



YeboYethu (RF) Limited's Consolidated interim financial statements for the period ended 30 September 2024

YeboYethu (RF) Limited ('YeboYethu') was established as part of Vodacom's Broad-based Black Economic Empowerment ('BBBEE') transaction for the sole purpose of acquiring an interest in Vodacom Group Limited ('Vodacom' or 'Vodacom Group'). The financial success of YeboYethu is therefore fundamentally linked to the performance of Vodacom.

Vodacom is a leading and purpose-led African connectivity and financial services company. The Group, including Safaricom, serves 205.6 million customers spanning across the consumer and enterprise segments. The Group offers a wide range of services, including; telecommunication, information technology ('IT'), digital and financial services.

YeboYethu and its wholly owned subsidiary, YeboYethu Investment Company (RF) Proprietary Limited, is referred to as the YeboYethu Group. This announcement includes Vodacom's salient highlights affecting its performance for the six months ended 30 September 2024. It also explains the performance of YeboYethu Group and provides important information relating to the affairs of YeboYethu Group. Shareholders are advised to visit the YeboYethu website for any information awareness on www.yeboyethu.co.za

Vodacom Group

Performance summary

- Vodacom Group revenue of R74 billion was up 1.0% (10.4%*), despite significant foreign exchange headwinds.
- Vodacom Group service revenue growth of 9.9% on a normalised basis*, at the higher end of its medium-term target.
- Financial services revenue increased 7.8% (17.6%*) to R6.7 billion, contributing 11.4% to Vodacom Group service revenue.
- Vodacom Group EBITDA declined 2.7% to R26.6 billion, but grew 8.5% on a normalised basis*. EBITDA is operating profit excluding depreciation, amortisation and gains/losses on disposal of owned assets and excluding share of results of equity accounted associates and joint ventures, impairment losses, restructuring costs arising from discrete restructuring plans, other income and expense and significant items that are not considered by management to be reflective of the underlying performance of Vodacom Group.
- Serve a combined 205.6 million customers and 82.9 million financial services customers across Vodacom Group, including Safaricom on a 100% basis.
- Interim dividend of 285 cents per share, representing an 86% pay-out ratio.

* Normalised growth, which presents performance on a comparable basis. This adjusts for trading foreign exchange, foreign currency fluctuation on a constant currency basis (using the current year as base) and excludes the impact of merger, acquisition and disposal activities, at a constant currency basis where applicable, to show a like-for-like comparison of results.

YeboYethu Group

Performance summary

Some of the salient features of YeboYethu Group's results for the six months ended 30 September 2024 are as follows:

- Dividends received from Vodacom of R326.2 million;
- Gain on remeasurement on financial instrument of R1 249.8 million for the period resulting from the Vodacom share price increasing from R98.55 as at 31 March 2024 to R109.47 as at 30 September 2024;
- Finance costs of R362.2 million incurred during the current financial period;
- Reduction in debt of R268.0 million with R265.5 million planned subsequent to period end from the dividend distribution from Vodacom;
- Basic earnings per share of 1 765 cents;
- Declared an interim dividend of 96 cents per share.

Other matters

YeboYethu hosted its sixteenth annual general meeting ('AGM') on 5 August 2024, where shareholders adopted the audited consolidated annual financial statements for the year ended 31 March 2024, voted on the election of directors, appointed Ernst & Young Inc. as auditor of YeboYethu Group, appointed the members of the audit committee as well as approved non-executive directors fees. Prior to the AGM, shareholders were provided with a presentation that clarified the financial information presented. The results of the AGM are available on www.yeboyethu.co.za

Dividends

Dividends are declared and paid bi-annually as per the dividend policy. A final dividend of R50.8 million for the period ended 30 September 2024, was declared on 22 November 2024, payable on 17 December 2024 to shareholders recorded in the register at the close of business on 13 December 2024. The net dividend is 76.80000 cents per share after taking into account the dividend withholding tax of 19.20000 cents per share for those shareholders not exempt from dividend withholding tax.

Reviewed consolidated interim financial statements as at 30 September 2024

The consolidated interim financial statements have been reviewed by the independent auditing firm Ernst & Young Inc. and were approved by the Board of directors on 22 November 2024. The consolidated interim financial statements are available for inspection at the company's registered office and on the website www.yeboyethu.co.za. An unmodified review opinion has been issued on the consolidated interim financial statements.

