES TO THE SUMMARY CONSOLIDATED FINANCIAL STATEMENTS

for the year ended 28 February 2022 continued

2. INVESTMENTS, ASSETS HELD FOR SALE AND DISCONTINUED OPERATIONS continued

The fair value of financial assets and liabilities carried at amortised cost approximates their fair value, while those measured at fair value in the statement of financial position can be summarised as follows:

Audited	Level 1 Rm	Level 2 Rm	Level 3 Rm	Total Rm
28 Feb 2022				
Assets				
Investments			3 257	3 257
Cash and cash equivalents – money market investments	66			66
Assets held for sale – Investments	1 603		1 571	3 174
	1 669		4 828	6 497
Opening balance			4 622	
Fair value gains			206	
28 Feb 2021				
Assets				
Investments	1 102		4 622	5 724
Cash and cash equivalents – money market investments	271			271
	1 373	–	4 622	5 995
Opening balance			29	
Deemed disposal and reacquisition of investments			4 293	
Additions			4	
Fair value gains			296	

There are no financial liabilities measured at fair value (2021: Rnil).

3. HEADLINE EARNINGS AND DIVIDEND PER SHARE

Audited	Feb 22 Rm	Feb 21 Rm
Attributable earnings	801	2 475
Non-headline items	–	(1 832)
<i>Gross and net amounts</i>		
Gain on deemed disposal and reacquisition of investments (note 2)		
Continued operations		(660)
Discontinued operations		(992)
Fair value gain on disposal of assets held for sale (note 2)		
Continued operations		(120)
Discontinued operations		(60)
Headline earnings	801	643
Continued operations	(2)	(25)
Discontinued operations	803	668
During the previous year, the change in Investment Entity status resulted in the non-headline item of R1.65bn, relating to the fair value adjustment to the investment, with effect from 1 March 2020. Refer to investments note 2, for a reconciliation.		
Dilutive earnings		
Headline	700	550
Attributable	700	2 382
Earnings per share (cents)		
Headline (basic)	52.1	39.7
Continued operations	(0.1)	(1.6)
Discontinued operations	52.2	41.3
Headline (diluted)	45.3	33.8
Continued operations	(2.8)	(5.1)
Discontinued operations	48.1	38.9
Attributable (basic)	52.1	152.8
Continued operations	(0.1)	46.6
Discontinued operations	52.2	106.2
Attributable (diluted)	45.3	146.8
Continued operations	(2.8)	43.0
Discontinued operations	48.1	103.8

NOTES TO THE SUMMARY CONSOLIDATED FINANCIAL STATEMENTS

for the year ended 28 February 2022 continued

3. HEADLINE EARNINGS AND DIVIDEND PER SHARE continued

Audited	Feb 22 Rm	Feb 21 Rm
Dividends per share (cents)		
Special dividend per share – declared 13 April 2021, paid on 10 May 2021 (2021: declared on 1 April 2020, paid on 28 April 2020)	20.0	230.0
Number of shares (million)		
In issue	1 543	1 543
In issue (<i>net of treasury shares</i>)	1 538	1 538
Weighted average	1 538	1 619
Diluted weighted average	1 546	1 623

4. CASH (UTILISED BY)/GENERATED FROM OPERATIONS

Audited	Feb 22 Rm	Feb 21 ¹ Rm
Profit before taxation		
Continued operations	10	774
Discontinued operations	803	1 720
Investment income (note 2)		
Continued operations	(86)	(66)
Discontinued operations	(82)	(16)
Finance costs		49
Gain on deemed disposal and reacquisition of subsidiaries (note 2)		
Continued operations		(660)
Discontinued operations		(992)
Net fair value loss/(gain) on investments (note 2)		
Continued operations	40	(119)
Discontinued operations	(747)	(712)
Reversal of impairment		(3)
Other non-cash items	12	(1)
	(50)	(26)
Changes in working capital	36	50
Cash (utilised by)/generated from operations	(14)	24

¹ Represented for discontinued operations detailed in note 2.

5. SEGMENTAL REPORTING

The group is organised in five reportable segments, representing the major investments of the group, mainly Zaad, The Logistics Group, Capespan, Kaap Agri and Agrivision Africa.

All segments operate predominantly in South Africa. However, the group has exposure to operations outside of South Africa through, *inter alia*, Zaad, The Logistics Group, Capespan and Agrivision Africa.

SOTP value remains a key tool used to measure Zeder's performance pursuant to its objective of shareholder wealth creation through, *inter alia*, capital appreciation. In determining the *SOTP value*, JSE-listed investments are valued using quoted market prices, whereas unlisted assets are valued internally using appropriate valuation methods.

The segments' performance can be analysed as set out below and also in Annexure A:

Audited	Fair value gains/ (losses) on investments Rm	Investment (dividend) income Rm	Other income and expenses Rm	Headline earnings Rm	<i>SOTP value</i> Rm
28 Feb 2022					
Continued operations					
Zaad	27		20	47	2 037
Capespan	(64)	44		(20)	1 053
Agrivision Africa				–	146
Other	(3)	2		(1)	21
Discontinued operations					
The Logistics Group	246	35	(26)	255	1 571
Kaap Agri	501	47		548	1 603
Unallocated (mainly head office)			(16)	(16)	
Cash and cash equivalents					508
Other net assets					229
Total				813	7 168
Taxation				(12)	
Profit for the year				801	
Continued operations				(2)	
Discontinued operations				803	
<i>SOTP value</i> per share (rand)					4.66

NOTES TO THE SUMMARY CONSOLIDATED FINANCIAL STATEMENTS

for the year ended 28 February 2022 continued

5. SEGMENTAL REPORTING continued

Audited	Fair value gains/(losses) on investments Rm	Investment (dividend) income Rm	Other income and expenses Rm	Headline earnings Rm	SOTP value Rm
28 Feb 2021					
Continued operations					
Zaad	(24)		6	(18)	2 010
Capespan	118			118	1 117
Agrivision Africa	(96)			(96)	146
Other	1	1		2	24
Discontinued operations					
The Logistics Group	297			297	1 325
KaaP Agri	355	16		371	1 102
Unallocated (mainly head office)			(12)	(12)	
Cash and cash equivalents					876
Other net assets					62
Total				662	6 662
Non-headline items (note 3)				1 832	
Taxation				(19)	
Profit for the year				2 475	
Continued operations				755	
Discontinued operations				1 720	
SOTP value per share (rand)					4.33

6. CAPITAL COMMITMENTS, CONTINGENCIES AND SURETYSHIPS

Capital commitments, contingencies and suretyships similar to those disclosed in the consolidated annual financial statements for the year ended 28 February 2022.

7. RELATED-PARTY TRANSACTIONS

Related-party transactions similar to those disclosed in the consolidated annual financial statements for the year ended 28 February 2022 took place during the year under review, although they will not impact the fair value basis that these financials were compiled on. Included in the group's dividends paid is R150m (2021: R1.7bn) paid to PSG Financial Services (the largest shareholder in the company). During the year, Zeder advanced an additional R180m to Zaad and as at 28 February 2022, the amount of R326m was outstanding. Included in the group's investment income is R20m interest income from Zaad.

8. EVENTS SUBSEQUENT TO THE REPORTING DATE

Subsequent to year-end, the condition precedent regarding the unbundling of the Kaap Agri shareholding, was met and the Kaap Agri shareholding was unbundled, effective on 4 April 2022. In addition, Zeder shareholders approved the disposal of the investment in The Logistics Group at a general meeting held on 15 March 2022, with the remaining suspensive conditions being fulfilled thereafter and The Logistics Group disposal being implemented on 31 March 2022.

