



## TURNSTAR ANNUAL REPORT



# 2026



HIGHLIGHTS

MAINTAINED PROPERTY ASSET VALUE AT

**P2.58BN**

GROUP DISTRIBUTED FOR THE YEAR

**P114 MN**

RENTAL REVENUE

**P354 MN**

OCCUPANCY IN BOTSWANA

**97%**



OCCUPANCY IN DUBAI

**100%**

OCCUPANCY IN TANZANIA POST YEAR-END

**97%**

FULL YEAR DISTRIBUTION PER LINKED UNIT IS

**20 THEBE**

NET ASSET VALUE PER LINKED UNIT

**P351MN**



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**Mr. Butler Phirie - Chairman of the Board (1)**

**Appointed 1 July 2021**

Mr. Phirie is a Fellow member of the Botswana Institute of Chartered Accountants (FCA) and the Association of Chartered Certified Accountants (UK) (FCCA). He also holds a BComm degree from the University of Botswana obtained in 1984. He brings a wealth of experience, having served at PricewaterhouseCoopers (Botswana) for 27 years, 13 years of which he was the Managing Partner. He was General Manager Finance and Administration at Botswana Development Corporation for 4 years.

Mr. Phirie has over the years distinguished himself by holding some prestigious positions in both the public and private sector of Botswana as well as professional and sporting bodies. He is former Director at Air Botswana, Sechaba Breweries Holdings, Fairgrounds Holdings (Chairman) and several other companies. Mr. Phirie has held positions of President of Botswana Institute of Accountants and President East Central and Southern Federation of Accountants (ECSAFA). He was also the President at the Botswana Golf Union.

**Mr. Comfort Rankgomo - Managing Director (2)**

**Appointed 28 July 2025**

Mr. Comfort Rankgomo is the Managing Director of Turnstar Holdings Limited. Mr. Rankgomo has a wealth of experience in finance, spanning a period of over 24 years, of which 19 years was with companies listed with the Botswana Stock Exchange. Mr. Rankgomo has played a critical role in the expansion of Turnstar Holdings Limited outside Botswana. Prior to joining Turnstar Holdings Limited, he worked for Letshego Holdings Limited at a time when it was expanding into Africa. Mr. Rankgomo is a Fellow Member of both ACCA and the Botswana Institute of Chartered Accountants; he also holds Master of Business Administration (MBA) from University of Derby. He was appointed Managing Director in July 2025.

**Mr. Gulaam Abdoola - Managing Director (3)**

**Appointed 12 February 2001 (resigned July 2025)**

Gulaam Husain Abdoola has been the Executive Chairman of the GH Group since the group's inception. The family owned group of companies has a large employment force, in various sectors including property development, wholesale and retail, hospitality and automotive parts.

He is also the founding member and managing director of Turnstar Holdings Limited, a listed property company on the Botswana Stock Exchange.

He continues to play an active role in many other social and charitable activities. Gulaam retired from the board on 28 July 2025.

**Ms. Victoria Tebele - Director (4)**

**Appointed 1 February 2021**

Ms. Victoria Tebele graduated from the University of Botswana with a First Class Bachelor of Commerce (Accounting) in 1992 and attained ACCA in 1998. She is a Fellow Member of both ACCA and the Botswana Institute of Chartered Accountants.

Ms. Tebele has extensive experience in financial and management accounting, risk management, internal auditing, contracts management, corporate governance and people management in a number of industries including mining, financial services, logistics, chemicals processing, beef production and general maintenance in both the private sector and parastatals.

She has served as a Director and Board member under Bank of Botswana, Botswana National Productivity Centre, Sesiro Insurance Company, Mainline Carriers, Botswana Road Services, Public Enterprise Evaluation and Privatisation Agency and Botswana Agricultural Marketing Board.

