





*Premier Fishing & Brands Limited*

*The First Choice*

**NOTICE AND PROXY OF ANNUAL GENERAL MEETING  
AND SUMMARISED AUDITED CONDENSED  
CONSOLIDATED ANNUAL FINANCIAL RESULTS**

*for the year ended 31 August 2018*



# NOTICE OF ANNUAL GENERAL MEETING

for the year ended 31 August 2018

30 November 2018

Dear shareholder,

Please find attached hereto the notice of the annual general meeting of shareholders of Premier Fishing and Brands Limited ("Premier" or "the Company") to be held at Premier's head office at Quay 7, East Pier, Breakwater Boulevard, Victoria & Alfred Waterfront on 19 February 2019, at 14:00 ("the AGM" or "the annual general meeting").

The Company's Abridged integrated report, and the complete audited annual financial statements for the year ended 31 August 2018 is available for download on Premier's website at [www.premierfishing.co.za](http://www.premierfishing.co.za).



**Reverend Dr Vukile Mehana**  
*Independent non-executive chairman*



**Mogamat Samir Saban**  
*Chief executive*

# NOTICE OF ANNUAL GENERAL MEETING continued

for the year ended 31 August 2018

Notice is hereby given that the second annual general meeting of the shareholders of Premier will be held at Premier's head office at, Quay 7, East Pier, Breakwater Boulevard, Victoria & Alfred Waterfront, on 19 February 2019 at 14:00.

## PURPOSE

The purpose of the annual general meeting is to transact the business set out in the agenda below.

## AGENDA

Presentation of the audited annual financial statements of the Company, including the reports of the Board of directors of the Company ("the directors" or "the Board") and the audit and risk committee for the year ended 31 August 2018. The abridged integrated report, and the complete audited annual financial statements of the Company is available on the Company's website at [www.premierfishing.co.za](http://www.premierfishing.co.za) or can be obtained from the Company's registered office, at no charge, during office hours.

A condensed version of the audited consolidated financial statements is included in Annexure A to this notice of annual general meeting.

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

## ORDINARY BUSINESS

Note: For any of the Ordinary Resolutions Numbers 1 to 14 to be adopted, more than 50% (fifty percent) of the voting rights exercised on each such ordinary resolution must be exercised in favour thereof. For Ordinary Resolution Number 15 to be adopted, at least 75% (seventy-five percent) of the voting rights exercised on such ordinary resolution must be exercised in favour thereof.

1. CONFIRMATION OF APPOINTMENT, RETIREMENT AND RE-ELECTION OF THE DIRECTORS OF THE COMPANY
  - 1.1. Ordinary resolution number 1

"Resolved that Mr SP Mngconkola's appointment as director in terms of the Memorandum of Incorporation of the Company be and is hereby confirmed."
  - 1.2. Ordinary resolution number 2

"Resolved that Advocate Dr N Ramathodi's appointment as director in terms of the Memorandum of Incorporation of the Company be and is hereby confirmed."
  - 1.3. Ordinary resolution number 3

"Resolved that Ms CF Hendricks, who retires by rotation in terms of the Memorandum of Incorporation of the Company and, being eligible and offering herself for re-election, be and is hereby re-elected as director."

# NOTICE OF ANNUAL GENERAL MEETING continued

for the year ended 31 August 2018

## 1.4. Ordinary resolution number 4

“Resolved that Mr K Abdulla, who retires by rotation in terms of the Memorandum of Incorporation of the Company and, being eligible and offering himself for re-election, be and is hereby re-elected as director.”

## 1.5. Ordinary resolution number 5

“Resolved that Mrs AB Amod, who retires by rotation in terms of the Memorandum of Incorporation of the Company and, being eligible and offering herself for re-election, be and is hereby re-elected as director.”

A brief curriculum vitae for each of the directors to be re-elected, set out in Annexure B to this notice of annual general meeting.

*The reason for ordinary resolution numbers 1 to 2 (inclusive) is that, the Memorandum of Incorporation of the company and the Listings Requirements of the JSE Limited (JSE) require that any new appointment to the Board of the Company to be confirmed by the shareholders at the annual general meeting of the company.*

*The reason for and effect of Ordinary Resolutions Numbers 3 to 5 (inclusive) is that the Memorandum of Incorporation of the Company and, to the extent applicable, the Companies Act, 2008 (No. 71 of 2008), as amended (the Companies Act), require that a component of the directors rotate at every annual general meeting of the Company and, being eligible, may offer themselves for re-election as directors.*

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

Note: For the avoidance of doubt, all references 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 6

“Resolved that Mr S Young, being eligible and offering himself for election as a member of the audit and risk committee of the Company, as recommended by the directors, be and is hereby elected until the next annual general meeting of the Company.”

### 2.2. Ordinary resolution number 7

“Resolved that Mr CL van der Venter, being eligible and offering himself for election as a member of the audit and risk committee of the Company, as recommended by the directors, be and is hereby elected until the next annual general meeting of the Company.”

### 2.3. Ordinary resolution number 8

“Resolved that Advocate Dr NA Ramatlhodi, being eligible and offering himself for election as a member of the audit and risk committee of the Company, as recommended by the directors, be and is hereby elected until the next annual general meeting of the Company.”

#### **2.4. Ordinary resolution number 9**

**“Resolved that Mr SP Mngconkola, being eligible and offering himself for election as a member of the audit and risk committee of the Company, as recommended by the directors, be and is hereby elected until the next annual general meeting of the Company.”**

#### **2.5. Ordinary resolution number 10**

**“Resolved that Ms RP Mosia, being eligible and offering herself for re-election as a member of the audit and risk committee of the Company, as recommended by the directors, be and is hereby re-elected until the next annual general meeting of the Company.”**

*The reason for and effect of Ordinary Resolutions Numbers 6 to 10 (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.*

**In terms of section 94 of the Companies Act, an audit committee should comprise at least three members.**

### **3. RE-APPOINTMENT OF AUDITOR**

#### **Ordinary resolution number 11**

**“Resolved that BDO Cape Inc. be and is hereby re-appointed as the independent auditors of the Company for the ensuing financial year on the recommendation of the audit and risk committee of the Company with the designated auditor being Ms F Mohamed.**

*The reason for and effect of Ordinary Resolution Number 11 is that the Company, being a public listed company, must have its financial results audited and such auditor must be appointed or re-appointed each year at the annual general meeting of the Company as required by the Companies Act.*

### **4. CONTROL OF AUTHORISED BUT UNISSUED ORDINARY SHARES**

#### **Ordinary resolution number 12**

**“Resolved that the authorised but unissued ordinary shares in the share capital of the Company be and are hereby placed under the control and authority of the directors and that the directors be and are hereby authorised and empowered to allot, issue and otherwise dispose of such shares or to issue any options in respect of, or instruments that are convertible into, such shares, to such person/s on such terms and conditions and at such times as the directors may from time to time determine and at their discretion deem fit, subject to the provisions of the Companies Act, the Memorandum of Incorporation of the Company and the Listings Requirements of the JSE, when applicable.”**

# NOTICE OF ANNUAL GENERAL MEETING continued

for the year ended 31 August 2018

**This general authority will be valid until the earlier of the Company's next annual general meeting or the expiry of a period of 15 (fifteen) months from the date that this authority is given.**

*The reason for and effect of Ordinary Resolution Number 12 is that the Board requires authority from shareholders in terms of the Memorandum of Incorporation of the Company to issue shares in the Company. This general authority, once granted, allows the Board from time to time, when it is appropriate to do so, to issue ordinary shares as may be required, inter alia, in terms of capital raising exercises and to maintain a healthy capital adequacy ratio.*

## **5. NON-BINDING ADVISORY VOTE ON THE REMUNERATION POLICY OF THE COMPANY**

### **Ordinary resolution number 13**

**"Resolved that the Company's remuneration policy, as set out in the remuneration report on Annexure C of the AGM Notice, be and is hereby endorsed by way of a non-binding advisory vote."**

*The reason and effect for Ordinary Resolution Number 13 is that the King IV™ Report on Corporate Governance™ for South Africa 2016 (King IV™) recommends, and the JSE Listings Requirements that the remuneration policy of a company be tabled for a non-binding advisory vote by shareholders at each AGM. This enables shareholders to express their views on the remuneration policy adopted. Ordinary Resolution Number 13 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.*

## **6. NON-BINDING ADVISORY VOTE ON THE IMPLEMENTATION OF THE REMUNERATION POLICY OF THE COMPANY**

### **Ordinary resolution number 14**

**"Resolved that the Company's implementation report in regard to the remuneration policy, as set out in Annexure C of the AGM Notice, be and is hereby endorsed by way of a non-binding vote."**

*The reason and effect for Ordinary Resolution Number 14 is that the King IV™ recommends that the implementation of a company's remuneration policy be tabled for a non-binding vote by shareholders at each AGM. This enables shareholders to express their views on the implementation of the Company's remuneration policies. Ordinary Resolution Number 14 is of an advisory nature only and failure to pass this resolution will therefore not have any legal consequences relating to existing remuneration arrangements. However, the Board will take the outcome of the vote into consideration when considering amendments to the Company's remuneration policy.*

## 7. APPROVAL TO ISSUE ORDINARY SHARES AND/OR OPTIONS FOR CASH

### Ordinary resolution number 15

“Resolved that the directors be and are hereby authorised, by way of a general authority, to allot and issue, or issue any options in respect of, or instruments that are convertible into, any of the authorised but unissued ordinary shares in the capital of the Company for cash, as and when they at their discretion deem fit, subject to the Companies Act, the Memorandum of Incorporation of the Company and the JSE Listings Requirements, when applicable, provided that:

- the equity securities which are subject to the issue for cash must be of a class already in issue or, where this is not the case, must be limited to such securities or rights that are convertible into a class already in issue;
- the equity securities must be issued to “public shareholders” as defined in the JSE Listings Requirements and not to related parties;
- the number of equity securities issued for cash shall not, in the aggregate in any one financial year, exceed 15% (fifteen percent) of the Company’s relevant number of equity securities in issue of that class as at the date of this notice of annual general meeting, excluding treasury securities. As at the date of this notice of annual general meeting, 15% (fifteen percent) of the Company’s issued share capital amounts to 39 000 000 ordinary shares. Any securities issued under this general authority will be deducted from the aforementioned 39 000 000 securities. In the event of a sub-division or a consolidation during the period of this general authority, the number of securities which can be issued in terms of this general authority will be adjusted to represent the same allocation ratio;
- this general authority will be valid until the earlier of the Company’s next annual general meeting or the expiry of a period of 15 (fifteen) months from the date that this authority is given;
- if the issued securities 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 SENS;
- in determining the price at which an issue of equity securities may be made in terms of this authority, the maximum discount permitted will be 10% (ten percent) of the weighted average traded price on the JSE of the ordinary shares over the 30 (thirty) business days prior to the date that the price of the issue is determined or agreed between the issuer and the party subscribing for the securities. The JSE will be consulted for a ruling if the Company’s securities have not traded in such 30 (thirty) business day period; and
- whenever the Company wishes to use ordinary shares, held as treasury stock by a subsidiary of the Company, such use must comply with the JSE Listings Requirements as if such issue was a fresh issue of ordinary shares; and in respect of the issue of options/convertible instruments for cash, if the strike or conversion price of the options/convertible instruments is at a discount that exceeds the maximum discount contemplated in paragraph 5.52(d) of the JSE Listings Requirements, then the grant/issue may only proceed if the directors have obtained a fairness



# NOTICE OF ANNUAL GENERAL MEETING continued

for the year ended 31 August 2018

opinion, in accordance with Schedule 5 of the JSE Listings Requirements, from an independent expert acceptable to the JSE, confirming that the grant/issue is fair insofar as the shareholders of the Company are concerned.