Subsequent to year-end, Zeder declared a gross special dividend of 92.5 cents per share (paid on 9 May 2022). Zeder converted the outstanding loan of R330m, as at 30 April 2022 to Zaad into equity via a rights issue.

Apart from the above, the directors are unaware of any matter or event which is material to the financial affairs of the group that has occurred between the end of the reporting year and the date of approval of the summary consolidated financial statements.

ANNEXURE A: SOTP VALUE

for the year ended 28 February 2022

Investment (audited)	Feb 22		Country of incorporation ²	Nature of business	Listed/unlisted	Classification at Feb 2021	SOTP value				Valuation method	Fair value	
	Voting rights ¹ %	Number of shares held m					Feb 21 Rm	Movement Rm	Feb 22 Rm	Portion %		Categorisation	R/share
Continued operations													
Zaad	96.9	33.0	South Africa ³	Specialist agricultural seed and agrochemical company	Unlisted	Subsidiary	2 010	27	2 037	32	EV/EBITDA multiple (note A)	Level 3	61.67
Capespan	94.6	356.9	South Africa ⁴	Fruit marketing and farming	Unlisted	Subsidiary	1 117	(64)	1 053	16	Market-related net asset value underpinned by farming operations including P/E multiple on other operations (note A)	Level 3	2.95
Agrivision Africa	56.0	1.0	Mauritius ⁵	Farming and milling operation	Unlisted	Subsidiary	146		146	2	Market-related net asset value underpinned by farming and milling operations (note A)	Level 3	140.54
Other				Various	Unlisted	Various	24	(3)	21	1	Refer note D	Level 3	
Discontinued operations													
The Logistics Group	98.2	362.4	South Africa ⁶	Integrated logistics provider	Unlisted	Subsidiary	1 325	246	1 571	24	Recent transaction price (note B)	Level 3	4.34
Kaap Agri	42.3	31.3	South Africa ⁶	Retail and agricultural trade services group	Listed	Subsidiary	1 102	501	1 603	25	Closing JSE-listed share price (note C)	Level 1	51.20
Total investments							5 724		6 431	100			
Cash and cash equivalents							876		508				
Other net assets							62		229				
Total SOTP value							6 662		7 168				
SOTP value per share (rand)							4.33		4.66				
Fair value gains/(losses) from investments (note 2)								707					

¹ Voting rights equal economic interests, except for Kaap Agri where economic interest amounts to 44.5%.

² Principal place of business is the country of incorporation, unless otherwise stated.

³ Operating via subsidiaries in Southern Africa, Europe and the Middle East.

⁴ Operating via various subsidiaries throughout the world.

⁵ Operating via subsidiaries in Zambia.

⁶ Operating via subsidiaries in Southern Africa. The Logistics Group and Kaap Agri classified as a discontinued operation and an asset held for sale.

ANNEXURE A: SOTP VALUE

for the year ended 28 February 2022 continued

Valuation inputs: additional details in respect of the investment portfolio entities, per IFRS 13 *Fair Value* disclosure:

Note A – *unlisted investments*:

For an overall description with regards to the valuation methods and judgements applied refer to note 2.

Level 3 unobservable inputs and additional information (audited)	EBITDA Rm	EV/EBITDA multiple ⁷ times	Net debt and cash Rm	Recurring headline earnings ⁸ Rm	P/E multiple ⁷ times	Comparable market prices ⁹ per hectare	Market-related net asset value ¹⁰ Rm	Net company-specific discounts %	Implied P/E multiple times
28 Feb 22									
Zaad ¹¹	379		(1 274)	177					11.0 – 12.0
Seed	240	10.0 – 11.0	(961)	123				2.5	
Chemical	139	6.0 – 7.0	(313)	54				2.5	
Capespan ¹²									
Mainly South African farming assets						R0.2m – R1.1m	1 551	30.0	
Other operations				8	5.0				
Agrivision Africa (USDm) ¹³						\$3 000 – \$6 000	75	75.0	

⁷ EV/EBITDA and P/E ratio's comparable to other similar companies, adjusted for company specific factors that include a combination of liquidity, marketability, and minority/controlling discount/premiums, where applicable.

⁸ Recurring headline earnings is calculated on a see-through basis. The investment's recurring headline earnings is the sum of its effective interest in the recurring headline earnings of each of its underlying operations and represent its sustainable earnings.

⁹ Comparable market prices per hectare include pome, citrus, grapes and maize farm land valuations, obtained from an independent third-party valuator, measured against the comparable sales.

¹⁰ Valuations based on market-related net asset values of underlying assets, determined by reference to the comparable market prices per hectare, adjusted for company specific factors, that include, *inter alia*, liquidity and marketability discounts as well as a net asset value discount attributed to the appetite for primary farming assets and the ability of the company to realise these assets at market-related net asset values. This excludes the fair value of other operations, in the case of Capespan, that is valued on an EV/EBITDA multiple.

¹¹ Represents the 12 months ending 30 June 2021, after the recent change in year-end. The specific sector which Zaad operates in is generally characterised by valuations that translate into high earnings multiples, due to their unique product offerings developed through its own research and development divisions and their widespread presence in international markets. Zaad is earnings generative and thus valued on a EV/EBITDA multiple, comparable to other similar companies, adjusted for company specific factors that include a combination of, *inter alia*, liquidity, marketability, and minority/controlling discount/premiums, where applicable. The Zaad group consists of two divisions which operate on a global scale namely a Seed and Chemical business. It should be noted that the EBITDA include the EBITDA of associates. In terms of the valuation of Zaad, the focus in the calculation of the valuation was on the historical audited financial year end 31 January 2021 and 12 months to 30 June 2021 audited results, but also taking into account the interim 31 December 2021 year to date reported results in comparison to the budget and prior year comparative interim 31 December 2020 results. In addition, the 30 June 2022 management forecasts were also considered, but not a driver of the valuation at Zeder's year end.

¹² Represents the year ended 31 December 2021. Capespan is an asset-heavy business with large Southern African fruit farming operations and an international fruit marketing capability. Capespan has an asset value under-pin, given the number of farms that it owns. Given the asset intense investment and inconsistent earnings, it remains appropriate to value Capespan on a market-related net asset value basis (fair value less cost to sell). These valuations are supported by third party valuations and/or comparable sales, adjusted for company specific factors, that include, *inter alia*, liquidity and marketability discounts as well as a net asset value discount, attributed to the appetite for primary farming assets and the ability of the company to realise these assets at market-related net asset values. Associates of Capespan, which are earnings generative, are valued on a P/E multiple, based on comparable sales of similar associates, adjusted for company specific factors, that include a combination of, *inter alia*, liquidity, marketability, and minority discount. Not included in above table, based on an independent third-party valuer, a valuation of a fruit packing facility with cold storage based on a discounted cash flow model, with the following inputs: Net profit of R18m, represented by affordable net annual rent; capitalisation rate of 11%; and with a property value of R160m. Sensitivity on the capitalisation rate: A 1% increase would result in a R13m decrease and a 1% decrease would result in a R16m increase in estimated value.

¹³ Represents the year ended 31 December 2021. Agrivision Africa is an asset-heavy farming and milling business in Zambia. Given the asset intense investment and lack of consistent earnings, it remains appropriate to value Agrivision Africa on a market related net asset value basis (fair value less cost to sell). These valuations are supported by appropriate third party valuations or by comparable sales, adjusted for company specific factors, that include liquidity and marketability discounts as well as a net asset value discount, attributed to the appetite for primary farming assets and the ability of the company to realise these assets at market-related net asset values. As a result of the constrained operating environment and very few comparable farm sales, a significant discount was applied to the market-related net asset value calculation to take into account the distressed asset nature, rather than going concern.