Consolidated statement of comprehensive income

Notes	Six months ended 30 September		Year ended 31 March
	2024 Reviewed R000	2023 Reviewed R000	2024 Audited R000
Income	326 186	377 689	726 765
Expenditure	(10 085)	(17 918)	(26 843)
Operating profit	316 101	359 771	699 922
Finance income	558	641	1 243
Finance cost	(362 172)	(353 807)	(711 622)
Gain/(loss) on remeasurement of financial instrument	1 249 807	(1 863 265)	(2 688 458)
Profit/(loss) before tax	1 204 294	(1 856 660)	(2 698 915)
Taxation	(270 109)	402 293	580 371
Net profit/(loss)	934 185	(1 454 367)	(2 118 544)
Total comprehensive income/(loss)	934 185	(1 454 367)	(2 118 544)
	Cents	Cents	Cents
Basic/diluted earnings/(loss) per share	1 765	(2 748)	(4 004)

Consolidated statement of financial position

Notes	As at 30 September		As at 31 March
	2024 Reviewed R000	2023 Reviewed R000	2024 Audited R000
Assets			
Non-current assets	12 528 971	12 104 357	11 279 164
Financial assets	12 528 971	12 104 357	11 279 164
Current assets	12 007	12 279	13 610
Account receivable	5 617	6 190	7 089
Tax receivable	2	–	–
Restricted cash	317	315	315
Cash and cash equivalents	6 071	5 774	6 206
Total assets	12 540 978	12 116 636	11 292 774
Equity and liabilities			
Share capital	4 193 265	4 193 265	4 193 265
Ordinary share premium	359 883	359 883	359 883
Retained losses	(2 002 286)	(2 172 813)	(2 885 672)
Total equity	2 550 862	2 380 335	1 667 476
Non-current liabilities	9 985 257	9 729 824	9 621 174
Borrowings	9 021 706	8 857 990	8 927 581
Deferred tax	963 551	871 834	693 593
Current liabilities	4 859	6 477	4 124
Accounts payable	3 502	5 119	2 764
Tax payable	–	1	3
Dividends payable	1 357	1 357	1 357
Total equity and liabilities	12 540 978	12 116 636	11 292 774

Consolidated statement of changes in equity

Note	Six months ended 30 September		Year ended 31 March
	2024 Reviewed R000	2023 Reviewed R000	2024 Audited R000
Share capital	4 193 265	4 193 265	4 193 265
Ordinary share premium	359 883	359 883	359 883
Retained losses	(2 002 286)	(2 172 813)	(2 885 672)
Opening balance	(2 885 672)	(670 292)	(670 292)
Net profit/(loss)	934 185	(1 454 367)	(2 118 544)
Dividends	(50 799)	(48 154)	(96 836)
Total equity	2 550 862	2 380 335	1 667 476

Consolidated statement of cash flows

Notes	Six months ended 30 September		Year ended 31 March
	2024 Reviewed R000	2023 Reviewed R000	2024 Audited R000
Cash flows from operating activities			
Cash generated from operations	317 121	361 993	699 989
Tax paid	(154)	(173)	(333)
Dividends paid	(50 799)	(48 154)	(96 836)
Net cash flows generated from operating activities	266 168	313 666	602 820
Cash flows from investing activities			
Increase in overnight deposit	(6 653)	(13 169)	(22 448)
Decrease in overnight deposit	7 821	13 526	21 700
Finance income received	579	613	1 220
Movement in restricted cash	(2)	–	(2)
Net cash flows generated from investing activities	1 745	970	470
Cash flows from financing activities			
Borrowings incurred	–	917 298	917 298
Repayment of borrowings	(90 000)	(994 578)	(1 084 578)
Finance cost paid	(178 048)	(237 490)	(435 712)
Net cash flows utilised in financing activities	(268 048)	(314 770)	(602 992)
Net movement in cash and cash equivalents	(135)	(134)	298
Cash and cash equivalents at the beginning of the period/year	6 206	5 908	5 908
Cash and cash equivalents at the end of the period/year	6 071	5 774	6 206