In terms of the JSE Listings Requirements, Ordinary Resolution Number 15 must be passed by at least 75% (seventy-five percent) of the votes cast in favour of the resolution by all shareholders present or represented by proxy and entitled to vote on this resolution at the annual general meeting.

For listed entities wishing to issue shares for cash (other than issues by way of rights offers, in consideration for acquisitions and/or to duly approved share incentive schemes), as contemplated in Ordinary Resolution Number 15 above, 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.

*The reason for and effect of Ordinary Resolution Number 15 is accordingly 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.*

## 8. REMUNERATION OF NON-EXECUTIVE DIRECTORS

### Special resolution number 1

“Resolved, in terms of section 66(9) of the Companies Act, that the Company be and is hereby authorised to remunerate its non-executive directors for their services as non-executive directors and/or pay any fees related thereto on the following basis, provided that the aforementioned authority shall be valid until the next annual general meeting of the Company:

#### Proposed annual remuneration

Per annum, with effect from 1 September 2018, for serving as a non-executive director (including serving on the Board’s committees):

<b>NON-EXECUTIVE DIRECTORS</b>	<b>PROPOSED FEES R'000</b>
VC Mehana	273
S Young	193
AB Amod	193
RP Mosia	193
CL van der venter	193
N. Ramatlhodi	193
SP Mngconkola	193

**Note:** K Abdulla and CF Hendricks waived their non-executive fees.

*The reason for and effect of Special Resolution Number 1 is for 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 is that the Company will be able to pay its non-executive directors for the services they render to the Company as non-executive directors without requiring further shareholder approval until the next annual general meeting.

*Note: Executive directors are remunerated in accordance with the employment agreements entered into between the Company and such directors.*

## 9. INTER-COMPANY FINANCIAL ASSISTANCE

### Special resolution number 2

“Resolved that, in terms of section 45(3)(a)(ii) of the Companies Act, as a general approval, 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 may deem fit to any company or corporation that is related or inter-related (“related” or “inter-related” will herein have the meaning attributed to it in section 2 of the Companies Act) to the Company, on the terms and conditions and for amounts that the Board determines, 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 of Special Resolution Number 2 is to grant the directors the authority, until the next annual general meeting, to provide 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.*

## 10. FINANCIAL ASSISTANCE FOR THE SUBSCRIPTION AND/OR PURCHASE OF SHARES IN THE COMPANY OR A RELATED OR INTER-RELATED COMPANY

### Special resolution number 3

“Resolved that, in terms of section 44(3)(a)(ii) of the Companies Act, as a general approval, the Board 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 may deem fit to any company or corporation that is related or inter-related to the Company (“related” or “inter-related” will herein have the meaning attributed to it 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 in any company or corporation that is related or inter-related to the Company, on the terms and conditions and for amounts that the Board 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 a related or inter-related company, provided that the aforementioned approval shall be valid until the date of the next annual general meeting of the Company.”

# NOTICE OF ANNUAL GENERAL MEETING continued

for the year ended 31 August 2018

The reason for and effect of Special Resolution Number 3 is to grant the directors the authority, until the next annual general meeting, to provide financial assistance to any company or corporation which is related or inter-related to the Company for the purpose of or in connection with the subscription or purchase of options, shares or other securities in the Company or in any such 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 subsidiary raised funds by way of issuing preference shares and the third-party funder requires the Company to furnish security, by way of guarantee or otherwise, for the obligations of its 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 interest 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 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);
- 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;
- 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.

## 11. APPROVAL FOR THE COMPANY OR ITS SUBSIDIARIES TO REPURCHASE COMPANY SHARES

### Special resolution number 4

"Resolved, as a special resolution, that the Company and the subsidiaries of the Company be and are hereby authorised, by way of a general authority, to repurchase, from time to time, any of the ordinary shares of 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 the Companies Act, the Memorandum of Incorporation of the Company and the JSE Listings Requirements, where applicable, and provided that:

- the repurchase of the ordinary shares will be effected 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 earlier of the Company's next annual general meeting or the expiry of a period of 15 (fifteen) months from the date of passing of this special resolution;
- in determining the price at which the Company's ordinary shares are acquired in terms of this general authority, the maximum premium at which such ordinary shares may be acquired will be 10% (ten per cent) of the weighted average of the market value at which such ordinary shares are traded on the JSE, as determined over the 5 (five) trading days immediately preceding the date on which the transaction is effected;
- the acquisition of ordinary shares, in the aggregate in any one financial year, may not exceed 20% (twenty per cent) of the Company's issued ordinary share capital as at the beginning of the financial year, provided that the Company's subsidiaries may not, collectively, hold more than 10% (ten per cent) of the Company's issued ordinary share capital at any time;
- after such repurchase, the Company will still comply with the JSE Listings Requirements concerning shareholder spread requirements;
- the Company or its subsidiaries may not repurchase ordinary shares during a prohibited period as defined in paragraph 3.67 of the JSE Listings Requirements, unless they have in place a repurchase programme where the dates and quantities of securities to be traded during the relevant period are fixed (not subject to any variation) and have been submitted to the JSE in writing. The Company will instruct an independent third party, which party makes its investment decisions in relation to the Company's securities independently of, and uninfluenced by, the Company, prior to the commencement of the prohibited period to execute the repurchase programme;
- when the Company and/or its subsidiaries have cumulatively purchased 3% (three per cent) of the number of the ordinary shares in issue at the time this general authority is granted (initial number) and for each 3% (three per cent) in aggregate of the initial number acquired thereafter an announcement setting out full details of such purchase will be made on SENS;
- at any point in time, the Company may only appoint one agent to effect any purchases on its 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 Listings Requirements."

*The reason for and effect of Special Resolution Number 4 is to grant the directors a general authority, in terms of the Memorandum of Incorporation of the Company and the JSE Listings Requirements, for the acquisition by the Company, or any subsidiary of the Company, of shares issued by the Company on the basis reflected in Special Resolution Number 4.*

The Company has no immediate plans to use this authority and is simply obtaining same in the interest of prudence and good corporate governance should the unforeseen need arise to use the authority.

# NOTICE OF ANNUAL GENERAL MEETING continued

for the year ended 31 August 2018

The directors, and the directors of the subsidiaries of the Company, will only utilise the general authority to purchase shares of the Company, as set out in Special Resolution Number 4, to the extent that the directors, after considering the maximum shares to be purchased, are of the opinion that the position of the Group would not be compromised as to the following:

- the Group is in a position to repay its debts in the ordinary course of business for a period of 12 (twelve) months after the date of this notice of annual general meeting;
- the assets of the Group, being fairly valued in accordance with the accounting policies used in the latest audited consolidated annual financial statements, will exceed the liabilities of the Group for a period of 12 (twelve) months after the date of this notice of annual general meeting;
- the share capital and reserves of the Group are adequate for ordinary business purposes for a period of 12 (twelve) months after the date of this notice of annual general meeting; and
- the available working capital of the Group will be adequate for ordinary business purposes for a period of 12 (twelve) months after the date of this notice of annual general meeting.

The directors have passed a resolution authorising the repurchase, resolving that the Company has satisfied the solvency and liquidity test as defined in the Companies Act and, resolving that since the solvency and liquidity test has been applied, there have been no material changes to the financial position of the Group.

## 12. OTHER BUSINESS

To transact such other business as may be transacted at the annual general meeting.

### INFORMATION RELATING TO THE ORDINARY RESOLUTION AND SPECIAL RESOLUTIONS

- i. 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 purchased, are of the opinion that the position of the Group would not be compromised as to the following:
  - 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 AGM and for a period of 12 months after the repurchase;
  - the consolidated assets of the Group will at the time of the AGM and at the time of making such determination be in excess of the consolidated liabilities of the Group. The assets and liabilities should be recognised and measured in accordance with the accounting policies used in the latest audited annual financial statements of the Group;
  - the ordinary capital and reserves of the Group after the repurchase will remain adequate for the purpose of the business of the Group for a period of 12 months after the 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 requirements for a period of 12 months after the date of the notice of the AGM.
- ii. Other disclosures in terms of the JSE Listings Requirements
- The JSE Listing's Requirements require the following disclosures, which are disclosed in Annexure B to this notice of annual general meeting, as set out below:**
- Major shareholders of the Company; and
  - Share capital of the Company.
- iii. Material changes
- Other than the facts and developments reported on in the integrated report, there have been no material changes in the financial or trading position of the Company and its subsidiaries since the date of the interim reporting period up to the date of this notice of annual general meeting.**
- iv. Directors' responsibility statement
- The directors, whose names appear in Annexure B to this notice of annual general meeting collectively and individually accept responsibility for the accuracy of the information pertaining to the special resolutions set out above 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 all reasonable enquiries to ascertain such facts have been made and that this notice contains all information required by law and the JSE Listings Requirements.**
- v. Special Resolutions Number 2, 3 and 4 are renewals of resolutions taken at the previous annual general meeting on 20 February 2018.
- vi. For Ordinary Resolution Number 15 to be adopted, at least 75% (seventy-five per cent) of the voting rights must be exercised in favour thereof.
- vii. For any of the Special Resolutions Numbers 1 to 4 to be adopted, at least 75% (seventy-five per cent) of the voting rights exercised on each such special resolution must be exercised in favour thereof.

# NOTICE OF ANNUAL GENERAL MEETING continued

for the year ended 31 August 2018

## Voting and proxies

The date on which shareholders must be recorded as such in the share register maintained by the transfer secretaries of the Company (the Share Register) for purposes of being entitled to receive this notice is, Friday, 23 November 2018.

The date on which shareholders must be recorded in the Share Register for purposes of being entitled to attend and vote at the annual general meeting is Friday, 8 February 2019, with the last day to trade being Tuesday, 5 February 2019.

In terms of section 63(1) of the Companies Act, meeting participants will be required to provide reasonably satisfactory identification before being entitled to participate or vote at the annual general meeting. Forms of identification that will be accepted include original and valid identity documents, passports or driver's licences. If in doubt as to whether any document will be regarded as satisfactory proof of identification, meeting participants should contact the transfer secretaries for guidance.

Shareholders who have not dematerialised their shares or who have dematerialised their shares with "own-name" registration are entitled to attend and vote at the annual general meeting and are entitled to appoint a proxy or proxies to attend, speak and vote in their stead. A proxy need not be a shareholder of the Company. For the convenience of certificated shareholders and dematerialised shareholders with own-name registration, a form of proxy is enclosed herewith.