Note B – unlisted investments – discontinued operations:

Zeder's investment in The Logistics Group was valued at R1.57bn, based on a 100% equity valuation for The Logistics Group of R1.6bn. The total disposal consideration of R1.57bn, comprising of an initial disposal consideration of R1.35bn, which has been received subsequent to year-end, and earn-out payments totalling R218m, payable in cash. The earn-out payments are generally linked to certain extensions and or renewals of agreements and the timing of these extensions cannot be determined upfront even though they are not linked to any profit warranty. Extension/renewal of agreement relating to earn-out payments, amounting to R218m, have been estimated to be concluded in the financial year ending 28 February 2023, but there is no certainty regarding same.

Note C – listed investments:

Kaap Agri is valued using its closing JSE-listed share price.

Note D – other unlisted investments:

Certain equity securities included in other as at the most recent reporting date consisted of the unquoted equity securities. The unquoted equity securities include advances which are linked to equity securities that trade infrequently in over-the-counter markets. In terms of these agreements, the group is entitled to the majority of the increase in the market value of the underlying over-the-counter traded equity securities and the dividends received on these securities. The advances are carried at the fair value of the underlying over-the-counter traded equity securities. The rest include a 32.4% interest in Clean Air Nurseries, an associate, valued at the loans converted to equity during the previous year as this is still a start-up enterprise. The investment in Clean Air Nurseries was impaired in full during the year. As at 28 February 2022, based on the assumption that the over-the-counter prices of the traded equity securities were 20% higher/lower for the full year, the fair value would have been R3m higher/lower than the current fair value.

Post-tax profit sensitivity analysis:

Audited	Increase Rm	Decrease Rm
28 Feb 2022		
Closing JSE-listed share price (5%)	80	(80)
EV/EBITDA (1x)	379	(379)
Multiple discounts (5%)	15	(15)
Comparable market prices per hectare (10%)	78	(78)
Net asset value discounts (5%)	(60)	60

The change in valuation disclosed in the above tables shows the relative increase or decrease in the input variables deemed to be subject to the most judgement and estimate, and respective impact on the fair value presented in the summary consolidated financial statements. An increase in the EBITDA multiple and control premium inputs, would lead to an increase in the estimated value. However an increase in the discount due to the lack of liquidity and market ability and minority discount inputs, would lead to a decrease in the estimated value. An increase in the comparable market prices per hectare, would lead to an increase in the estimated value. However an increase in the net asset value discount, would lead to a decrease in the estimated value.

ANNEXURE B – SHAREHOLDER ANALYSIS

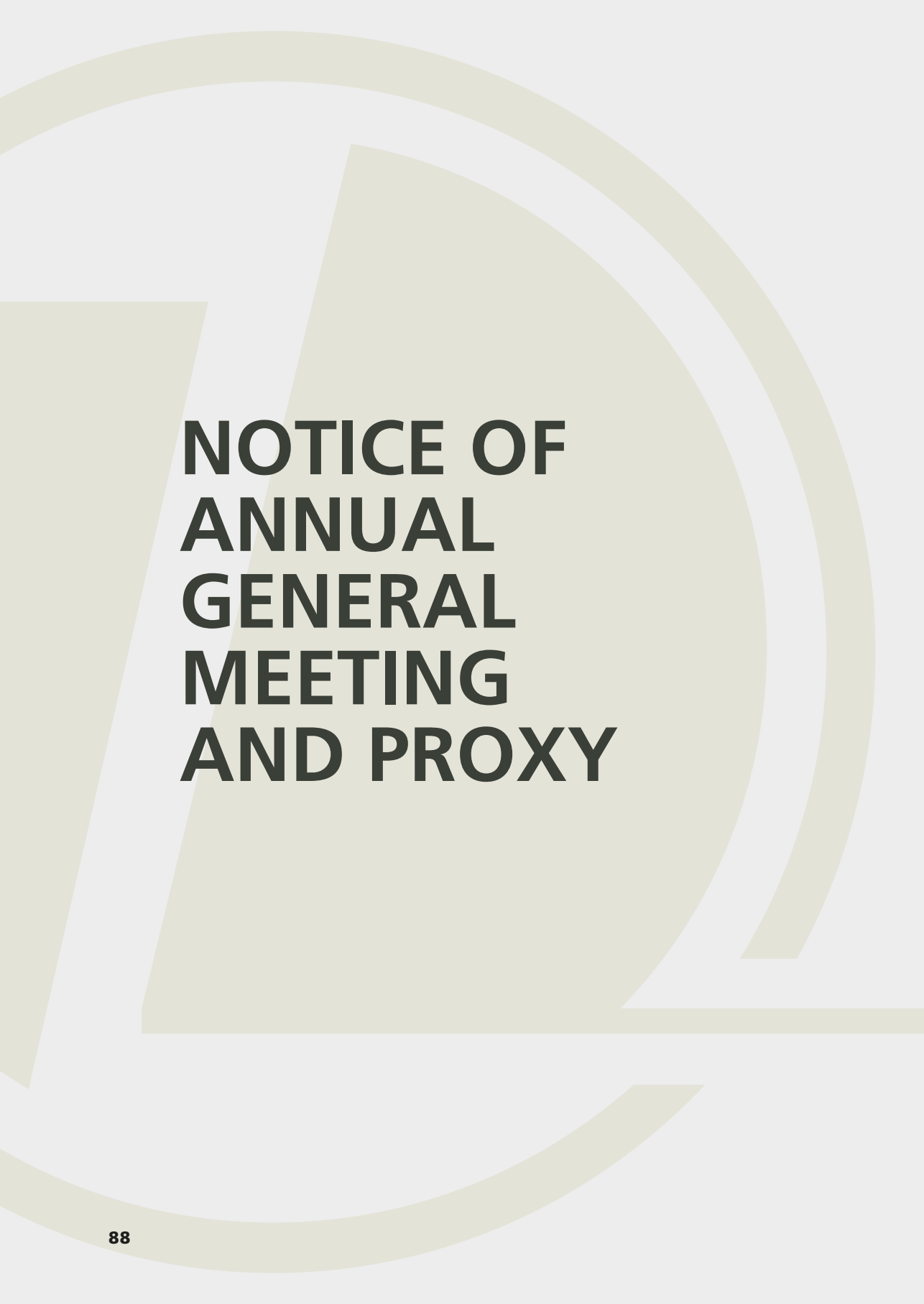
for the year ended 28 February 2022

GROUP (unaudited)	Shareholders		Shares held	
	Number	%	Number	%
Range of shareholding				
1 – 20 000	10 450	81.3	32 652 096	2.1
20 001 – 50 000	1 039	8.1	34 601 193	2.2
50 001 – 100 000	589	4.6	43 050 528	2.8
100 001 – 500 000	577	4.5	125 412 636	8.2
500 001 – 1 000 000	90	0.7	62 551 131	4.1
Over 1 000 000	102	0.8	1 239 991 303	80.6
	12 847	100.0	1 538 258 885	100.0
Treasury shares				
– Employee share scheme	1		5 001 469	
	12 848		1 543 260 354	
Public and non-public shareholding				
Non-public				
– Directors ¹	4	0.1	1 254 821	0.1
– PSG Financial Services Limited	1		748 354 891	48.6
Public	12 842	99.9	788 649 173	51.3
	12 847	100.0	1 538 258 885	100.0
Major shareholders holding 5% or more of shares in issue (net of treasury shares) at 28 February 2022				
PSG Financial Services Limited (wholly-owned subsidiary of ultimate holding company, PSG Group Limited)			748 354 891	48.6
Public Investment Corporation (including Government Employees Pension Fund) ²			142 320 366	9.3
Coronation Asset Management Proprietary Limited ²			80 553 241	5.2
			971 228 498	63.1

¹ Refer to the directors' report for further details on the directors' shareholdings.