Notes to the consolidated interim financial statements

1. Basis of preparation

These consolidated interim financial statements have been prepared in accordance with the framework concepts, the recognition and measurement criteria of International Financial Reporting Standards ('IFRS') accounting standards and in accordance with and containing the information required by IAS 34: Interim Financial Reporting as issued by the IASB, the Financial Reporting Guides as issued by the SAICA Accounting Practices Committee, Financial Pronouncements as issued by the Financial Reporting Standards Council, the JSE Listings Requirements and the requirements of the Companies Act of 2008, as amended. They have been prepared on the historical cost basis, except for certain financial instruments which are measured at fair value or at amortised cost, and are presented in South African rand, which is the Group's functional and presentation currency.

Basis of consolidation

The consolidated interim financial statements incorporate the interim financial statements of YeboYethu (RF) Limited and its wholly owned subsidiary, YeboYethu Investment Company (RF) (Proprietary) Limited ('YeboYethu Investment') which is one reportable segment ('the Group') for the period 30 September 2024.

The material accounting policies are consistent in all material respects with those applied for the year ended 31 March 2024. The Group adopted the new, revised or amended accounting pronouncements as issued by the IASB, which were effective and applicable to the Group from 1 April 2024, none of which had any material impact on the Group's financial results for the period. Material accounting policies are available for inspection at the Group's registered office.

Full details on changes in accounting policies will be disclosed in the Group's consolidated financial statements for the year ending 31 March 2025.

	Six months ended 30 September		Year ended 31 March
	2024 Reviewed R000	2023 Reviewed R000	2024 Audited R000
2. Expenditure			
Administration fees	(8 756)	(7 750)	(15 223)
Consulting fees	–	(1 488)	(1 654)
Auditor's remuneration	(564)	(532)	(1 066)
Directors' remuneration (Refer Note 14)	(755)	(715)	(1 461)
Transaction costs	–	(7 423)	(7 422)
Other	(10)	(10)	(17)
	(10 085)	(17 918)	(26 843)

Administration fees mainly comprise:

- share register maintenance fee;
- Annual General Meeting expenses;
- fees associated with costs of trading and security license;
- administration service fees to Vodacom Group;
- general administration and call centre agents cost;
- costs associated with payment of dividends;
- agency fees to Rand Merchant Bank (a division of FirstRand Bank Limited);
- unclaimed dividend campaign costs;
- printing and posting of the annual report as well as the typesetting of the interim results.

Consulting fees comprise costs associated with valuation services, legal costs and placement fee on recruitment of non-executive directors.

Administration

YeboYethu (RF) limited

(Incorporated in the Republic of South Africa) **Registration number:** 2008/014734/06
Share code: YYLBEE **ISIN:** ZAE000218483 **Directors:** T Mokgatha (Chairman), A Hall, T Walljee, K Kobue, U Lucht, B Silwanyana, A Conrad, O Fuchs, F Roji-Nodolo
Registered office: Vodacom Corporate Park, 082 Vodacom Boulevard, Midrand 1685
Company secretary: Vodacom Group Limited

Transfer secretaries: JSE Investor Services Proprietary Limited
(Registration number 2000/007239/07)
Physical address: One Exchange Square, Gwen Lane, Sandton 2196
Postal address: PO Box 4844, Johannesburg, 2000
Sponsor: Nedbank Corporate and Investment Banking (a division of Nedbank Limited)

Notes to the consolidated interim financial statements continued

2. Expenditure continued
Transaction costs are associated with Participation fees on the refinancing of the Class A preference shares as well as securities transfer tax arising on the redemption of shares from Depfin Investments Proprietary Limited and the portion redeemed from First Rand Bank Limited (Refer Note 10).

	Six months ended 30 September		Year ended 31 March
	2024 Reviewed R000	2023 Reviewed R000	2024 Audited R000

3. Finance cost

Interest expense			
Class A preference shares	(134 769)	(141 406)	(278 847)
Class B preference shares	(227 403)	(212 401)	(432 775)
	(362 172)	(353 807)	(711 622)

All interest expense is incurred from financial liabilities not at fair value through profit or loss.