The attached form of proxy is only to be completed by those shareholders who:

- hold ordinary shares in certificated form; or
- have dematerialised their ordinary shares and are registered with "own-name" registration.

Ordinary shareholders who have dematerialised their ordinary shares through a Central Securities Depository Participant (CSDP) or broker and wish to attend the annual general meeting, must instruct their CSDP or broker to provide them with the relevant letter of representation, or they must provide the CSDP or broker with their voting instructions in terms of the relevant custody agreement entered into between them and the CSDP or broker.

On a show of hands, every shareholder of the Company present in person or represented by proxy shall have one vote only.

Proxy forms should be lodged with the Transfer Secretaries of the Company, Link Market Services Proprietary Limited, Rennie House, 13th Floor, 19 Ameshoff Street, Braamfontein, 2001 or posted to the Transfer Secretaries at PO Box 4844, Johannesburg, 2000, South Africa, to be received by them not later than Friday 15 February 2019 at 14:00 provided that any form of proxy not delivered to the Transfer Secretary by this time may be handed to the Chairman of the annual general meeting prior to the commencement of the annual general meeting, at any time before the appointed proxy exercises any shareholder rights at the annual general meeting.

### **Electronic participation in the annual general meeting**

Shareholders or their proxy(ies) may participate in the annual general meeting by way of telephone conference call.

Telecommunication lines will be available for such participation. Shareholders or their proxies who wish to participate in the annual general meeting via the teleconference facility must follow the instructions contained in Annexure D attached to this notice.

Shareholders who wish to participate in the annual general meeting via the teleconference facility must note that they will not be able to vote during the annual general meeting.

By order of the Board

A handwritten signature in black ink, consisting of several overlapping loops and a long horizontal stroke extending to the right.

**Mohamed Wazeer Moosa**

*Company secretary*

30 November 2018

**Cape Town**



# ANNEXURE A

## HIGHLIGHTS

### HIGHLIGHTS

#### REVENUE

^ R491m  
FROM (2017: R411m)

#### OPERATING PROFIT

^ R92m  
FROM (2017: 65m)

#### PROFIT AFTER TAX

^ R95m  
FROM (2017: 68m)

#### DIVIDENDS

^ 25 cps  
FROM (2017: 15cps)



## The acquisition of a 50.31% Shareholding IN TALHADO FISHING ENTERPRISES PROPRIETARY LIMITED (“TALHADO”)

CASH GENERATED FROM OPERATIONS

^ R91m  
FROM (2017: R40m)



## GROUP PROFILE

Premier Fishing and Brands Limited (“Premier”) through its subsidiaries operates a vertically integrated fishing business which specialises in the harvesting, processing and marketing of fish and fish-related products. The Group holds medium to long-term fishing rights in squid, lobster, small pelagics, hake deep-sea trawl, hake longline, horse mackerel, swordfish and tuna. The Group also owns an abalone farm and invests in organic fertilisers through the “Seagro” range of products.

Highlights compared to the prior year:

- **Revenue increased by 20% from R411 million to R491 million.**
- Operating profit increased by 41% from R65 million to R92 million.
- Profit after tax increased by 40% from R68 million to R95 million.
- The acquisition of a 50.31% shareholding in Talhado Fishing Enterprises Proprietary Limited (“Talhado”).
- Cash generated from operations increased by 128% from R40 million to R91 million.
- Gross dividends of 25 cents per share declared to shareholders (2017: 15 cents per share).

The Group delivered a good performance for the year with revenue increasing by 20% and profit after tax increasing by 40% from the prior year.

Cash generated from operations increased by 128%, from R40 million to R91 million from the prior year.

The good performance was as a result of strong earnings in the squid and lobster divisions of the business.

Our abalone business has produced results in line with management’s expectations while we focus on our expansion plans with increased performance expected to be achieved during the 2019/2020 financial year when expansion is completed and pipeline fully secured.

Headline earnings per share (“HEPS”) decreased by 9% from the prior year as a result of the weighted average number of shares (“WANOS”) used in the calculation of HEPS for the year ended 31 August 2018. For the 2018 financial year-end, the WANOS is 260 000 000 shares, compared to a WANOS of 201 660 000 for the year ended 31 August 2017, as a result of the listing of Premier on 3 March 2017.

# SUMMARISED AUDITED CONDENSED CONSOLIDATED STATEMENT OF COMPREHENSIVE INCOME

for the year ended 31 August 2018

	Audited Year ended 31 August 2018 R'000	Audited Year ended 31 August 2017 R'000
Revenue	490 870	410 733
Cost of sales	(280 651)	(230 586)
Gross profit	210 219	180 147
Other operating income	19 523	1 249
Other operating expenses	(138 161)	(116 245)
Operating profit	91 581	65 151
Investment revenue	40 975	33 015
Finance costs	(3 543)	(3 323)
Profit before taxation	129 013	94 843
Taxation	(33 672)	(26 743)
Profit for the year	95 341	68 100
Total comprehensive income for the year	95 341	68 100
Profit after tax attributable to:		
Shareholders of Premier	81 858	68 100
Non-controlling interest	13 483	–
Profit for the year	95 341	68 100
Earnings per share (cents)		
Basic and diluted earnings per share (cents)	31.48	33.77
Headline and diluted headline earnings per share (cents)	31.60	34.59
Weighted average number of shares	260 000	201 660

# SUMMARISED CONDENSED CONSOLIDATED STATEMENT OF FINANCIAL POSITION

as at 31 August 2018

	Audited as at 31 August 2018 R'000	Audited as at 31 August 2017 R'000
<b>ASSETS</b>		
<b>Non-current assets</b>	<b>509 625</b>	230 157
Property, plant and equipment	310 242	130 107
Goodwill	70 129	18 165
Intangible assets	39 550	62
Loans to Group companies	89 618	81 758
Deferred tax	86	65
<b>Current assets</b>	<b>599 460</b>	730 806
Inventories	48 528	43 083
Trade and other receivables	128 643	89 620
Other financial assets	3 424	1 707
Current tax receivable	264	154
Biological assets	68 021	54 323
Cash and cash equivalents	350 580	541 919
<b>Total assets</b>	<b>1 109 085</b>	960 963
<b>EQUITY AND LIABILITIES</b>		
<b>Stated capital</b>	<b>507 517</b>	507 517
Reserves	8 014	8 014
Retained income	298 424	255 566
Equity attributable to shareholders of Premier	813 955	771 097
Non-controlling interests	48 481	–
<b>Total equity</b>	<b>862 436</b>	771 097
<b>Non-current liabilities</b>	<b>116 134</b>	82 310
Other financial liabilities	4 663	7 651
Operating lease liability	333	1 243
Post-employment costs	984	1 075
Deferred tax	110 154	72 341
<b>Current liabilities</b>	<b>130 515</b>	107 556
Trade and other payables	89 937	55 455
Other financial liabilities	6 712	3 419
Current tax payable	19 186	21 752
Provisions	14 680	8 944
Bank overdraft	–	17 986
<b>Total liabilities</b>	<b>246 649</b>	189 866
<b>Total equity and liabilities</b>	<b>1 109 085</b>	960 963
Net asset value per share (cents)	331.71	296.58
Net tangible asset value (cents)	289.52	289.57

# SUMMARISED CONDENSED CONSOLIDATED STATEMENT OF CHANGES IN EQUITY

for the year ended 31 August 2018

	Audited Year ended 31 August 2018 R'000	Audited Year ended 31 August 2017 R'000
Balance at the beginning of the year	771 097	225 480
Non-controlling interests arising on acquisition of Talhado	50 662	–
Acquisition of additional shares from non-controlling interests in subsidiaries of Talhado	(15 664)	–
Profit for the year attributable to shareholders of Premier	81 858	68 100
Profit for the year attributable to non-controlling interests	13 483	–
Issue of shares	–	507 517
Dividends	(39 000)	(30 000)
<b>Balance at the end of the year</b>	<b>862 436</b>	<b>771 097</b>
Comprising of:		
Stated capital	507 517	507 517
Reserves	8 014	8 014
Retained income	298 424	255 566
Non-controlling interests	48 481	–
<b>Total equity</b>	<b>862 436</b>	<b>771 097</b>

## SUMMARISED CONDENSED CONSOLIDATED STATEMENT OF CASH FLOWS

as at 31 August 2018

	Audited Year ended 31 August 2018 R'000	Audited Year ended 31 August 2017 R'000
Cash flows from operations	91 187	40 094
Interest income	29 448	17 446
Finance costs	(3 543)	(3 323)
Tax paid	(54 820)	(12 659)
Net cash from operating activities	62 272	41 558
<b>Cash flows from investing activities</b>		
Purchases of property, plant and equipment to sustain operations	(28 837)	(14 066)
Purchases of property, plant and equipment to expand operations	(86 803)	(7 995)
Purchases of biological assets	(520)	–
Purchases of intangible assets	(1 862)	(27)
Business combinations	(61 239)	–
Acquisition of additional shares from non-controlling interests in subsidiaries of Talhado	(15 664)	–
Loans advanced to Group companies	(58 721)	(21 485)
Loans to Group companies repaid	60 720	–
Loans from Group companies repaid	–	(1 478)
Financial assets advanced	(341)	(641)
Net cash to investing activities	(193 267)	(45 692)
<b>Cash flows from financing activities</b>		
Proceeds on share issue	–	526 500
Share issue costs	–	(18 983)
Proceeds from other financial liabilities	942	–
Repayment of other financial liabilities	(4 300)	(2 966)
Dividends paid	(39 000)	–
Net cash (to)/from financing activities	(42 358)	504 551
Net increase in cash and cash equivalents	(173 353)	500 417
Cash at the beginning of the year	523 933	23 516
Net cash and cash equivalents at end of the year	350 580	523 933

## COMMENTS

### 1. BASIS OF PREPARATION

The summarised consolidated annual financial statements were prepared in accordance with the JSE Limited Listings Requirements ("JSE") for summary financial statements and the requirements of the Companies Act, 2008 (No. 71 of 2008), as amended. The JSE requires summary financial statements 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, the SAICA Financial Reporting Guides as issued by the Accounting Practices Committee and Financial Pronouncements as issued by the Financial Reporting Standards Council and IAS 34 - Interim Financial Reporting. The accounting policies applied in the preparation of the summarised consolidated financial statements are in line with IFRS and are consistent with the accounting policies applied in the preparation of the previous consolidated annual financial statements. This announcement does not include the information required pursuant to paragraph 16A(j) of IAS 34.

The summarised consolidated annual financial statements were prepared under the supervision of the group chief financial officer, Isaiah Tatenda Bundo, CA (SA).