² The shareholding includes shares held directly or indirectly by the entity and/or its clients.





NOTICE OF ANNUAL GENERAL MEETING AND PROXY

NOTICE OF ANNUAL GENERAL MEETING

Notice is hereby given of the annual general meeting of ordinary shareholders of Zeder Investments Limited ("**Zeder**" or "**the company**") to be conducted entirely through electronic communication on Wednesday, 20 July 2022, at 10:00 am ("**the AGM**"), as contemplated in section 63(2)(a) of the Companies Act, No. 71 of 2008, as amended ("**the Companies Act**").

Refer to the *Electronic participation and voting* section of this notice of AGM for more detail.

PURPOSE OF THE AGM

The purpose of the AGM is to transact the business set out in the agenda below.

AGENDA OF THE AGM

Presentation of the audited annual financial statements of the company, including the remuneration report and the reports of the directors and the audit and risk committee for the year ended 28 February 2022.

The annual report, of which this notice forms part, contains the summary consolidated financial statements and the aforementioned reports. The consolidated annual financial statements, including the unmodified audit opinion, are available on Zeder's website at www.zeder.co.za or a copy may be requested and obtained in person, at no charge, at the registered office of Zeder during office hours. In addition, electronic copies of the consolidated annual financial statements may be requested and obtained, at no charge, from the company at cosec@zeder.co.za.

To consider and, if deemed fit, approve, with or without modification, the following ordinary resolutions:

Note:

For ordinary resolutions numbers 1 to 8 (inclusive) to be adopted, more than 50% of the voting rights exercised on the applicable ordinary resolution must be exercised in favour thereof. For ordinary resolution number 9 to be adopted, at least 75% of the voting rights exercised on the applicable ordinary resolution must be exercised in favour thereof.

1. RETIREMENT AND RE-ELECTION OF DIRECTORS

1.1 Ordinary resolution number 1

"Resolved that Mr CA Otto, who retires by rotation in terms of the memorandum of incorporation of the company and, being eligible, offers himself for re-election, be and is hereby re-elected as director."

Summary curriculum vitae of Mr CA ("Chris") Otto

Chris graduated BCom LLB from Stellenbosch University and is a founding member of both PSG Group and Capitec. He currently serves on the boards of various companies as a non-executive director, including PSG Group, Capitec, Kaap Agri and Distell.

1.2 Ordinary resolution number 2

"Resolved that Mrs NS Mjoli-Mncube, who retires by rotation in terms of the memorandum of incorporation of the company and, being eligible, offers herself for re-election, be and is hereby re-elected as director."

Summary curriculum vitae of Mrs NS ("Nonhlanhla") Mjoli-Mncube

Nonhlanhla attended the Massachusetts Institute of Technology and Aspen Global Leadership Institute, USA, and holds an MA (City and Regional Planning). She is the former economic advisor to the Presidency and former deputy chair of the Construction Industry Development Board. Nonhlanhla serves on the boards of several listed companies and has held executive positions. She is also a recipient of the SABC Businesswoman of the Year Award and currently manages her own construction company.

The reason for ordinary resolutions numbers 1 and 2 is that the memorandum of incorporation of the company, the JSE Limited Listings Requirements ("**JSE Listings Requirements**") and, to the extent applicable, the Companies Act require that a component of the non-executive directors rotate at every annual general meeting of the company and, being eligible, may offer themselves for re-election as directors.

NOTICE OF ANNUAL GENERAL MEETING

continued

2. RE-APPOINTMENT OF THE MEMBERS OF THE AUDIT AND RISK COMMITTEE OF THE COMPANY

Note:

For avoidance of doubt, each reference to the audit and risk committee of the company is a reference to the audit committee as contemplated in the Companies Act.

2.1 Ordinary resolution number 3

"Resolved that Mrs S Cassiem, being eligible, be and is hereby re-appointed as a member of the audit and risk committee of the company, as recommended by the board of directors of the company, until the next annual general meeting of the company."

Summary curriculum vitae of Mrs S ("Shameema") Cassiem

Shameema is a Chartered Accountant (South Africa) and holds a B Comm Honours degree and a Post Graduate Diploma in Advanced Taxation. She has over 20 years' experience, primarily in the financial services industry and, amongst others, served as chief financial officer of Thembeke Capital. She has served on the boards of listed and unlisted companies, as well as on various audit committees.

2.2 Ordinary resolution number 4

"Resolved that, subject to the approval of ordinary resolution number 1, Mr CA Otto, being eligible, be and is hereby re-appointed as a member of the audit and risk committee of the company, as recommended by the board of directors of the company, until the next annual general meeting of the company."

Summary curriculum vitae of Mr CA ("Chris") Otto

A summary of Chris' curriculum vitae has been included at paragraph 1.1 above.

2.3 Ordinary resolution number 5

"Resolved that, subject to the approval of ordinary resolution number 2, Mrs NS Mjoli-Mncube, being eligible, be and is hereby re-appointed as a member of the audit and risk committee of the company, as recommended by the board of directors of the company, until the next annual general meeting of the company."

Summary curriculum vitae of Mrs NS ("Nonhlanhla") Mjoli-Mncube

A summary of Nonhlanhla's curriculum vitae has been included at paragraph 1.2 above.

The reason for ordinary resolutions numbers 3 to 5 (inclusive) is that the company, being a public listed company, must appoint an audit committee and the Companies Act requires that the members of such audit committee be appointed, or re-appointed, as the case may be, at each annual general meeting of a company.

3. RE-APPOINTMENT OF AUDITOR

Ordinary resolution number 6

"Resolved that Deloitte & Touche be and is hereby re-appointed as auditor of the company for the ensuing financial year or until the next annual general meeting of the company, whichever is the later, with the designated auditor being Mr JHW de Kock, as registered auditor and partner in the firm, on the recommendation of the audit and risk committee of the company."

The reason for ordinary resolution number 6 is that the company, being a public listed company, must have its annual financial results audited and such auditor must be appointed or re-appointed, as the case may be, each year at the annual general meeting of the company, as required by the Companies Act and the JSE Listings Requirements.

4. NON-BINDING ENDORSEMENT OF ZEDER'S REMUNERATION POLICY

Ordinary resolution number 7

"Resolved that the company's remuneration policy, as set out on pages 34 to 40 of the annual report to which this notice of AGM is annexed, be and is hereby endorsed by way of a non-binding advisory vote."

The reason for ordinary resolution number 7 is that the King IV Report on Corporate Governance™ for South Africa, 2016 ("**King IV™**") recommends, and the JSE Listings Requirements require, that the remuneration policy of a company be tabled for a non-binding advisory vote by shareholders at each annual general meeting of the company. This enables shareholders to express their views on the remuneration policy adopted by the company's remuneration committee of the company. The effect of ordinary resolution number 7, if passed, will be to endorse the company's remuneration policy. Ordinary resolution number 7 is of an advisory nature only and failure to pass this resolution will therefore not have any legal consequences relating to existing remuneration agreements. However, the board will take the outcome of the vote into consideration when considering amendments to the company's remuneration policy.