**Mrs. Sethebe Manake - Director (5)**

**Appointed 1 September 2022**

Sethebe Manake is a seasoned real estate executive with over 19 years of experience spanning valuation, property investment, and real estate technology. She is the Founder and Chief Executive Officer of GoSmartValue, a proptech platform that has transformed property valuation through the deployment of automated, data-driven solutions that promote transparency and market efficiency.

Sethebe also serves as Chief Executive Officer of Fracfin, a subsidiary of the Anaara Chartwell Group, focused on non-performing loan acquisitions, asset recovery, and inclusive real estate financing. Under her leadership, Fracfin operates across Botswana and South Africa, providing structured solutions for distressed assets and underserved markets.

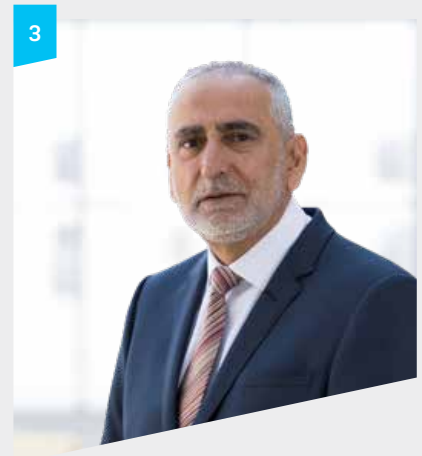
A Chartered Surveyor with a specialisation in Real Estate Investment and Finance, Sethebe is widely regarded for her strategic insight and operational execution. Her career is distinguished by a consistent focus on innovation, financial inclusion, and building resilient real estate ecosystems across Southern Africa.



2



1



3

**Ms. Gaone Macholo - Director (6)**

**Appointed 28 July 2025**

Ms. Macholo is the Director of Public Services Management for the Government of Botswana. She is a well-rounded and accomplished executive with extensive leadership experience across the public and private sectors. She has led strategic human capital, organisational development and transformation initiatives throughout her career.

She holds a Master's degree in Public Health and a Bachelor of Arts degree. Prior to joining the Government of Botswana, she held senior leadership positions at Debswana (Jwaneng Mine), BCL Limited and First National Bank Botswana. She has also undertaken consultancy work, advising organisations on people strategy, organisational development and corporate governance.

Ms. Macholo has extensive board and governance experience, having served as a director of Botswana Telecommunications Corporation Limited (BTCL), Botswana Institute for Technology Research and Innovation (BITRI), and G4S Botswana Limited, where she also served as Chairperson of the Board.

**Mr. Ketshepemang Mothetho - Director (7)**

**Appointed 28 July 2025**

Mr. Mothetho has over 15 years of professional experience in finance, audit, corporate governance, and strategic financial management. He was appointed to the Board of Turnstar Holdings Limited as an Executive Director on 28 July 2025, having joined the Company as Chief Financial Officer in July 2025.

He began his professional career with Deloitte in 2010 and has held senior finance leadership roles across the retail, energy, and security sectors, including G4S Botswana, a listed multinational company.

Mr. Mothetho is a Fellow of the Institute of Chartered Accountants in England and Wales (ICAEW), a member of the Botswana Institute of Chartered Accountants (BICA), and holds a Bachelor of Accountancy degree from the University of Botswana. He currently serves on the BICA Taxation Committee.

**Mr. Amaresh Chetty - Director (B Com, PG Dip Bus Management, MBA) (8)**

**Appointed 1 July 2022**

Mr. Chetty is the Chief Investment Officer at Ngwenya Capital and has in excess of 20 years' investment and commercial experience across various sectors including but not limited to real estate, healthcare, mining and financial services.