This summarised report is extracted from the audited consolidated financial statements, but is not itself audited. The consolidated annual financial statements were audited by the Group's external auditors, BDO Cape Inc., who expressed an unmodified opinion thereon. The audited consolidated annual financial statements and the auditor's report thereon are available for inspection at the Company's registered office and on the Company's website: [www.premierfishing.co.za](http://www.premierfishing.co.za). The auditor's report does not necessarily report on all of the information contained in this announcement. Shareholders are therefore advised that in order to obtain a full understanding of the nature of the auditor's engagement they should obtain a copy of the auditor's report together with the accompanying financial information from the Company's registered office. The directors take full responsibility for the preparation of the summarised consolidated annual financial statements which has been extracted without adjustment from the underlying audited consolidated annual financial statements.

Any reference to future financial performance included in this announcement is the responsibility of the directors and has not been reviewed or reported by the Company's auditors.



## COMMENTS continued

### 2. SEGMENTAL ANALYSIS

	REVENUE		PROFIT	
	Audited	Audited	Audited	Audited
	Year ended	Year ended	Year ended	Year ended
	31 August	31 August	31 August	31 August
	2018	2017	2018	2017
	R'000	R'000	R'000	R'000
Revenue				
Lobster	202 318	190 589	53 941	52 106
Pelagics	62 904	80 778	16 379	23 636
Hake	31 492	31 210	8 893	12 013
Squid	128 169	34 428	58 018	10 916
Abalone	31 291	36 186	12 175	13 241
Cold storage	10 453	9 555	359	332
Seagro	5 790	5 174	1 193	1 013
Processing and marketing	23 486	26 909	5 503	6 996
Horse mackerel	879	–	879	–
<b>Total</b>	<b>496 782</b>	<b>414 829</b>	<b>157 340</b>	<b>120 253</b>
Less inter-segmental sales	(5 912)	(4 096)	–	–
Administration and support services	–	–	(78 937)	(61 255)
Fair value gains on biological assets	–	–	13 178	6 153
Finance income	–	–	40 975	33 015
Finance costs	–	–	(3 543)	(3 323)
<b>Total</b>	<b>490 870</b>	<b>410 733</b>	<b>129 013</b>	<b>94 843</b>

## 2. SEGMENTAL ANALYSIS (continued)

	Audited Year ended 31 August 2018 R'000	Audited Year ended 31 August 2017 R'000
<b>Segmental assets</b>		
Lobster	77 566	75 140
Pelagics	103 806	94 743
Hake	11 457	15 935
Squid	220 602	10 701
Abalone	190 774	84 216
Cold store	839	628
Seagro	3 193	6 181
Processing and marketing	19 522	35 358
Administration and support services	481 240	637 996
<b>Total segmental assets</b>	<b>1 108 999</b>	<b>960 898</b>
Unallocated	86	65
<b>Consolidated total assets</b>	<b>1 109 085</b>	<b>960 963</b>
<b>Segmental liabilities</b>		
Lobster	15 877	12 820
Pelagics	11 600	11 258
Hake	5 348	4 757
Squid	25 665	7 124
Abalone	16 290	6 478
Processing and marketing	14 980	14 158
Administration and support services	46 736	60 929
<b>Total segmental liabilities</b>	<b>136 495</b>	<b>117 524</b>
Unallocated	110 154	72 341
<b>Consolidated total liabilities</b>	<b>246 649</b>	<b>189 865</b>
<b>Revenue per region</b>		
Europe	154 998	60 232
United States of America	128 058	118 801
Far East	107 934	110 029
South Africa	99 880	121 671
<b>Total</b>	<b>490 870</b>	<b>410 733</b>

# ANNEXURE A continued

## COMMENTS continued

### 3. OPERATING ITEMS

Operating profit for the year is stated after accounting for the following:

	Audited Year ended 31 August 2018 R'000	Audited Year ended 31 August 2017 R'000
Management fee expense	4 711	12 480
Loss on disposal of property, plant and equipment	409	2 295
Loan written off	–	397
Loss on exchange differences	–	2 979
Profit on exchange differences	1 797	–
Amortisation of intangible assets	2 642	6
Depreciation of property, plant and equipment	14 843	14 255
Fair value gain on biological assets	13 178	6 153

### 4. HEADLINE EARNINGS

Earnings attributable to owners of Premier	81 858	68 100
Adjusted for:		
Effect of loss on disposal of property, plant and equipment gross of tax	409	2 295
Taxation effect	(115)	(643)
Headline earnings	82 152	69 752
Weighted average number of shares	260 000	201 660
Headline and diluted headline earnings per share (cents)	31.60	34.59

## 5. SIGNIFICANT EVENTS AND TRANSACTIONS

### viii. BUSINESS COMBINATIONS

The Group acquired the squid fishing rights, brand and related assets of Talhado for a consideration of R89 million in order to enhance the Group's footprint in the squid sector. The purchase agreement had an effective date of acquisition of 30 November 2017. However, in terms of IFRS 3, Business Combinations, the date of acquisition has been determined as the 9th of May 2018. The fair value of the acquired fishing rights, brand and assets are provisional upon the fair value determination of the fishing rights and the Talhado brand. The provisional fair values of the identifiable assets and liabilities are shown below:

Property, plant and equipment	78 987
Intangible assets	40 268
Inventories	25 815
Trade and other receivables	25 292
Other financial assets	1 511
Current tax payable	(19 871)
Cash and cash equivalents	28 084
Other financial liabilities	(10 302)
Deferred tax	(35 888)
Trade and other payables	(31 132)
Provisions	(9 736)
Dividends payable	(5 007)
<b>Total identifiable net assets</b>	<b>88 021</b>
Non-controlling interests	(50 662)
Goodwill	51 964
<b>Total purchase consideration</b>	<b>89 323</b>

#### Net cash outflow on acquisition date:

Cash consideration paid	89 323
Cash acquired	(28 084)
<b>Net cash outflow on acquisition</b>	<b>61 239</b>

The interest accrued on the purchase consideration amounting to R3 964 767 was included as part of the purchase consideration, which was measured at fair value. All other acquisition related costs amounting to R1 790 052 have been expensed and are included in operating expenses in comprehensive income.

Revenue of R80 million and profit of R29 million of Talhado has been included in the Group's results since the date of acquisition being 9th May 2018.

## COMMENTS continued

Had the business combination taken place at the beginning of the reporting year, namely 1 September 2017, the revenue for the Group would have been R683 million and profit after tax for the Group would have been R134 million.

### a. Non-controlling interest

Non-controlling interest, which is a present ownership interest, and entitle the holders to a proportionate share of the entity's net assets in the event of liquidation, is measured at the present ownership interests proportionate share of the acquiree's identifiable net assets.

### b. Goodwill

Goodwill recognised at acquisition, relates to the expected growth and cost synergies which cannot be separately recognised as an intangible asset.

## ix. EXPANSION OF THE ABALONE FARM

During the current reporting period, the carrying value of plant and machinery increased from R39 million to R61 million as a result of the abalone farm expansion. Furthermore, assets under construction increased to R30 million compared to R5 million in the prior year.

## 6. PRO FORMA FINANCIAL INFORMATION

The effective date of the Talhado acquisition transaction is 30 November 2017, however, in terms of IFRS 3, Business Combinations, the date of acquisition is 9 May 2018. As a result, the summarised provisional consolidated annual financial results for the year ended 31 August 2018 do not include the results of Talhado for the five months and eight days from 1 December 2017 to 8 May 2018.

*Pro forma* results have been prepared for illustrative purposes only, in order to provide information relating to the impact of the Talhado acquisition on revenue, operating profit, profit before tax and profit after tax for the year ended 31 August 2018, if the results of Talhado had been consolidated in Premier's Group results from 1 December 2017, in order to show the growth in Premier in relation to the acquisition of Talhado. Because of its nature the *pro forma* financial information may not fairly present Premier's financial position, changes in equity, results of operations and cash flows.

The *pro forma* financial effects are presented in accordance with the JSE Listings Requirements, the Guide on Pro Forma Financial Information issued by SAICA and the measurement and recognition requirements of International Financial Reporting Standards. The accounting policies applied in quantifying *pro forma* adjustments are consistent with Premier's accounting policies at 31 August 2018. The *pro forma* results are the responsibility of the Board of directors. An assurance report (in terms of ISAE 3420: Assurance Engagements to Report on the Compilation of *Pro Forma* Financial Information) has been issued by the Group's auditors in respect of the *pro forma* financial information included in this announcement. The assurance report is available for inspection at the registered office of the Company.

*Pro forma* results for the year ended 31 August 2018.

	<i>Pro forma</i>		
	Audited Year ended 31 August 2018 R'000	Audited Year ended 31 August 2017 R'000	Growth %
Revenue	581 577	410 733	42
Operating profit	142 493	65 151	119
Profit before tax	178 216	94 983	88
Profit for the year	131 522	68 100	93

	Premier audited for the Year ended 31 August 2018 <sup>1</sup> R'000	Talhado audited for the five months and eight days ended 8 May 2018 <sup>2</sup> R'000	Premier <i>pro forma</i> after the inclusion of Talhado for the five months and eight days ended 8 May 2018 <sup>3</sup> R'000
Revenue	490 870	90 707	581 577
Operating profit	91 581	50 912	142 493
Profit before tax	129 013	49 203	178 216
Profit for the year	95 341	36 181	131 522

1. The column titled "Premier audited for the year ended 31 August 2018" represents the provisional audited results for Premier Group for the year ended 31 August 2018.
2. The column titled "Talhado unaudited for the five months and eight days ended 8 May 2018" represents the unaudited results for Talhado for the five months and eight days ended 8 May 2018, extracted from the Talhado audited financial statements for the year ended 31 August 2018 without adjustment, that would have been consolidated had the conditions precedent been met prior to 8 May 2018.
3. The column titled "Premier *pro forma* after the inclusion of Talhado for the five months and eight days ended 8 May 2018" represents the Premier Group *pro forma* results after the adjustments if Talhado had been consolidated.

All *Pro forma* adjustments will have a continuing effect on the financial results of Premier.

## COMMENTS continued

### REVIEW OF OPERATIONS

#### Lobster

The 2018 total allowable catch ("TAC") for south coast rock lobster ("SCRL") is 335 tons up by 1% from the prior year TAC of 331 tons. The quota which is available to Premier is 135 tons (2017: 133 tons).

The 2018 TAC for west coast rock lobster ("WCRL") remained unchanged from the prior year at 1 924 tons, however, the offshore allocation decreased from 1 204 tons to 995 tons. The quota which is available to Premier is 64 tons (2017: 87 tons). The total WCRL contracted quota acquired for 2018 is 101 tons (2017: 96 tons). WCRL contribution to revenue and profits of the Group is less than 15%.

The Group experienced increased landings due to good catch rates for the lobster division as well as bigger size mix for SCRL. The bigger size mix resulted in the Group achieving an increase of 3% in US dollar pricing for SCRL as compared to the prior period. The increased landings also resulted in increased sales volumes for the division as compared to the prior period. The good catch rates, increased market prices and volumes resulted in the division maintaining its margin despite the strengthening of the Rand against the dollar in the first half of the financial year.

#### Small pelagics

The Group's 2018 quota allocation for pilchards is 4 396 tons (2017: 3 383 tons). The catch rates for pilchards was lower than that of the prior year, industry-wide resulting in lower landed and sales volumes of Pilchards in the current year. Industrial fish catch rates were the same as those experienced in the prior year. The lower landings and sales volumes for Pilchards resulted in lower revenues and operating profits for the division in the current year.