Interest expense was recognised at a rate of 68% of First National Bank Limited's prime overdraft lending rate ('prime') on the class A preference shares. However, the interest expense is recognised at a rate of 67% of First National Bank Limited's prime overdraft lending rate ('prime') on the class A preference shares effective from 31 August 2023 on which the Group concluded its refinance. The rate of 70% of prime on the class B preference shares has not changed. For further details, refer to Note 10.

	Six months ended 30 September		Year ended 31 March
	2024 Reviewed R000	2023 Reviewed R000	2024 Audited R000

4. Gain/(loss) on remeasurement of financial instruments

Gain/(loss) on fair value of Vodacom Group shares	1 249 807	(1 863 265)	(2 688 458)
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The gain/(loss) on fair value of Vodacom Group shares in the respective period/year resulted from the increase/(decrease) in the Vodacom Group Limited ('Vodacom Group') share price. Refer Note 7 for detail on the share price.

	Six months ended 30 September		Year ended 31 March
	2024 Reviewed R000	2023 Reviewed R000	2024 Audited R000

5. Taxation

5.1 Income tax expense

South African current tax			
Current year	(151)	(173)	(336)
South African deferred tax			
Current year	(269 958)	402 466	580 707
	(270 109)	402 293	580 371

Components of deferred tax charged to profit or loss			
Capital gains tax on fair value gain/loss	(269 958)	402 465	580 707

Factors affecting tax expense for the year			
The table below discloses the differences between the expected income tax expense at the South African statutory tax rate and the Group's total income tax expense:			
Profit/(Loss) before tax	1 204 294	(1 856 660)	(2 698 915)
Expected income tax (charge)/credit on loss before tax at the South African statutory tax rate	(325 159)	501 298	728 707
Non-deductible preference share finance cost	(97 786)	(95 528)	(192 138)
Non-deductible operating expenditure	(2 724)	(4 837)	(7 248)
Gain/(Loss) on remeasurement of financial instrument (capital gains tax rate difference)	67 490	(100 616)	(145 177)
Exempt dividend income	88 070	101 976	196 227
	(270 109)	402 293	580 371

The South African statutory tax rate is 27%; the Group's effective tax rate is 22.4% (September 2023: 21.7%; March 2024: 21.5%).

5.2 Deferred tax and components

Deferred tax liability: Capital gains tax on fair value movement	963 551	871 834	693 593
Reconciliation of net deferred tax balance			
Balance at the beginning of the year	693 593	1 274 300	1 274 300
(Charge)/credit to profit or loss	269 958	(402 466)	(580 707)
Balance at the end of the year	963 551	871 834	693 593

Deferred tax on the remeasurement of the investment in Vodacom Group is raised at the capital gains tax rate.

The deferred tax on the remeasurement of the investment in Vodacom Group is based on the fair value less the base cost of the investment as rolled over in terms of Section 42 of the Income Tax Act No. 58 of 1962.

	Six months ended 30 September		Year ended 31 March
	2024 Reviewed Cents	2023 Reviewed Cents	2024 Audited Cents

6. Earnings and dividends per share

Basic earnings/(loss) per share	1 765	(2 748)	(4 004)
Dividends per share (Note 6.3)	96	91	183

There were no adjustments required to earnings attributable to equity shareholders in the determination of headline earnings. Therefore headline earnings per share is the same as per basic earnings per share disclosed above.

There are no potential ordinary shares that would have a dilutive effect on the earnings per share. Therefore diluted earnings per share and diluted headline earnings per share is the same as per basic earnings per share disclosed above.

Earnings per share calculations are based on earnings and the weighted average number of ordinary shares outstanding as set out below:

	Six months ended 30 September		Year ended 31 March
	2024 Reviewed R000	2023 Reviewed R000	2024 Audited R000

6.1 Earnings and headline earnings

Earnings/(loss) and headline earnings/(loss) attributable to equity shareholders for all earnings per share amounts disclosed above	934 185	(1 454 367)	(2 118 544)
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Headline earnings disclosure is a requirement of the JSE Limited and is not a recognised measure under IFRS accounting standards. It has been calculated in accordance with Circular 1/2023 as issued by SAICA.