He has served as a director at several companies in South Africa that include:

- Ascendis Health Limited (JSE main board) – member of audit and risk committee, Chair of Human Capital Committee and member of Social and Ethics committee
- Sunstone Capital Limited – Chairman and Chair of the investment committee
- Rencell Ltd – Director



# +30%

INCREASE IN GROUP REVENUE FROM

**P344.1** MILLION TO  
**P354.4** MILLION

# RESILIENCE AMIDST HEADWINDS



On behalf of the management team at Turnstar Holdings Limited, I am pleased to present our operational and strategic review for the financial year ended 31 January 2026. This past year has been a period of profound transition and testing, defined by persistent macroeconomic headwinds, global inflationary pressures, and volatile interest rate environments across our key operational territories.

In navigating these challenges, our geographic diversification strategy continued to demonstrate its value by supporting stable operational performance across the Group's portfolio. The Group's diversified property portfolio across Botswana, Tanzania and Dubai continued to provide resilience by reducing reliance on any single market and supporting stable revenue growth. While global market uncertainties necessitate a stance of disciplined caution, the underlying structural strength of our multi-jurisdictional assets allows us to maintain a position of solid confidence in Turnstar's long-term value creation trajectory.

## Financial Performance & Impact of Non-Cash Adjustments

Despite challenging operational landscapes, our property portfolio demonstrated excellent commercial stickiness, driving steady top-line growth.

Group revenue increased by 3.0% from P344.1 million to P354.4 million, reflecting stable tenant retention and contractual lease escalations across the portfolio. Operating profit remained resilient at P184.4 million compared to P185.9 million in the prior year. Our underlying cash generation capacity remains exceptionally healthy, as cash generated from operations increased from P178.7 million to P189.6 million, demonstrating the continued strength of the Group's underlying cash-generating ability. Furthermore, our financial position remains solid and conservative. The Group's gearing ratio improved from 28% to 26%, remaining well within the Board-approved range and all banking covenant requirements.



Profit before tax declined from P188.6 million to P64.4 million, primarily due to non-cash fair value adjustments on investment properties and foreign currency translation losses arising from exchange rate movements during the year. These accounting adjustments did not affect the Group's underlying operational performance or cash generation capacity.

Total comprehensive income was significantly impacted by foreign currency translation losses of P137.8 million arising from exchange rate movements during the year; however, these losses were non-cash in nature.

**Geographic Portfolio Analysis**

Our prime assets across three distinct jurisdictions continue to showcase unique operational strengths, effectively offsetting localised headwinds.

In Botswana, our portfolio is anchored by premium retail and office segments like Game City Mall, Turnstar House, and Nzano Shopping Centre. This division generated just over 50% (fifty percent) of our total external revenue, supported by stable occupancy levels, consistent lease escalations and a diversified tenant base.