#### Squid

The acquisition of Talhado resulted in the increase in fishing rights and the number of fishing vessels utilised for squid from four vessels in the prior year to 22 vessels in the current year. The squid industry experienced exceptional catch rates in the current period. The landed volumes and sales volumes for the division were more than double those of the prior period. The market for South African squid remained stable despite the significant increase in landed volumes and the Euro sales prices achieved by the Group were the same as the prior period. The exceptional catch rates, increased sales volumes and consolidation of Talhado from 9 May resulted in an increase of 431% in operating profits of the division.

Revenue of R80 million and profit after tax of R29 million has been consolidated from Talhado for the year ended 31 August 2018.

## **Hake**

The 2018 TAC for hake is 133 119 tons. The quota which is available to the Group is 700 tons. The Group's hake quota is caught, processed and marketed through a joint operation with Blue Continental Products Property Limited ("BCP") Hake. The catch rates for the division were similar to those of the prior period and the division also experienced a bigger size mix for its catches. There were unexpected major repairs and maintenance work done to the fishing vessel due to a breakdown which resulted in operating profits for this division being lower than the prior year.

## **Abalone**

The Group commenced with construction of the expansion of the abalone farm. 40 tons of additional animal rearing capacity have been added to date and construction is anticipated to be completed by the end of Quarter 1 in 2019. The division is currently focused on increasing its spat ("Baby Abalone") production and stock holding in preparation for the farm's expansion. Sales volumes for the period were less than those of the prior period as the Group is growing out the animals to a bigger size for the market. Sales volumes are expected to increase once construction at the farm has been completed. The stock value increased by 25% from the prior year and this volume will be realised in the coming financial years. It is the Group's intention to increase the stock value in line with the abalone expansion plans.

## **Horse Mackerel**

The Group was awarded a horse mackerel quota of 800 tons during the FRAP2015/2016 process. The Group's horse mackerel quota is caught, processed and marketed by Dessert Diamond Fishing Property Limited. 100% of the quota was caught during the current period.

## **Seagro**

Seagro is an organic fertiliser produced from Fish Oil which is a by-product of the Fishmeal making process. There was an increased availability of fish oil in the current period which resulted in production of Seagro and increased sales volumes as compared to the prior period. The increased sales volumes in the current period resulted in increased profitability compared to the prior period.

## **Processing and marketing**

The total WCRL contracted quota acquired for 2018 is 101 tons (2017: 96 tons). The total Wild Abalone contracted quota acquired for 2018 is 31 tons (2017: 30 tons). The quota holders landed their full quota allocations in the current financial year. Revenue and operating profits is lower than that of the prior year due to the strengthening of the Rand against the USD in the first half of the financial year.



# ANNEXURE A continued

## COMMENTS continued

### EVENTS AFTER THE REPORTING PERIOD

A final gross dividend of 25 cents per share has been declared after the reporting period but before the financial statements were authorised for issue.

Furthermore, the directors are not aware of any other material facts or circumstances which occurred between the statement of financial position date and the date of this report that would require any adjustments to the annual financial statements.

### DIVIDENDS

	R'000	R'000
<b>*Dividend declared after reporting date</b>	<b>65 000</b>	39 000
<b>Dividends per share (cents)</b>	<b>25</b>	15

*\*These dividends were declared subsequent to the respective annual financial year-ends.*

### CASH DIVIDEND DECLARATION

The Board of directors are pleased to announce that it has approved and declared a gross final dividend of 25 cents per share for the year ended 31 August 2018 from income reserves. The final dividend amount, net of South African dividend tax of 20% which equates to 5 cents per share and is therefore a net 20 cents per share for those shareholders that are not exempt from dividend tax.

The number of ordinary shares in issue at the declaration date is 260 000 000 and the income tax number of the Company is 9246036033.

The salient dates of the dividend distribution are as follows:

Gross dividend (cents per share)	25.00
Dividend net of dividend withholding tax (cents per share)	20.00
Announcement date	Tuesday, 30 October 2018
Last day to trade cum dividend	Tuesday, 20 November 2018
Trading ex-dividend commences	Wednesday, 21 November 2018
Record date	Friday, 23 November 2018
Date of payment	Monday, 26 November 2018

Share certificates may not be dematerialised between Wednesday, 21 November 2018 and Friday, 23 November 2018, both days inclusive.

### FUTURE PROSPECTS

The Group continues to focus on the expansion of its Abalone farm, additional acquisitions and increasing the diversification of its product basket. The Group expects an increased contribution to the operational performance of the Group resulting from the acquisition of Talhado, which includes synergies as a result of cost savings.

## DIRECTORATE AND STATUTORY INFORMATION

Directors: Reverend Dr Vukile Mehana (chairman)\*\*, Khalid Abdulla (Non-executive deputy chairman)\*\*, Mogamat Samir Saban (chief executive officer)\*, Isaiah Tatenda Bundo\*, Rushaan Isaacs\*, Salim Young\*\*, Cherie Felicity Hendricks\*\*, Aziza Amod\*\*, Rosemary Mosia\*\*, Clifford van der Venter\*\*, Advocate Dr Ngoako Ramatlhodi\*\* and Sebezile Patrick Mngconkola\*\*

*\* Executive directors*

*\*\* Non-executive directors*

Registered office: Quay 7, East Pier, Breakwater Boulevard, Victoria & Alfred Waterfront, Cape Town, 8001

Auditor: BDO Cape Inc.

Company Secretary: Wazeer Moosa  
Quay 7, East Pier, Breakwater Boulevard, Victoria & Alfred Waterfront, Cape Town, 8001  
wazeerm@premfish.co.za

Sponsor: PSG Capital Proprietary Limited

Transfer secretaries: Link Market Services South Africa Property Limited  
Rennie House, 13th Floor, 19 Ameshoff Street, Braamfontein, Johannesburg, 2000  
Postal address: PO Box 4844, Johannesburg, 2000  
Telephone: +27 11 713 0800  
Telefax: +27 86 674 4381  
Website: [www.linkmarketservices.co.za](http://www.linkmarketservices.co.za)

Cape Town  
30 October 2018

# ANNEXURE B

## GENERAL INFORMATION IN RESPECT OF DIRECTORS, MAJOR SHAREHOLDERS AND DIRECTORS' INTEREST IN SECURITIES DIRECTORS – EXECUTIVE DIRECTORS

### DIRECTORS – EXECUTIVE DIRECTORS

CHIEF EXECUTIVE OFFICER

**Mogamat Samier Saban**

BCom (UCT) BCom (Hons) CTA CA(SA)

Appointed: 1 February 2017

Nationality: South African

Board committee: Investment committee

Mr Saban is a qualified Chartered Accountant with more than 13 years commercial experience. Mr Saban completed his articles at Grant Thornton and spent almost two years at Pioneer Foods, one of the largest FMCG companies in South Africa. Thereafter Mr Saban joined Premier Fishing SA (Pty) Ltd in various senior financial positions since 2007. During 2009 Mr Saban was promoted to general manager of the Group and during 2011 appointed as the CEO. He has won numerous awards in the Group such as CEO of the year as well as outstanding management for the year. Mr Saban also attended the World Economic Forum in Dalian and Tianjin with the Group Chairman.

Major directorships: Marine Growers (Pty) Ltd, Premier Fishing SA (Pty) Ltd, Talhado Fishing Enterprises

CHIEF FINANCIAL OFFICER

**Isaiah Tatenda Bundo**

BCom (UCT) PGDA CA(SA)

Appointed: 1 February 2017

Nationality: Zimbabwean

Board committee: N/A

Mr Bundo is a Chartered Accountant by profession with over nine years of experience. Mr Bundo completed his articles with PKF and spent a year with Deloitte before joining Premier Fishing SA (Pty) Ltd. He has over five years of experience as the Group chief financial officer at Premier Fishing. As part of the executive management team he is responsible for the financial and administrative functions of the Group, IT, procurement, risk management, systems reviews, assisting operations teams in terms of operational review and improvements and corporate finance. Mr Bundo has contributed greatly to the efficiency and accuracy of financial reporting in the Group as well as systems and operations reviews. He has won awards as the AEEI Group divisional finance head of the year for the 2012 and 2014 financial years.

Major directorships: Marine Growers (Pty) Ltd, Premier Fishing SA (Pty) Ltd, Talhado Fishing Enterprises

Major directorships: Premier Fishing SA (Pty) Ltd

## SALES AND MARKETING DIRECTOR

**Rushaan Isaacs (39)**

University of Stellenbosch Management Development Programme

Appointed: 1 February 2017

Nationality: South African

Board committee: N/A

Mrs Isaacs has over 20 years of sales experience within the fishing industry managing and developing strategy for global markets within the various fishing sectors Premier Fishing is involved in. Mrs Isaacs has over the past years managed to build valuable relations within all of Premier Fishing's sectors and also achieved highest service levels and top branding positioning of all sectors. She has also won awards in the AEEI for Overall Top Achiever in 2014 and Emerging Executive of the Year in 2015.

## DIRECTORS – NON-EXECUTIVE DIRECTORS

### INDEPENDENT NON-EXECUTIVE CHAIRMAN

**Reverend Dr Vukile Charles Mehana (65)**

PhD (University of Johannesburg), DBA, Honoris Causa (Commonwealth University), MBA (De Montfort University, UK), Master Class Certificate (London Graduate School), BTh (Rhodes University), AMP (Insead Business School, France), Certificate in Public Enterprises (National University of Singapore), DPhil (University of Johannesburg), Top Management Certificate on Public Enterprise (National University of Singapore)

Appointed: 1 February 2017

Nationality: South African

Board committee: Remuneration committee; Chairman of the Nomination committee

Reverend Dr Mehana is an ordained Minister of the Methodist Church. He has also been appointed by the Minister of Higher Education to the Governing Council of the University of KwaZulu-Natal (UKZN) and he is the Chair of Council.

Reverend Dr Mehana is a former Adjunct Professor and part-time lecturer of Business Strategy at UCT Graduate School of Business, where he taught Business Strategy course to the AIM Programme, Change Management to Diploma and assisted with the Business Leadership for MBA students.

Reverend Dr Mehana is also one of the 40 Social Cohesion Advocates under the Ministry of Arts and Culture.

Major directorships: LRMG (Pty) Ltd (chairman), The Performance Agency (South Africa) (Pty) Ltd (director), Mazwe Financial Services (non-executive chairman), Makana Investment Corporation (Pty) Ltd (non-executive director representing the Ex-Political Prisoners Trust), espAfrika (Pty) Ltd (non-executive chairman), Community Schemes Ombud Service (chairman), Sizwe Africa IT Group (Pty) Ltd (non-executive chairman), Mustek Ltd (non-executive chairman), chairman of the SAPS Ministerial Transformation Task Team and chair of the Governing Council of UKZN.