5. NON-BINDING ENDORSEMENT OF ZEDER'S IMPLEMENTATION REPORT ON THE REMUNERATION POLICY

Ordinary resolution number 8

"Resolved that the company's implementation report with regard to its remuneration policy, as set out on pages 41 to 49 of the annual report to which this notice of AGM is annexed, be and is hereby endorsed by way of a non-binding advisory vote."

The reason for ordinary resolution number 8 is that King IV™ recommends, and the JSE Listings Requirements require, that the implementation report on a company's remuneration policy be tabled for a non-binding advisory vote by shareholders at each annual general meeting of the company. This enables shareholders to express their views on the implementation of a company's remuneration policy. The effect of ordinary resolution number 8, if passed, will be to endorse the company's implementation report in relation to its remuneration policy. Ordinary resolution number 8 is of an advisory nature only and failure to pass this resolution will therefore not have any legal consequences relating to existing remuneration agreements. However, the board will take the outcome of the vote into consideration when considering amendments to the implementation of the company's remuneration policy.

Note:

Should 25% or more of the votes exercised in respect of ordinary resolution number 7 or ordinary resolution number 8 be against either resolution, or both resolutions, the company will issue an invitation to those shareholders who voted against the applicable resolution to engage with the company.

NOTICE OF ANNUAL GENERAL MEETING

continued

6. GENERAL AUTHORITY TO ISSUE SHARES FOR CASH

Ordinary resolution number 9

"Resolved that the directors of the company be and are hereby authorised, by way of a general authority, to allot and issue any of the company's unissued shares for cash as they in their discretion may deem fit, without restriction, subject to the provisions of the company's memorandum of incorporation, the Companies Act and the JSE Listings Requirements, provided that:

- the approval shall be valid until the date of the next annual general meeting of the company, provided it shall not extend beyond 15 months from the date of this resolution;
- the general issues of shares for cash under this authority may not exceed, in aggregate, 5% of the company's issued share capital (number of securities) of that class as at the date of this notice of AGM, it being recorded that ordinary shares issued pursuant to a rights offer to shareholders, shares issued in connection with the Zeder Group Share Incentive Trust ("**the Trust**") or options granted by the Trust in accordance with the JSE Listings Requirements shall not diminish the number of ordinary shares that comprise the 5% of the ordinary shares that can be issued in terms of this ordinary resolution. As at the date of this notice of AGM, 5% of the issued ordinary shares (*net of treasury shares*) of the company amounts to 76 912 944 ordinary shares;
- in determining the price at which an issue of shares will be made in terms of this authority the maximum discount permitted will be 10% of the weighted average traded price of such shares, as determined over the 30 business days prior to the date that the price of the issue is agreed between the company and the party subscribing for the securities. The JSE Limited ("**JSE**") will be consulted for a ruling if the securities have not traded in such 30-business-day period;
- any such issue will only be made to public shareholders, as defined in paragraphs 4.25 to 4.27 of the JSE Listings Requirements, and not to related parties, save therefore that related parties may participate in a general issue for cash through a bookbuild process provided that (i) related parties may only participate with a maximum bid price at which they are prepared to take-up shares or at book close price. In the event of a maximum bid price and the book closes at a higher price the relevant related party will be "out of the book" and not be allocated shares; and (ii) equity securities must be allocated equitably "in the book" through the bookbuild process and the measures to be applied must be disclosed in the SENS announcement launching the bookbuild;
- any such issue will only be comprised of securities of a class already in issue or, if this is not the case, will be limited to such securities or rights that are convertible into a class already in issue; and
- in the event that the securities issued represent, on a cumulative basis, 5% or more of the number of securities in issue prior to that issue, an announcement containing the full details of such issue shall be published on the Stock Exchange News Service of the JSE."

For listed entities wishing to issue shares for cash (other than issues by way of rights offers, in consideration for acquisitions and/or in connection with duly approved share incentive schemes), it is necessary for the board of the company to obtain the prior authority of the shareholders in accordance with the JSE Listings Requirements and the memorandum of incorporation of the company. Accordingly, the reason for ordinary resolution number 9 is to obtain a general authority from shareholders to issue shares for cash in compliance with the JSE Listings Requirements and the memorandum of incorporation of the company.

Note:

For this resolution to be adopted, at least 75% of the voting rights exercised on it, whether in person or by proxy, must be exercised in favour of this resolution.

To consider and, if deemed fit, pass, with or without modification, the following special resolutions:

Note:

For any of the special resolutions numbers 1 to 4 (inclusive) to be adopted, at least 75% of the voting rights exercised on the applicable special resolution must be exercised in favour thereof.

7. REMUNERATION OF NON-EXECUTIVE DIRECTORS

"Resolved, in terms of section 66(9) of the Companies Act, that the company be and is hereby authorised to remunerate its directors for their services as directors on the basis set out below, provided that this authority will be valid until the next annual general meeting of the company:

	Proposed annual remuneration ^{1,2,3} Feb 2023 R
Board	
Chairman fee	551 250
Member	303 188
Audit and Risk Committee	
Chairman fee	212 231
Member	181 913
Remuneration Committee	
Chairman fee	90 578
Member	60 638

¹ With effect from 1 March 2022.

² No fees are payable in respect of the Zeder Social and Ethics Committee and Nomination Committee.

³ Proposed annual remuneration excludes VAT."

The reason for special resolution number 1 is to allow the company to obtain the approval of shareholders by way of a special resolution for the payment of remuneration to its non-executive directors in accordance with the requirements of the Companies Act.

The effect of special resolution number 1, if passed, is that the company will be able to pay its non-executive directors for the services they render to the company as directors without requiring further shareholder approval until the next annual general meeting of the company.

8. INTER-COMPANY FINANCIAL ASSISTANCE

8.1 Special resolution number 2: Inter-company financial assistance

"Resolved, in terms of section 45(3)(a)(ii) of the Companies Act, as a general approval, that the board of the company be and is hereby authorised to approve that the company provides any direct or indirect financial assistance ("**financial assistance**" will herein have the meaning attributed to it in section 45(1) of the Companies Act) that the board of the company may deem fit to any company or corporation that is related or inter-related ("**related**" and "**inter-related**" will herein have the meanings attributed to them in section 2 of the Companies Act) to the company, on the terms and conditions and for amounts that the board of the company may determine, provided that the aforementioned approval shall be valid until the date of the next annual general meeting of the company."

The reason for and effect, if passed, of special resolution number 2 is to grant the directors of the company the authority, until the next annual general meeting of the company, to provide direct or indirect financial assistance to any company or corporation which is related or inter-related to the company. This means that the company is, *inter alia*, authorised to grant loans to its subsidiaries and to guarantee the debt of its subsidiaries.

NOTICE OF ANNUAL GENERAL MEETING

continued

8.2 Special resolution number 3: Financial assistance for the subscription and/or purchase of shares in the company or a related or inter-related company

"Resolved, in terms of section 44(3)(a)(ii) of the Companies Act, as a general approval, that the board of the company be and is hereby authorised to approve that the company provides any direct or indirect financial assistance ("**financial assistance**" will herein have the meaning attributed to it in sections 44(1) and 44(2) of the Companies Act) that the board of the company may deem fit to any person, including any company or corporation that is related or inter-related to the company ("**related**" and "**inter-related**" will herein have the meanings attributed to them in section 2 of the Companies Act) and/or to any financier who provides funding by subscribing for preference shares or other securities in the company or any company, on the terms and conditions and for amounts that the board of the company may determine for the purpose of, or in connection with the subscription of any option, or any shares or other securities, issued or to be issued by the company or a related or inter-related company or corporation, or for the purchase of any shares or securities of the company or of a related or inter-related company or corporation, provided that the aforementioned approval shall be valid until the date of the next annual general meeting of the company."