	Six months ended 30 September		Year ended 31 March
	2024 Reviewed	2023 Reviewed	2024 Audited

6. Earnings and dividends per share continued

6.2 Reconciliation of weighted average number of ordinary shares outstanding

For basic and headline earnings/(loss) per share

	52 915 960	52 915 960	52 915 960
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6.3 Dividends per share

Dividends per share of 96 cents per share is based on 52,915,960 shares, paid on 8 July 2024 (September 2023: Dividends per share of 91 cents per share is based on 52,915,960 shares, paid on 10 July 2023; March 2024: Dividends per share of 183 cents per share consist of a final dividend per share of 91 cents based on 52,915,960 shares, paid on 10 July 2023, and an interim dividend per share of 92 cents based on 52,915,960 shares, paid on 18 December 2023).

7. Financial assets

Financial asset at fair value through profit or loss

In September 2018 YeboYethu, through YeboYethu Investment, acquired 6.23% of Vodacom Group issued shares in terms of its second BBBEE transaction.

The above transaction resulted in an exchange of 49,689,995 Vodacom SA shares for Vodacom Group shares on a fair market value basis for R7.1 billion and the purchase of additional 64,761,185 Vodacom Group shares for R7.3 billion. The purchase of the Vodacom Group shares was financed through preference share funding from the external funders as well as from Vodacom Group.

Vodacom Group shares are used as security for the class A preference share funding obtained from the external funders.

	As at 30 September		As at 31 March
	2024 Reviewed R000	2023 Reviewed R000	2024 Audited R000
Investment in Vodacom Group			
Cost	14 455 817	14 455 817	14 455 817
Accumulated fair value adjustment	(1 926 846)	(2 351 460)	(3 176 653)
	12 528 971	12 104 357	11 279 164

The Group holds 114,451,180 shares in Vodacom Group. There was no movement in the shares held from at acquisition.

The investment is categorised as level 1 in the fair value hierarchy. Fair value was determined using the JSE listed share price as below:

	As at 30 September		As at 31 March
	2024 Reviewed	2023 Reviewed	2024 Audited
JSE listed closing share price (R)	109.47	105.76	98.55

	As at 30 September		As at 31 March
	2024 Reviewed R000	2023 Reviewed R000	2024 Audited R000

8. Cash and cash equivalents

Bank balances	4 125	3 891	4 328
Overnight deposit	1 946	1 883	1 878
	6 071	5 774	6 206

9. Share capital

Ordinary share capital			
Authorised			
100.0 million authorised ordinary shares at no par value	–	–	–
Issued			
52.9 million ordinary shares at no par value	4 193 265	4 193 265	4 193 265

There were no changes to the issued ordinary shares in the current financial period.

	As at 30 September		As at 31 March
	2024 Reviewed R000	2023 Reviewed R000	2024 Audited R000

10. Borrowings

Held at amortised cost			
Class A preference shares	3 380 783	3 550 902	3 487 782
Class B preference shares	5 640 923	5 307 088	5 439 799
	9 021 706	8 857 990	8 927 581

The carrying amount of Borrowings approximates fair value.

On 31 August 2023, the Group refinanced its Class A preference shares at an improved dividend rate of 67% of the prime rate, from the previous rate of 68% as well as extended its redemption date to 31 August 2028.

The subscribers to the original Class A preference shares were ABSA Bank Limited, FirstRand Bank Limited and Depfin Investments Proprietary Limited. FirstRand Bank Limited opted to reduce its preference shareholding and Depfin Investments Proprietary Limited elected to exit its preference shareholding. ABSA Bank Limited and Momentum Metropolitan Holdings ('MMH') agreed to subscribe for the preference shares that was redeemed from the aforesaid original preference share subscribers.

The final redemption date for the Class B preference shares has not changed and is 10 years commencing from subscription date that is 14 September 2028.

	Six months ended 30 September		Year ended 31 March
	2024 Reviewed R000	2023 Reviewed R000	2024 Audited R000

11. Cash generated from operations

Profit/(Loss) for the financial year*	934 185	(1 454 367)	(2 118 544)
Adjusted for:			
Taxation	270 109	(402 293)	(580 371)
Finance income	(558)	(641)	(1 243)
Finance costs	362 172	353 807	711 622
Fair value adjustments	(1 249 807)	1 863 265	2 688 458
Cash flow from operations before working capital changes	316 101	359 771	699 922
Movement in accounts receivable	282	(165)	36
Movement in account payable	738	2 387	31
	317 121	361 993	699 989

* Includes dividends received of R326.2 million (September 2023: R377.7 million; March 2024: R726.8 million).