## INDEPENDENT NON-EXECUTIVE DEPUTY CHAIRMAN

**Salim Young** (60)

BProc, LLB (UWC), LLM (Tulane University, USA)

Appointed: 1 February 2017

Nationality: South African

Board committee: Chairman of the Audit and Risk committee; Chairman of the Investment committee; Chairman of the Remuneration committee

Mr Young is an experienced business executive and corporate lawyer and is a former director of Webber Wentzel (formerly Mallinicks Inc.). Mr Young recently retired after a very successful 12 years as an executive director on the Board of British American Tobacco SA, situated in Stellenbosch. During this time Mr Young also served as the appointed South African representative of the London-based BAT plc whose secondary listing on the JSE ranks as the largest company by market capitalisation. Mr Young maintains board positions in a number of other companies and significant trusts. He holds a postgraduate master's degree (LLM) in International Commercial Law from Tulane University in the United States as well as Certificates in Law from Georgetown University and Harvard University, respectively.

He is one of the founders of Unipalm Investments and chairs the remuneration committee.

Major directorships: Unipalm Investments Ltd; Independent Media (Pty) Ltd; Loot (Pty) Ltd; Insights Publishing; BAT Signature Trust

## INDEPENDENT NON-EXECUTIVE DIRECTOR

**Aziza Begum Amod** (56)

Appointed: 13 January 2014

Nationality: South African

Board committee: Chair of the Social and Ethics committee

Ms Amod is a professional director, businesswoman, philanthropist and entrepreneur with more than 30 years of business experience in the retail sector. She provides consultancy to women-owned businesses in the areas of impact investment, social innovation and technology applications for social impact in the food and retail sector.

Ms Amod has been featured and published in numerous articles in relation to business and female entrepreneurs. She is a well-known philanthropist supporting a number of NGOs, outreach programmes and serves on the board of trustees of numerous philanthropic associations. She currently serves as a director and trustee on various business entities and trusts.

Major directorships: Health System Technologies (Pty) Ltd, AYO Technology Solutions Ltd.

## INDEPENDENT NON-EXECUTIVE DIRECTOR

### **Rosemary Phindile Mosia** (50)

Bcom (University of the North), PDM (Wits Graduate School of Business), Criminal Justice in Accounting (RAU), BCTA (RAU), Masters in Business Leadership (MBL) (University of South Africa)

Appointed: 1 February 2017

Nationality: South African

Board committee: Audit and Risk committee; Social and Ethics committee and Investment committee

Ms Mosia is a South African female professional, with more than 15 years' experience in credit risk, financial and business management, amassed from various positions and different roles in her career life. In addition, she has extensive training in General and Credit Management, Finance, Internal Auditing and Forensic Auditing.

She was also involved in multiple roles including Internal Audit, Forensic Audit, Budget Management, Credit Risk Management, Operational Management, for the same financial services unit. Her experience in Audit was acquired over a six years period. She managed Johannesburg office and other smaller satellite branches.

From 2000 to 2008, she headed, at a Regional/Corridor level, the financial services unit of a large state owned entity.

She is currently the Chief Executive Officer (CEO) of Black Business Chamber which is an NGO and an emerging wine exporter.

## INDEPENDENT NON-EXECUTIVE DIRECTOR

### **Clifford Leonard van der Venter** (53)

Bcom (Unisa) MBA (UCT)

Appointed: 1 February 2017

Nationality: South African

Board committee: Audit and Risk committee; Social and Ethics committee

Mr van der Venter is a seasoned professional with more than 30 years' experience in the corporate world. He completed a BCom degree (Unisa - 1987) as well as an MBA (UCT - 1993).

He worked in the Financial Services industry (Old Mutual) during the first seven years of his career, doing mainly actuarial and consulting work in employee benefits and investments.

Mr van der Venter joined Caltex (now Chevron) in 1990 and held numerous Human Resources positions culminating in his appointment as HR director for sub-Saharan Africa in 1999. He subsequently held HR director positions at Unilever SA, Anglo American (seconded to Kumba Iron Ore) and British American Tobacco until June 2014 when he decided to take a career break. These roles have honed his skills as an HR professional but have also broadened his experience as an Executive Board member of these major multi-nationals. Over the last two years, he has operated as an independent Strategy and HR Consultant.

Apart from his deep expertise in the HR field and an obvious passion for people, his key strengths are in the areas of leading Organisational Change and Business Strategy development.

## INDEPENDENT NON-EXECUTIVE DIRECTOR

### Advocate Dr Ngoako Abel Ramatlhodi (63)

BA Law and LLB (National University of Lesotho), MSc in International Relations (University of Zimbabwe), admitted to the Bar of Lesotho and South Africa as an Advocate, Honorary Doctor of Law Degree (University of Limpopo)

Appointed: 7 March 2018

Nationality: South African

Board committee: Audit and Risk committee

Advocate Dr Ramatlhodi is an experienced businessman, lawyer and advocate. He was the Premier of Limpopo and held the positions of Minister of Public Services, Minister of Mineral Resources and Deputy Minister of Correctional Services and was a member of the South African Parliament. Advocate Dr Ramatlhodi is a founder member and the first chairman of the University of the North Arts and Drama Association and chairman of the Central Cultural Committee. He lectured Public International Law at the University of the North.

Advocate Dr Ramatlhodi maintains board positions in a number of other companies.

Major directorships: Premier Fishing and Brands Ltd, AYO Technology Solutions Ltd and Ebeneza Oils (Pty) Ltd

## INDEPENDENT NON-EXECUTIVE DIRECTOR

### Sebenzile Patrick Mngconkola (63)

Baccalaureus Technologiae (B.Tech) in business administration, National Diploma in Policing; a Bachelor's Degree in Human Resources Management and some certificates in various fields, amongst others Certificate in Forensic and Investigate Auditing from UNISA and Project Management Certificate.

Appointed: 3 March 2018

Nationality: South African

Board committee: Audit and Risk committee; Social and Ethics committee

Mr Mngconkola has served on a number of boards. Between October 2010 and 31 March 2017 he served on the Board of the Public Investment Corporation (PIC), the largest asset manager on the African continent. Mr Mngconkola has also served as a director of Growthpoint Properties since November 2012, as well as serving on the Board of Sacoil Limited (recently renamed to Energy for Africa (Efora)), a listed oil and gas company.

## NON-EXECUTIVE DIRECTOR

### **Cherie Felicity Hendricks (55)**

University of Cambridge Programme for Sustainability Leadership, Incite Sustainability Executive Programme, Executive Women in Leadership Programme (University of Cape Town – Graduate School of Business)

Appointed: 6 July 2009

Nationality: South African

Board committee: Social and Ethics committee

Ms Hendricks is the corporate affairs and sustainability director responsible for corporate affairs, which include sustainability, regulatory compliance, corporate social investment and Group communication. With more than 19 years of experience at the Group and an in-depth knowledge of the corporate and investment sectors, she currently sits on the boards of the Group's major investments and links the Group's subsidiaries with the Group's corporate office.

Ms Hendricks oversees corporate governance across the Group. Her portfolio includes writing of policies and procedures and keeping abreast of regulatory changes, ensuring good corporate governance practices are adhered to and assisting with the governing of ethics. She ensures compliance with the JSE Listings Requirements, Companies Act and King IV™. She is accountable for sustainability, transformation and social responsibility programmes and develops plans and executes the Group's corporate affairs strategy. She oversees the building of the Group's brand and ethos and mentors and oversees the internal and external communication, supervises the marketing, investor relations and public relations activities within the Group. She manages the human resources department ensuring that fairness and ethical standards are upheld and is a primary contributor to the company secretarial department. She is the recipient of numerous prestigious awards, including CEO's Award for Excellence in Management, Chairman's Award for Loyalty Services and Dedication, Long Service Award and won the Highest Sustainability Data Transparency Index twice – in the Financial Services Sector by the Integrated Reporting Assurance Services out of more than 300 Top JSE-listed companies.

Major directorships: Premier Fishing and Brands Ltd, AYO Technology Solutions Ltd, Health System Technologies (Pty) Ltd, Premier Fishing SA (Pty) Ltd, Ribotech (Pty) Ltd, espAfrika (Pty) Ltd, Independent Newspapers (Pty) Ltd, Bioclones (Pty) Ltd, Condé Nast Magazines (Pty) Ltd, Sekunjalo Independent Media (Pty) Ltd, Puleng Technologies (Pty) Ltd, Kalula Communications (Pty) Ltd trading as Headset Solutions, African News Agency (Pty) Ltd and Orleans Cosmetics (Pty) Ltd.



## NON-EXECUTIVE DIRECTOR

**Khalid Abdulla** (53)

MBA (UCT), Bcompt (Hons), CTA (Unisa), Project Management (UCT)

Appointed: 1 December 2008

Nationality: South African

Board committee: Remuneration committee; Investment committee; Nomination committee

Mr Abdulla is the Group chief executive officer (CEO) of African Equity Empowerment Investments Limited (AEEI) and has been with the AEEI Group since 1999. He served as the CEO of various subsidiaries, i.e. the information technology and financial services businesses and as the AEEI Group CFO in 2007 before being appointed as the AEEI Group CEO in November 2009.

Mr Abdulla has been appointed to and serves on various boards, committees and non-governmental organisations (NGO's). He has more than 30 years' commercial experience related to fishing, technology, health, biotherapeutics, events and tourism as well as financial services. He is a regular invitee and participant at the World Economic Forum in Africa as well as the Summer Davos in China. He was also a speaker for the Department of Trade and Industry at conference in the United Kingdom and Germany for "Investing into South Africa".

Mr Abdulla is the recipient of many awards, including the Global Leadership Excellence Award presented at the World Leadership Congress and Awards which took place in Mauritius; overall winner of the Inaugural South African Vision 2030 Future Maker: Driver for Change 2017 Award; and the overall winner at the Oliver Empowerment Awards as SA's most Empowered Business Leader of the Year (2017). Financial Mail voted him as one of the best CEOs in the country in 2016 and also ranked him among the 10 best executives of 2015. Mr Abdulla was the recipient of the prestigious Black Business Executive Circle/ Absa Bank Kaelo Award for giving guidance and leadership to grow junior and middle management.

Major directorships: Premier Fishing and Brands Ltd, BT Communication Services South Africa (Pty) Ltd, Saab Grintek Defence (Pty) Ltd, Health System Technologies (Pty) Ltd, espAfrika (Pty) Ltd, Bioclones (Pty) Ltd, Premier Fishing SA (Pty) Ltd, Puleng Technologies (Pty) Ltd, Kalula Communications (Pty) Ltd trading as Headsets Solutions, Orleans Cosmetics (Pty) Ltd, Tripos Travel (Pty) Ltd, AfriNat (Pty) Ltd and Magic 828 (Pty) Ltd.