The reason for and effect, if passed, of special resolution number 3 is to grant the directors the authority, until the next annual general meeting of the company, to provide financial assistance to any person, including any company or corporation which is related or inter-related to the company and/or any financier, for the purpose of or in connection with the subscription or purchase of options, shares or other securities in the company or any related or inter-related company or corporation. This means that the company is authorised, *inter alia*, to grant loans to its subsidiaries and to guarantee and furnish security for the debt of its subsidiaries where any such financial assistance is directly or indirectly related to a party subscribing for options, shares or securities in the company or its subsidiaries. A typical example of where the company may rely on this authority is where a wholly-owned subsidiary raises funds by way of issuing preference shares and the third-party funder requires the company to furnish security, by way of a guarantee or otherwise, for the obligations of its wholly-owned subsidiary to the third-party funder arising from the issue of the preference shares. The company has no immediate plans to use this authority and is simply obtaining same in the interests of prudence and good corporate governance should the unforeseen need arise to use the authority.

In terms of and pursuant to the provisions of sections 44 and 45 of the Companies Act, the directors of the company confirm that the board will satisfy itself, after considering all reasonably foreseeable financial circumstances of the company, that immediately after providing any financial assistance as contemplated in special resolutions numbers 2 and 3 above:

- the assets of the company (fairly valued) will equal or exceed the liabilities of the company (fairly valued) (taking into consideration the reasonably foreseeable contingent assets and liabilities of the company); and
- the company will be able to pay its debts as they become due in the ordinary course of business for a period of 12 months.

In addition, prior to providing any financial assistance under special resolutions numbers 2 and 3, the board of directors will satisfy itself that:

- the terms under which any financial assistance is proposed to be provided, will be fair and reasonable to the company; and
- all relevant conditions and restrictions (if any) relating to the granting of financial assistance by the company as contained in the company's memorandum of incorporation have been met.

9. SHARE REPURCHASES BY THE COMPANY AND ITS SUBSIDIARIES

Special resolution number 4

"Resolved, as a special resolution, that the company and the subsidiaries of the company be and are hereby authorised, as a general approval, to repurchase any of the shares issued by the company, upon such terms and conditions and in such amounts as the directors may from time to time determine, but subject to the provisions of sections 46 and 48 of the Companies Act, the memorandum of incorporation of the company and the JSE Listings Requirements, including, *inter alia*, that:

- the general repurchase of the shares may only be implemented through the order book operated by the JSE trading system and done without any prior understanding or arrangement between the company and the counterparty;
- this general authority shall only be valid until the next annual general meeting of the company, provided that it shall not extend beyond 15 months from the date of this resolution;
- an announcement must be published as soon as the company has acquired shares constituting, on a cumulative basis, 3% of the number of shares in issue on the date that this authority is granted, containing full details thereof, as well as for each 3% in aggregate of the initial number of shares in issue acquired thereafter;
- the general authority to repurchase is limited to a maximum of 20%, in aggregate, in any one financial year of the company's issued share capital of that class at the time the authority is granted;
- a resolution has been passed by the board of directors approving the repurchase, that the company and its subsidiaries ("**the group**") has satisfied the solvency and liquidity test as defined in the Companies Act, and that since the solvency and liquidity test was applied, there have been no material changes to the financial position of the group;
- the general repurchase is authorised by the company's memorandum of incorporation;
- repurchases must not be made at a price more than 10% above the weighted average of the market value of the shares for the five business days immediately preceding the date that the transaction is effected. The JSE will be consulted for a ruling if the company's securities have not traded in such five-business-day period;
- the company may at any point in time only appoint one agent to effect any repurchase(s) on the company's behalf; and
- the company may not effect a repurchase during any prohibited period as defined in terms of the JSE Listings Requirements unless there is a repurchase programme in place, which programme has been submitted to the JSE in writing prior to the commencement of the prohibited period and executed by an independent third party, as contemplated in terms of paragraph 5.72(h) of the JSE Listings Requirements."

The reason for and effect, if passed, of special resolution number 4 is to grant the directors a general authority in terms of the company's memorandum of incorporation and the JSE Listings Requirements for the acquisition by the company or by a subsidiary of the company of shares issued by the company on the basis reflected in special resolution number 4. This authority will provide the board with the necessary flexibility to repurchase shares in the market, should a favourable opportunity arise and it be in the best interest of the company to do so.

In terms of section 48(2)(b)(i) of the Companies Act, subsidiaries may not hold more than 10%, in aggregate, of the number of the issued shares of a company. For the avoidance of doubt, a *pro rata* repurchase by the company from all its shareholders; and (ii) intra-group repurchases by the Company of its shares from wholly-owned subsidiaries, share incentive schemes pursuant to Schedule 14 of the JSE Listings Requirements and/or nondilutive share incentive schemes controlled by the Company, where such repurchased shares are to be cancelled will not require shareholder approval, save as may be required by the Companies Act.

NOTICE OF ANNUAL GENERAL MEETING

continued

OTHER BUSINESS

To transact such other business as may be transacted at an annual general meeting or raised by shareholders with or without advance notice to the company.

Information relating to the special resolutions

1. The directors of the company or its subsidiaries will only utilise the general authority to repurchase shares of the company as set out in special resolution number 4 to the extent that the directors, after considering the maximum number of shares to be repurchased, are of the opinion that the position of the group would not be compromised as to the following:
 - the company and the group's ability in the ordinary course of business to pay its debts for a period of 12 months after the date of this notice of AGM and for a period of 12 months after the repurchase;
 - the consolidated assets of the company and the group (fairly valued) will at the time of this notice of AGM and at the time of making such determination, and for a period of 12 months thereafter, be in excess of the consolidated liabilities of the company and the group (fairly valued);
 - the ordinary capital and reserves of the company and the group after the repurchase will remain adequate for the purpose of the business of the group for a period of 12 months after this notice of AGM and after the date of the share repurchase; and
 - the working capital available to the group after the repurchase will be sufficient for the group's ordinary business purposes for a period of 12 months after the date of the notice of the AGM and for a period of 12 months after the date of the share repurchase.

General information in respect of major shareholders, material changes since 28 February 2022 and the share capital of the company is contained in the annual report of which this notice forms part, as well as the full set of annual financial statements, which are available on Zeder's website at www.zeder.co.za or which may be requested and obtained in person, at no charge, at the registered office of Zeder during office hours. Electronic copies of the consolidated annual financial statements may be requested and obtained, at no charge, from the company at cossec@zeder.co.za.

2. The directors, whose names appear on page 5 of the annual report of which this notice forms part, collectively and individually accept full responsibility for the accuracy of the information given and certify that to the best of their knowledge and belief there are no facts that have been omitted which would make any statement false or misleading, and that all reasonable enquiries to ascertain such facts have been made and that this notice of AGM contains all information required by law and the JSE Listings Requirements.
3. Special resolutions numbers 1 to 4 are renewals of resolutions taken at the previous AGM held on 14 July 2021.