12. Related parties

All transactions with related parties have been made on terms equivalent to those that prevail in arm's length transactions. Directors' remuneration is disclosed in Note 14.

	As at 30 September		As at 31 March
	2024 Reviewed R000	2023 Reviewed R000	2024 Audited R000
12.1 Balances with related parties			
Accounts receivable			
Vodacom Group Limited ¹	5 614	5 702	6 804
Vodacom Siyanda Employee Trust	–	–	9
Cash and cash equivalents			
Vodacom Group Limited	1 946	1 883	1 878
Accounts payable			
Vodacom Group Limited	263	129	128
Borrowings			
Vodacom Group Limited	5 640 923	5 307 088	5 439 799

¹ Vodacom Group consolidates 100% of YeboYethu and YeboYethu Investment, which are structured entities that form part of Vodacom Group's Broad-based Black Economic Empowerment transaction.

	Six months ended 30 September		Year ended 31 March
	2024 Reviewed R000	2023 Reviewed R000	2024 Audited R000

12.2 Transactions with related parties

Vodacom Group Limited			
Dividends received	326 186	377 689	726 765
Service fee	(2 980)	(2 828)	(5 808)
Finance income received	414	505	967
Class B preference share interest	(227 403)	(212 401)	(432 775)
The Innovator Trust (entity within the Vodacom Group structure)			
Dividends paid	(1 156)	(1 095)	(2 203)
Vodacom Siyanda Employee Trust (entity within the Vodacom Group structure)			
Dividends paid	(11 083)	(10 506)	(21 127)

13. Fair value

The carrying amounts of accounts receivable, cash and cash equivalents and accounts payable are measured at cost which approximates fair value due to short term maturity thereof.

	As at 30 September		As at 31 March
	2024 Reviewed R000	2023 Reviewed R000	2024 Audited R000

13.1 Fair value hierarchy

The table below sets out the valuation basis of the financial instrument measured at fair value:			
Level one			
Financial asset at fair value through profit or loss			
Vodacom Group shares	12 528 971	12 104 357	11 279 164

The fair value of the level one instrument is determined using the JSE listed share price (refer Note 7).

	Six months ended 30 September		Year ended 31 March
	2024 Reviewed R	2023 Reviewed R	2024 Audited R

14. Directors' remuneration

TV Mokgatla (Chairperson)*	(197 663)	(188 250)	(384 279)
AM Hall	(107 426)	(102 312)	(208 850)
B Silwanyana*	(181 191)	(172 563)	(352 257)
A Conrad	(135 942)	(126 183)	(257 581)
F Roji-Nodolo	(132 492)	(126 183)	(257 581)
	(754 714)	(715 491)	(1 460 548)

* Director registered as a VAT vendor therefore amount inclusive of VAT.

15. Events after reporting period

The board is not aware of any matter or circumstance arising since the end of the financial period, not otherwise dealt with in the consolidated interim financial statements, which significantly affects the financial position of the Group at 30 September 2024 and the results of its operations or cash flows for the financial period ended 30 September 2024.

a. Dividends receivable

Vodacom Group Limited declared a dividend of 285 cents per share on 8 November 2024 payable on 2 December 2024 to shareholders recorded in the register at the close of business on Friday 29 November 2024.

b. Dividend declared after the reporting date and not recognised as a liability

A dividend of R50.8 million for the period ended 30 September 2024, was declared on 22 November 2024 payable on 17 December 2024 to shareholders recorded in the register at the close of business on 13 December 2024. The net dividend is 76.80000 cents per share after taking into account dividend withholding tax of 19.20000 cents per share for those shareholders not exempt from dividend withholding tax.

c. Redemption of preference shares after the reporting date and not recognised as a reduction in liability nor impact on cash flow

The board resolved to make payment of R205.3 million towards Class A preference shares as well as a payment of R60.2 million towards Class B preference shares on 4 December 2024.

YeboYethu shareholder services

Website: www.yeboyethu.co.za
Email us at: yeboyethu@iseinvestorservices.co.za
Call centre: 010 972 2279 (standard call rates apply) or 082 241 0001 (Toll-free from your Vodacom cellphone)