# ANNEXURE B continued

## Shareholder information as at 31 August 2018

The Company's shareholders as at 31 August 2018 can be summarised as follows:

### ANALYSIS OF SHAREHOLDINGS AS AT 31 AUGUST 2018

	NUMBER OF SHAREHOLDERS	PERCENTAGE OF TOTAL SHAREHOLDERS	NUMBER OF SHARES	PERCENTAGE OF TOTAL ISSUED SHARES
1 – 5 000	837	75.48	648 476	0.25
5 001 – 10 000	69	6.22	546 199	0.21
10 001 – 100 000	141	12.71	4 806 264	1.85
100 001 – 1 000 000	49	4.42	15 646 835	6.02
1 000 001 and more	13	1.17	238 352 226	91.67
<b>Total</b>	<b>1 109</b>	<b>100.00</b>	<b>260 000 000</b>	<b>100.00</b>

### MAJOR SHAREHOLDERS (5% AND MORE OF THE SHARES IN ISSUE)

	NUMBER OF SHARES	PERCENTAGE OF TOTAL ISSUED SHARE CAPITAL
African Equity Empowerments Investments Limited	143 000 000	55.00
Government Employees Pension Fund	61 393 497	23.61
<b>Total</b>	<b>204 393 497</b>	<b>78.61</b>

### DISTRIBUTION OF SHAREHOLDERS

	SHAREHOLDERS NUMBER	SHARES PERCENTAGE	NUMBER	PERCENTAGE
Individuals	995	89.72	7 075 744	2.72
Nominee companies and trusts	32	2.89	1 701 080	0.66
Public companies	68	6.13	249 163 403	95.83
Close corporations and private companies	14	1.26	2 059 773	0.79
<b>Total</b>	<b>1 109</b>	<b>100.00</b>	<b>260 000 000</b>	<b>100.00</b>

## NON-PUBLIC AND PUBLIC SHAREHOLDING

	SHAREHOLDERS NUMBER	SHARES PERCENTAGE	NUMBER	PERCENTAGE
<b>NON-PUBLIC</b>	<b>4</b>	<b>0.36</b>	<b>204 476 497</b>	<b>78.64</b>
Directors	2	0.18	83 000	0.03
Greater than 10% of issued capital	2	0.18	204 393 497	78.61
<b>PUBLIC</b>	<b>1 105</b>	<b>99.64</b>	<b>55 523 503</b>	<b>21.36</b>
<b>TOTAL</b>	<b>1 109</b>	<b>100.00</b>	<b>260 000 000</b>	<b>100.00</b>

**Note:** Refer to the directors' report for further details of directors' holdings.

## SHARE TRADING STATISTICS

Market price per share (cents)	
High	445
Low	300
Year-end	380
Volume traded (shares)	12 658 837
Value traded (rand)	47 154 168
Volume of shares traded as a percentage of issued capital	4.87
Market capitalisation at 30 October 2018 (rand)	988 000 000

## VOTING RIGHTS

### SHARE CAPITAL

#### Authorised

The authorised share capital of the Company is 2 000 000 000 ordinary shares of no par value.

- At the end of the 2016 financial year, there were 100 shares in issue of R1 each.

On 1 February 2017, the share capital of the Company was altered by:

- Converting the entire authorised and issued share capital from par value shares of R1.00 each into no par value shares;
- Increasing the authorised share capital from 1 000 ordinary shares of R1.00 each into 2 000 000 000 ordinary no par value shares; and
- Subdividing each share in the Company's authorised and issued share capital into 1 430 000 shares.

#### Issued

260 000 000 ordinary shares of no par value.

On 2 March 2017, an additional 117 000 000 ordinary shares were issued to the public in a private placement as part of the group's capital raising and the listing of the Company on the main board of the Johannesburg Stock Exchange (JSE).

On 31 August 2017 the issued share capital of the Company was 260 000 000 ordinary shares of no par value.

There were no issue of shares in the current financial year.

	2018	2017
Opening balance	260 000 000	100
Shares split	-	142 999 900
Issue of shares	-	117 000 000
Closing balance	260 000 000	260 000 000

# ANNEXURE C

## REMUNERATION POLICY

### 1. INTRODUCTION

The committee is mandated by the Board to oversee all aspects of remuneration and incentives of the Group's executive, non-executive directors and key management in accordance with the approved terms of reference. The Group is aware of the importance of fair and transparent remuneration policies and practices. We strive to ensure that our governance and disclosure relating to executive remuneration is transparent and fair.

### 2. REMUNERATION PHILOSOPHY

The Group aims to be an employer of choice. The Group's employees are key determinants of its success. The remuneration policy is based on the principles of fair and responsible remuneration and is structured to motivate, reward and retain quality employees at all levels. The Group remuneration policy aims to reward for excellent performance and seeks to be aligned to the achievement of the Group's strategic objectives.

The Group's operations include a number of employees who are independent contractors engaged on fixed-term contracts (within the bounds of South African labour legislation) or are part of a bargaining council. The remuneration arrangements of these employees are governed by separate agreements which are negotiated on an operational level (subject to oversight from the committee); therefore, they are not covered by the Remuneration Policy framework.

### 3. REMUNERATION MIX

Remuneration comprises of guaranteed pay and variable pay. Variable pay is comprised of short-term incentives such as bonuses. The target remuneration mix varies at each grade. At lower levels, the remuneration mix is weighted in favour of guaranteed pay. Senior employees should have a higher proportion of variable pay in their remuneration mix, as they have the ability to influence the financial performance and strategic outcomes of the Group.

### 4. DETERMINATION OF PERFORMANCE INCENTIVES

The Group has formal and informal frameworks for performance management that are directly linked to either increases in total cost to company or annual short-term incentive bonuses. Performance management and assessment sessions take place

## REMUNERATION POLICY continued

regularly throughout the year, where Group performance, personal achievement of key performance indicators ("KPIs"), and delivery on key strategic objectives are discussed.

### 5. COMPONENTS OF REMUNERATION

Executives are responsible for leading others and taking significant decisions about the short and long-term operation of the business. They require specific skills and experience and are held to a higher level of accountability. The remuneration policy is structured to attract and retain high-calibre executives and motivate them to develop and implement the Group's strategy to maximise long-term shareholder value. The Group's remuneration policy also aims to align the long-term interests of executives with those of shareholders.

The remuneration policy is intended to conform to best practice and is structured around the following key principles:

- total remuneration which is set at a level that is responsible and competitive within the relevant industry;
- incentive performance measures and targets are structured to encourage the attainment of the Group's strategic objectives; and
- incentive payments are capped and earned through the achievement of the Group's growth targets consistent with shareholders' interests.

## REMUNERATION COMPRISES THE FOLLOWING KEY ELEMENTS:

GUARANTEED PAY	SHORT-TERM INCENTIVE	OTHER BENEFITS
<p><b>Base salary</b></p> <ul style="list-style-type: none"> <li>Aimed to attract and retain.</li> <li>Improve employees' financial well-being.</li> <li>Support high-performing individuals by aligning reward with performance.</li> </ul>	<p><b>Performance bonuses</b></p> <ul style="list-style-type: none"> <li>Motivates executive directors and key management to achieve strategic objectives as per the Group's Vision 2020 Vision.</li> </ul>	<p><b>Pension and provident fund, medical aid benefits.</b></p> <ul style="list-style-type: none"> <li>Improves employees' financial planning and security on retirement.</li> </ul>

### REMUNERATION METHODOLOGY

- |                                                                                                                                                                                                                                                                                                                                                                                                                                              |                                                                                                                                                                                                                                                                                                                                                                                                                                                      |                                                                                                        |
|----------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------|------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------|--------------------------------------------------------------------------------------------------------|
| <ul style="list-style-type: none"> <li>Remuneration levels take into the general market in which the business operates and skills acquired.</li> <li>General adjustments to guaranteed pay levels are effective from 1 September each year.</li> <li>Annual increase parameters are set using guidance from the Group budgeting processes, general economic environment, individual performance and the performance of the Group.</li> </ul> | <ul style="list-style-type: none"> <li>Performance bonuses are dependent on financial performance and achievement of agreed strategic and individual KPIs.</li> <li>Executive directors have a higher weighting, 80%, towards financial performance while 20% would be based on individual KPIs.</li> <li>Performance bonus are not earned if the minimum financial target is not met.</li> <li>Performance bonuses are paid once a year.</li> </ul> | <ul style="list-style-type: none"> <li>Determined as a fixed percentage of the base salary.</li> </ul> |
|----------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------|------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------|--------------------------------------------------------------------------------------------------------|

### ELIGIBILITY

- |                                                                                    |                                                                                                   |                                                                        |
|------------------------------------------------------------------------------------|---------------------------------------------------------------------------------------------------|------------------------------------------------------------------------|
| <ul style="list-style-type: none"> <li>All staff employed by the Group.</li> </ul> | <ul style="list-style-type: none"> <li>Permanent staff from junior management upwards.</li> </ul> | <ul style="list-style-type: none"> <li>All permanent staff.</li> </ul> |
|------------------------------------------------------------------------------------|---------------------------------------------------------------------------------------------------|------------------------------------------------------------------------|

## PERFORMANCE CONDITIONS FOR DETERMINING THE PERFORMANCE BONUS

### Financial targets:

- For executive directors the target is profit before tax.
- For other members of key management the target is divisional operating profit.

### Non-financial targets

- Individual performance against job requirement.
- Improving operating efficiencies.
- Delivery of organic growth projects.
- Delivery of strategic acquisitions.

The remuneration committee seeks to ensure an appropriate balance between the fixed and performance-related elements of executive remuneration and between those aspects of the package linked to short-term performance and those linked to longer term shareholder value creation. The Group aims to ensure that for executive remuneration, the performance-based pay of executive directors and senior managers should form a significant portion of their expected total compensation.

### Executive directors' contracts of employment

Executive directors are not employed on fixed-term contracts but have standard employment contracts with Premier Fishing SA Proprietary Limited which can be terminated with notice periods of between one and three months. The executive directors are not subject to any restraint of trade agreements. The retirement age for an executive director is 65 years. In the event that an executive director's service contract is terminated due to operational reasons, the Group's obligation to make a severance payment will be governed by the provisions of the Labour Relations Act.

### Non-executive directors' fees

Non-executive directors do not have employment contracts with the Company or participate in the Company's performance schemes. The committee recommends the level of fees payable to non-executive directors to the shareholders for approval at each AGM of the Company. Non-executive director fees are paid on an annual retainer basis to account for the responsibilities borne by them throughout the year. Non-executive director fees are not dependent on meeting attendance. The fee structure is evaluated on an annual basis based on non-executive director fee surveys.



## IMPLEMENTATION REPORT

The committee has monitored the implementation of the remuneration policy during the financial year and is of the view that the Group's compliance with the policy has been satisfactory.

The committee is satisfied that variable pay outcomes for the 2018 financial year are aligned with the Group's financial performance for the 2017 financial year.

### Guaranteed pay

A market adjustment mandate of 7% on the cost to company (CTC – base salary plus employer retirement fund contribution) was approved by the committee for the non-bargaining category employees, in line with inflation and national benchmarks. The approved mandate was further differentiated based on individual performance ranging from a 0% adjustment for non-performing employees to 9% for individuals with exceptional performance during the prior financial year.