RECORD DATES, VOTING AND PROXIES

1. The AGM will be conducted virtually, giving shareholders the opportunity to attend and participate in the AGM using a compatible smartphone, tablet or computer.
2. Although voting will be permitted by way of electronic communication, shareholders are encouraged to submit votes by proxy before the AGM.
3. The date on which shareholders must be recorded as such in the share register maintained by Computershare Investor Services (Pty) Ltd ("**transfer secretary**") of the company ("**share register**") for purposes of being entitled to receive this notice is Friday, 3 June 2022.
4. The date on which shareholders must be recorded in the share register for purposes of being entitled to participate electronically and vote at the AGM is Friday, 15 July 2022, with the last day to trade being Tuesday, 12 July 2022.
5. In terms of section 63(1) of the Companies Act, all AGM participants will be required to provide identification reasonably satisfactory to the transfer secretaries, as follows:
 - 5.1. participants pre-registering to participate in the AGM using the online registration method, by uploading the relevant documentation via the online registration portal; or
 - 5.2. participants pre-registering to participate in the AGM by submitting the written application, by submitting the relevant documentation by e-mail.
6. The transfer secretaries must be reasonably satisfied that the right of that person to participate in, speak and vote at the AGM as a shareholder, as proxy or as a representative of a shareholder, has been reasonably verified. Accepted forms of identification include South African drivers' licenses, green barcoded identity documents or barcoded identification smart cards issued by the South African Department of Home Affairs, as well as passports.
7. A shareholder entitled to participate electronically and vote at the AGM is entitled to appoint one or more proxies to participate, speak and vote in his/her stead. A proxy need not be a shareholder of Zeder. A Proxy, which sets out the relevant instructions for its completion, is attached to this notice of AGM for use by certificated shareholders and dematerialised shareholders with own name registration who wish to be represented at the AGM. Completion of the proxy will not preclude such shareholder from participating electronically and voting (to the exclusion of that shareholder's proxy) at the AGM.
8. The instrument appointing a proxy and the authority (if any) under which it is signed must reach the transfer secretaries, at the addresses given below, to be received by them preferably by no later than 10:00 am on Monday, 18 July 2022, for administrative purposes, provided that any proxy not delivered to the transfer secretaries by this time may be emailed to the transfer secretaries (who will provide same to the chairman of the AGM) at any time before the appointed proxy exercises any shareholder rights at the AGM.
9. Dematerialised shareholders who are not own-name dematerialised shareholders who wish to participate electronically in the AGM, will need to request their CSDP or broker to provide them with the necessary letter of representation in terms of their custody agreement entered into between such shareholder and the CSDP or broker.
10. Dematerialised shareholders who are not own-name dematerialised shareholders who do not wish to participate electronically in the AGM but who wish to be represented at the AGM, must advise their CSDP or broker of their voting instructions in terms of the custody agreement entered into between themselves and the CSDP or broker in the manner and time stipulated therein.
11. Shareholders participating electronically, or represented by proxy or authorised representative shall on a poll have one vote in respect of each share held.

NOTICE OF ANNUAL GENERAL MEETING

continued

ELECTRONIC PARTICIPATION AND VOTING

1. In order to attend at the AGM and participate electronically thereat, shareholders must pre-register with the transfer secretaries by either:
 - 1.1. registering online using the online registration portal at <https://meetnow.global/za>, by no later than 10:00 am on Monday, 18 July 2022, for administrative purposes, in order for the transfer secretaries to arrange the participation of the shareholder at the AGM and for the transfer secretaries to provide the shareholder with the details as to how to access the AGM by means of electronic participation. Shareholders may still register online to participate in and/or vote electronically at the AGM after this date, provided, however, that for those shareholders to participate in and/or vote electronically at the AGM those shareholders must be verified and registered (as required in terms of section 63(1) of the Companies Act by uploading their relevant verification documentation) before the commencement of the AGM; or
 - 1.2. making a written application to so participate, by email to proxy@computershare.co.za, so as to be received by the transfer secretaries, for administrative purposes only, by no later than 10:00 am on Monday, 18 July 2022, in order for the transfer secretaries to arrange such participation for the shareholder and for the transfer secretaries to provide the shareholder with the details as to how to access the AGM by means of electronic participation. Shareholders may still register/apply to participate in and/or vote electronically at the AGM after this date, provided, however, that those shareholders are verified (as required in terms of section 63(1) of the Companies Act) and are registered at the commencement of the AGM.
2. Shareholders will thereafter be required to connect to the AGM through <https://meetnow.global/za> and following the relevant prompts. Shareholders are referred to the "Electronic Participation Meeting Guide" attached to this notice of AGM for further instructions relating to the electronic participation.
3. The transfer secretaries will by no later than 5:00 pm on Tuesday, 19 July 2022 notify eligible shareholders of the invitation code through which eligible shareholders can participate electronically in and/or vote at the AGM.
4. In-person registration of AGM participants will not be permitted.
5. Shareholders will be liable for their own network charges in relation to electronic participation in and/or voting at the AGM. Any such charges will not be for the account of Zeder and/or the transfer secretaries. None of Zeder and/or the transfer secretaries and/or service providers can be held accountable in the case of loss of network connectivity or other network failure due to insufficient airtime, internet connectivity, internet bandwidth and/or power outages which prevent any such Shareholder from participating in and/or voting at the AGM.
6. **Electronic voting at the AGM**
 - 6.1. Shareholders connecting to the AGM electronically will be able to participate in the AGM. Voting will be conducted by poll and shareholders will be able to cast their vote electronically at the AGM.
 - 6.2. Shareholders are also encouraged to submit any questions to Zeder's company secretary prior to the AGM, by no later than 5:00 pm on Tuesday, 19 July 2022, at cosec@zeder.co.za. These questions will be addressed at the AGM.
 - 6.3. All eligible shareholders will be entitled to participate electronically in the AGM and to vote (or abstain from voting) on the resolutions proposed at the AGM.

By order of the board



Zeder Corporate Services (Pty) Ltd
Per L van der Merwe
Company secretary

10 June 2022
Stellenbosch

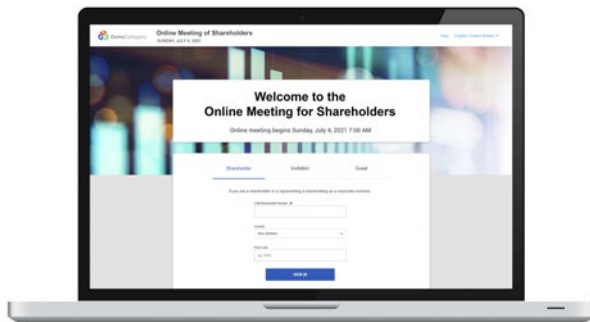
HOW TO PARTICIPATE IN VIRTUAL MEETINGS

Attending the meeting online

Our online meetings provide you with the opportunity to participate online using your smartphone, tablet or computer.

You will be able to view a live webcast of the meeting, ask questions and submit your votes in real time.

You will need the latest version of Chrome, Safari, Edge or Firefox. Please ensure your browser is compatible.



Visit <https://meetnow.global/za>



Access

Access the online meeting at <https://meetnow.global/za>, select the applicable meeting from the drop down option. Click 'JOIN MEETING NOW'.

If you are a shareholder:

Select 'Invitation' on the login screen and enter the applicable information as per your invitation. Accept the Terms and Conditions and click Continue.

If you are a guest:

Select 'Guest' on the login screen. As a guest, you will be prompted to complete all the relevant fields, including title, first name, last name and email address.

Please note, guests will not be able to ask questions or vote at the meeting.

If you are a proxy holder:

You will receive an email invitation the day before the meeting to access the online meeting. Click on the link in the invitation to access the meeting.

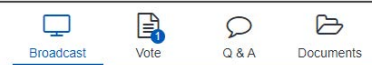
Contact



If you have any issues accessing the website please email proxy@computershare.co.za.