The guaranteed pay of the executive directors is set out below:

	GUARANTEED PAY	
	2018 R'000	2017 R'000
Mogamat Samir Saban	2 027	1 266
Isaiah Tatenda Bundo	1 204	790
Rushaan Isaacs	849	614

After performing an industry salary benchmark study, the compensation of executive directors were adjusted during the course of the year.

### Short-term incentive

Performance bonuses paid to executive directors is based on financial and non-financial targets. The table below sets out the targets for the executive directors and the actual performance achieved.

PERFORMANCE CONDITION	WEIGHTING	THRESHOLD	TARGET	ACTUAL PERFORMANCE	ACTUAL PERFORMANCE (% MAXIMUM)
Profit before tax	80%	90	130	178	135%
Non-financial targets	20%				

*The non-financial targets for executive directors are improving operating efficiencies, delivery of organic growth projects and delivery of strategic acquisitions.*

# ANNEXURE C continued

1. The achievement of the targets for the executive directors in respect of the 2018 financial year were:

	ACHIEVEMENT OF FINANCIAL TARGETS	ACHIEVEMENT OF NON-FINANCIAL TARGETS	TOTAL AS A PERCENTAGE OF MAXIMUM	MAXIMUM BONUS (% OF GUARANTEED PAY)
Mogamat Samir Saban	100%	100%	100%	25
Isaiah Tatenda Bundo	100%	100%	100%	16
Rushaan Isaacs	100%	100%	100%	16

There are currently no long-term incentives for executive directors.

The table below sets out the remuneration received by the executive directors during the 2018 and 2017 financial years.

2018	BASE SALARY	PERFORMANCE BONUS	PROVIDENT FUND	TOTAL
	R'000	R'000	R'000	R'000
Mogamat Samir Saban	2 027	646	223	2 896
Isaiah Tatenda Bundo	1 203	388	141	1 732
Rushaan Isaacs	849	130	81	1 060
<b>TOTAL</b>	<b>4 079</b>	<b>1 164</b>	<b>445</b>	<b>5 688</b>

2017	BASE SALARY	PERFORMANCE BONUS	PROVIDENT FUND	TOTAL
	R'000	R'000	R'000	R'000
Mogamat Samir Saban	1 266	315	139	1 720
Isaiah Tatenda Bundo	790	150	92	1 032
Rushaan Isaacs	614	113	67	794
<b>TOTAL</b>	<b>2 670</b>	<b>578</b>	<b>298</b>	<b>3 546</b>

Annual fees payable to non-executive directors were approved by shareholders at the AGM on 20 February 2018. The fees paid for the 2018 and 2017 year are shown below.

	2018 R'000	2017 R'000
<b>Non-executive director</b>		
Rev Dr VC Mehana	255	110
S Young	180	75
AB Amod	180	75
RP Mosia	180	75
CL Van der Venter	180	75
Adv N Ramatlhodi	75	–
SP Mngconkola	75	–
<b>TOTAL</b>	<b>1 125</b>	<b>410</b>

*Note: K Abdulla and CF Hendricks waived their non-executive fees.*

## NON-BINDING ADVISORY NOTE

The Group's remuneration policy and its implementation report will be presented to shareholders for separate non-binding advisory votes at the upcoming AGM. In the event that 25% or more of shareholders vote against either the remuneration policy or the implementation report at the meeting, the Group will endeavour to:

- Engage with shareholders through dialogue and request written submissions in order to address shareholder concerns. Please refer to the shareholder voting/feedback section below, for the detailed steps taken by the Company in this regard.

## SHAREHOLDER FEEDBACK

As a result of the remuneration policy and implementation report having received more than 25% votes against the non-binding advisory votes at the AGM held on 20 February 2018, the Group invited dissenting shareholders to forward their objections or concerns to the company secretary in relation to the remuneration and implementation policy. To date, we wish to advise that no further objections or concerns have been received.

Results of the shareholders' votes at the most recent AGM held on 20 February 2018, as a percentage of the total number of shares voted at the AGM, is indicated below:

Approval of the remuneration policy	71.53%
Implementation of the remuneration policy	98.31%
Non-executive directors' fees	100%

However, should any shareholders forward any further objections and concerns regarding the remuneration policy to the company secretary in writing, the remuneration committee will consider such concerns and any changes to the remuneration policy and implementation thereof will be reported on in the next integrated annual report.

## SHAREHOLDER VOTING

As required by King IV™ and the JSE Listings Requirements, the Company will put a non-binding advisory vote to shareholders regarding the approval of the remuneration policy and the implementation report. The Company seeks the support from its shareholders at the upcoming AGM. If any shareholders are inclined not to support the resolutions, we would ask that the reasons for such decision be communicated to the Company so that consideration can be given to those reasons. Please forward any comments to the company secretary at [wazeerm@premfish.co.za](mailto:wazeerm@premfish.co.za).

Should either vote receive 25% or more votes against, the Company will take the following steps:

- Issue a SENS announcement regarding the outcome of the voting results;
- Invite shareholders to engage with the Company regarding their dissatisfaction with either of the votes;
- Schedule engagements with concerned shareholders to record their concerns and objections; and
- Assimilate all responses and schedule a remuneration committee meeting to analyse concerns and issues raised with the aim of formulating changes to the policy and implementation required.

Develop a formal response to shareholders that articulates the concerns raised, the details of where the changes will be made to address concerns raised and provide responses for areas where the Company, despite the shareholder feedback, believes its current policy and/or implementation is adequate.

## SUCCESSION PLANNING

The Board recognises its responsibility to make provisions for competent leadership for the Group. In fulfilling this responsibility, the Board also acknowledges that situations may arise which require a need for interim leadership and that future leadership transitions are inevitable.

The purpose of succession planning is to ensure that plans are in place to develop potentially suitable candidates for the future. The focus also remains on the retention of key and critical skills in the Group. Succession planning is reviewed periodically and provides for both succession in emergency situations and succession over the longer term.

The succession plan is designed to address each of the following situations:

- Provision for leadership during anticipated or unanticipated short-term absences of the CEO;
- Planned resignation – in the event of a permanent leadership change, the process for conducting a CEO search;
- Provision for leadership during anticipated or unanticipated short-term absences of the chair; and
- Planned resignation – in the event of a permanent leadership change, the process for conducting a chair search.

# ANNEXURE D

## ELECTRONIC PARTICIPATION IN THE ANNUAL GENERAL MEETING

- Shareholders or their proxies who wish to participate in the annual general meeting via electronic communication (Participants), must apply to the Company's transfer secretaries to do so by delivering the form below (the application) to the offices of the Company's transfer secretaries, Link Market Services, Rennie House, 13th Floor, 19 Ameshoff Street, Braamfontein, 2001, by no later than 14:00 on 14 February 2019.

**The application may also be posted, at the risk of the Participant, to Link Market Services, PO Box 4844, Johannesburg, 2000, so as to be received by the transfer secretaries by no later than the time and date set out above.**

- Participants must note that they will not be able to vote during the annual general meeting. Such Participants, should they wish to have their vote(s) counted at the annual general meeting, must act in accordance with the voting instructions contained in this notice of the annual general meeting, i.e. to the extent applicable:
  - complete the form of proxy; or
  - contact their CSDP.
- Important notice
  - Telecommunication lines will be available.**
  - Each Participant will be contacted via email and/or SMS with a code and the relevant telephone number to allow them to dial in.**
  - The cost of the Participant's phone call will be for his/her own expense and will be billed separately by his/her own telephone service provider.**
  - The cut-off time to participate in the meeting will be 14:00 on 19 February 2019. No late dial-in will be accommodated.**

### The application form

Full name of the shareholder	
ID number	
Email address	
Cell number	
Telephone number	
Name of CSDP or stockbroker (if shares are held in dematerialised format)	
Contact number of CSDP/stockbroker	
Contact person at CSDP/stockbroker	
Number of share certificate (if applicable)	
Signature	
Date	

## TERMS AND CONDITIONS FOR PARTICIPATION AT THE ANNUAL GENERAL MEETING VIA ELECTRONIC COMMUNICATION

The cost of dialling in using a telecommunication line to participate in the annual general meeting is for the expense of the Participant and will be billed separately by the Participant's own telephone service provider. The Participant acknowledges that the telecommunication lines are provided by a third party and indemnifies the Company against any loss, injury, damage, penalty or claim arising in any way from the use or possession of the telecommunication lines, whether or not the problem is caused by any act or omission on the part of the Participant or anyone else. In particular, but not exclusively, the Participant acknowledges that he/she will have no claim against the Company, whether for consequential damages or otherwise, arising from the use of the telecommunication lines or any defect in it or from total or partial failure of the telecommunication lines and connections linking the telecommunication lines to the annual general meeting.

Participants must note that they will not be able to vote during the annual general meeting. Such Participants, should they wish to have their vote(s) counted at the annual general meeting, must act in accordance with the voting instructions contained in the notice of annual general meeting, i.e. to the extent applicable:

- complete the form of proxy; or
- contact their CSDP.

The application will only be deemed successful if this application form has been completed and fully signed by the Participant.

Shareholder name: \_\_\_\_\_

Signature: \_\_\_\_\_

Date: \_\_\_\_\_

# ADMINISTRATION

## COMPANY SECRETARY

Mr Mohamed Wazeer Moosa – [www.wazeerm@premfish.co.za](mailto:www.wazeerm@premfish.co.za)

## EXECUTIVE MANAGEMENT TEAM

Chief executive officer – Mogamat Samier – [Saban.samiers@premfish.co.za](mailto:Saban.samiers@premfish.co.za)

Chief financial officer – Isaiah Tatenda Bundo – [tatendab@premfish.co.za](mailto:tatendab@premfish.co.za)

Sales and marketing director – Rushaan Isaacs – [rushaans@premfresh.co.za](mailto:rushaans@premfresh.co.za)

Prescribed officer – Mogamat Samier Saban – [samiers@premfish.co.za](mailto:samiers@premfish.co.za)

## BUSINESS ADDRESS AND REGISTERED OFFICE

Quay 7, East Pier, Breakwater Boulevard, Victoria & Alfred Waterfront, Cape Town, 8001, South Africa

Postal address: PO Box 181, Cape Town, 8000, South Africa

Telephone: +27 21 427 1400

Facsimile: +27 21 419 0731

## EMAIL AND WEBSITE

Email address: [info@premierfishing.co.za](mailto:info@premierfishing.co.za)

Website: [www.premierfishing.co.za](http://www.premierfishing.co.za)

## COMPANY REGISTRATION NUMBER

1998/018598/06

## TRANSFER SECRETARIES

Link Market Services South Africa Proprietary Limited

Rennie House, 13th Floor, 19 Ameshoff Street, Braamfontein, 2001

Postal address: PO Box 4844, Johannesburg, 2000

Telephone: +27 11 713 0800

Telefax: +27 86 674 4381

Website: [www.linkmarketservices.co.za](http://www.linkmarketservices.co.za)

## AUDITORS

BDO Cape Inc.

## SPONSOR

PSG Capital Proprietary Limited

## LISTING

Johannesburg Stock Exchange

Sector: Farming and fishing

Share code: PFB

ISIN code: ZAE000247516