Navigation



When successfully authenticated, the home screen will be displayed. You can watch the webcast, vote, ask questions, and view meeting materials in the documents folder. The image highlighted blue indicates the page you have active.

The webcast will appear and begin automatically once the meeting has started.



Voting

Resolutions will be put forward once voting is declared open by the Chair. Once the voting has opened, the resolution and voting options will appear.

To vote, simply select your voting direction from the options shown on screen. You can vote for all resolutions at once or by each resolution.

Your vote has been cast when the green tick appears. To change your vote, select 'Change Your Vote'.



Q&A

Any eligible shareholder/proxy attending the meeting remotely is eligible to ask a question.

Select the Q&A tab and type your question into the box at the bottom of the screen and press 'Send'.





(Incorporated in the Republic of South Africa)
 (Registration number 2006/019240/06)
 JSE share code: ZED
 ISIN code: ZAE000088431
 LEI: 37890022AF5FD117D649
 ("Zeder" or "the company")

FORM OF PROXY – FOR USE BY CERTIFICATED AND OWN-NAME DEMATERIALIZED SHAREHOLDERS ONLY

For use at the annual general meeting of ordinary shareholders of the company to be conducted entirely through electronic communication on Wednesday, 20 July 2022, at 10:00 am ("the AGM").

I/We (full name in print) _____

being the registered holder of _____ ordinary shares hereby appoint:

of (address) _____

1. _____ or failing him/her,

2. _____ or failing him/her,

3. the chairman of the AGM,

as my/our proxy to participate, speak and vote on my/our behalf at the AGM for purposes of considering and, if deemed fit, passing, with or without modification, the ordinary resolutions and special resolutions to be proposed thereat and at each adjournment thereof and to vote for and/or against the resolutions and/or abstain from voting in respect of the shares registered in my/our name(s) in accordance with the following instructions (see Notes):

		Number of shares		
		In favour of	Against	Abstain
1.1	Ordinary resolution number 1: To re-elect Mr CA Otto as director			
1.2	Ordinary resolution number 2: To re-elect Mrs NS Mjoli-Mncube as director			
2.1	Ordinary resolution number 3: To re-appoint Mrs S Cassiem as a member of the audit and risk committee			
2.2	Ordinary resolution number 4: To re-appoint Mr CA Otto as a member of the audit and risk committee			
2.3	Ordinary resolution number 5: To re-appoint Mrs NS Mjoli-Mncube as a member of the audit and risk committee			
3.	Ordinary resolution number 6: To re-appoint Deloitte & Touche as the auditor			
4.	Ordinary resolution number 7: Non-binding endorsement of Zeder's remuneration policy			
5.	Ordinary resolution number 8: Non-binding endorsement of Zeder's implementation report on the remuneration policy			
6.	Ordinary resolution number 9: General authority to issue shares for cash			
7.	Special resolution number 1: Remuneration of non-executive directors			
8.1	Special resolution number 2: Inter-company financial assistance			
8.2	Special resolution number 3: Financial assistance for the subscription and/or purchase of shares in the company or a related or inter-related company			
9.	Special resolution number 4: Share repurchases by the company and its subsidiaries			

Please indicate your voting instruction in the table above by inserting the number of shares that you wish to vote in the appropriate box provided or by inserting a cross should you wish to vote all of your shares.

Signed at _____ on this _____ day of _____ 2022

Signature(s) _____

Assisted by (where applicable)(state capacity and full name) _____

Each Zeder shareholder is entitled to appoint one or more proxy(ies) (who need not be a shareholder(s) of the company) to participate, speak and vote in his/her stead at the AGM.

FORM OF PROXY

NOTES

1. A Zeder shareholder may insert the name of a proxy or the names of two alternative proxies of the shareholder's choice in the space(s) provided, with or without deleting "the chairman of the AGM". The person whose name appears first on the form of proxy and who is participating in the AGM will be entitled to act as proxy to the exclusion of those whose names follow.
2. A Zeder shareholder's instructions to the proxy must be indicated by the insertion of the relevant number of shares to be voted on behalf of that shareholder in the appropriate box provided or by insertion of a cross if all shares should be voted on behalf of that shareholder. Failure to comply with the above will be deemed to authorise the chairman of the AGM, if he/she is the authorised proxy, to vote in favour of the resolutions at the AGM, or any other proxy to vote or to abstain from voting at the AGM as he/she deems fit, in respect of all the shares concerned. A shareholder or his/her proxy is not obliged to use all the votes exercisable by the shareholder or his/her proxy, but the total of the votes cast and in respect whereof abstentions are recorded may not exceed the total of the votes exercisable by the shareholder or his/her proxy.
3. When there are joint registered holders of any shares, any one of such persons may vote at the AGM in respect of such shares as if he/she was solely entitled thereto, but, if more than one of such joint holders be present or represented at any AGM, that one of the said persons whose name stands first in the register in respect of such shares or his/her proxy, as the case may be, shall alone be entitled to vote in respect thereof. Several executors or administrators of a deceased shareholder, in whose name any shares stand, shall be deemed joint holders thereof.
4. Proxy forms, together with proof of identification and authority to do so (when acting in a representative capacity), should be e-mailed to the transfer secretary of the company, Computershare Investor Services Proprietary Limited, at proxy@computershare.co.za so as to be received by them no later than 10:00 am on Monday, 18 July 2022, provided that any form of proxy not delivered to the transfer secretary by this time may be e-mailed to the transfer secretary at any time before the appointed proxy exercise any shareholder rights at the AGM, subject to the transfer secretary verifying and registering such form of proxy and proof of identification before any shareholder rights are exercised.
5. Any alteration or correction made to this form of proxy must be initialised by the signatory(ies).
6. Documentary evidence establishing the authority of a person signing this form of proxy in a representative capacity must be attached to this form of proxy, unless previously recorded by the company's transfer secretary or waived by the chairman of the AGM.
7. The completion and lodging of this form of proxy will not preclude the relevant shareholder from participating the AGM and speaking and voting thereat to the exclusion of any proxy appointed in terms hereof, should such shareholder wish to do so.
8. The chairman of the AGM may reject or accept a form of proxy which is completed and/or received, otherwise than in accordance with these notes, if the chairman is satisfied as to the manner in which the shareholder wishes to vote.

ADMINISTRATION

DETAILS OF ZEDER INVESTMENTS LIMITED

Registration number: 2006/019240/06

Share code: ZED

ISIN code: ZAE000088431

LEI: 37890022AF5FD117D649

SECRETARY AND REGISTERED OFFICE

Zeder Corporate Services Proprietary Limited

Registration number: 2015/376259/07

Second floor

Ou Kollege

35 Kerk Street

Stellenbosch, 7600

PO Box 7403

Stellenbosch, 7599

Telephone +27 21 831 9559

TRANSFER SECRETARY

Computershare Investor Services Proprietary Limited

Rosebank Towers

15 Biermann Avenue

Rosebank, 2196

Private Bag X9000

Saxonwold, 2132

CORPORATE ADVISOR AND SPONSOR

PSG Capital Proprietary Limited

INDEPENDENT JOINT SPONSOR

Tamela Holdings Proprietary Limited

AUDITOR

Deloitte & Touche

PRINCIPAL BANKER

FirstRand Bank Limited

WEBSITE ADDRESS

www.zeder.co.za

SHAREHOLDERS' DIARY

Financial year-end

Profit announcement

Annual general meeting

Interim profit announcement

2022

28 February

13 April

20 July

12 October

www.zeder.co.za