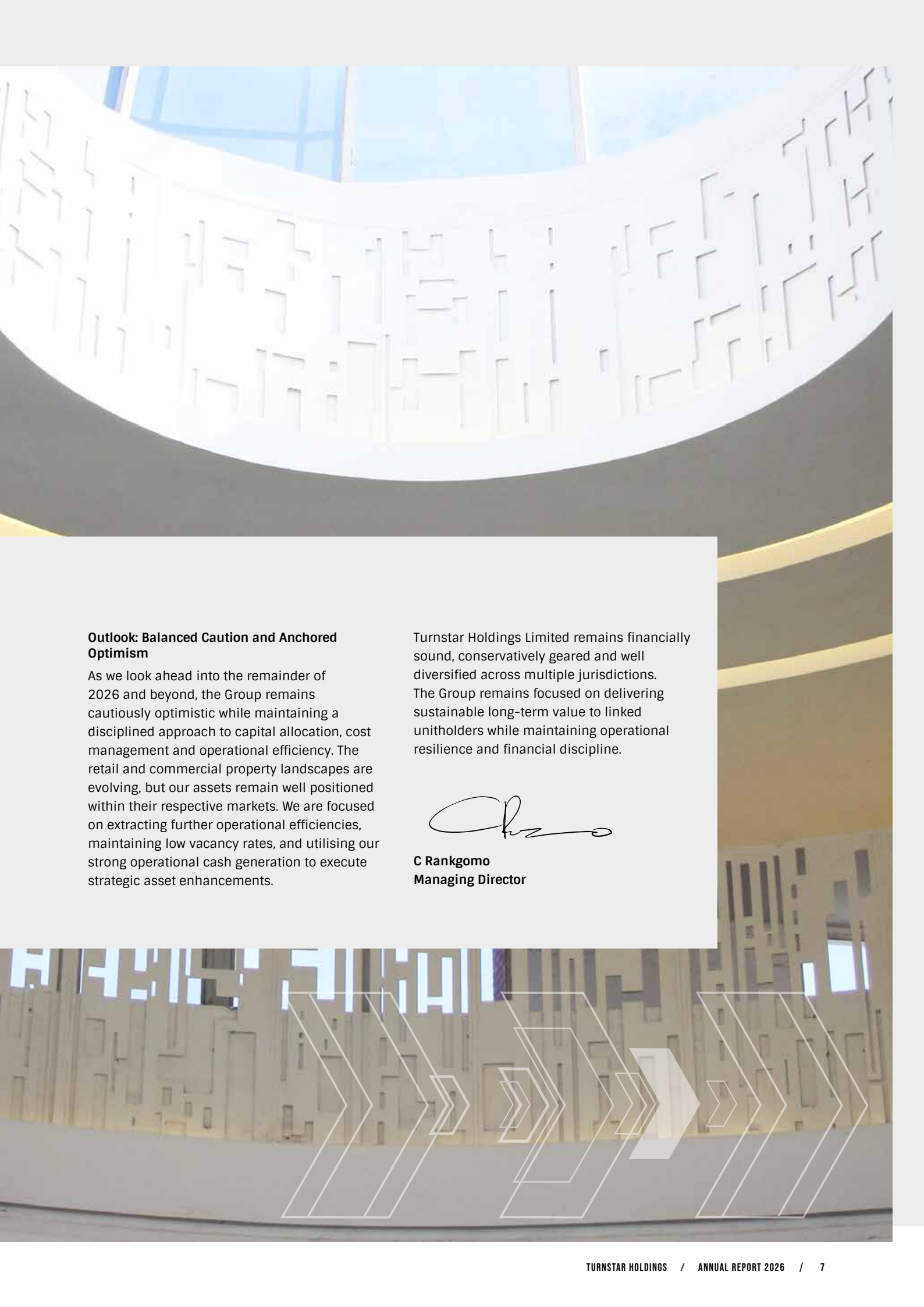
In Tanzania, Mlimani City, which integrates a retail mall, office park, conference centre, and residential units, remains a major regional commercial hub. This segment continued to perform strongly during the year, contributing just under 49% (forty-nine percent) of our external Group revenues and continuing to deliver excellent occupancy levels along with reliable US Dollar-linked returns.

Meanwhile, our commercial exposure in Dubai via the Palazzo Venezia Office Block offers long-term stability with a steady income capitalisation rate of 8% (eight percent), providing

geographic diversification and stable rental income within the Group's portfolio.

The Group's geographic diversification continues to provide resilience by reducing exposure to economic fluctuations in any single market. While trading conditions in Botswana remained challenging during the year, the strong performance of the Tanzania and Dubai operations supported the Group's overall performance.





**Outlook: Balanced Caution and Anchored Optimism**

As we look ahead into the remainder of 2026 and beyond, the Group remains cautiously optimistic while maintaining a disciplined approach to capital allocation, cost management and operational efficiency. The retail and commercial property landscapes are evolving, but our assets remain well positioned within their respective markets. We are focused on extracting further operational efficiencies, maintaining low vacancy rates, and utilising our strong operational cash generation to execute strategic asset enhancements.

Turnstar Holdings Limited remains financially sound, conservatively geared and well diversified across multiple jurisdictions. The Group remains focused on delivering sustainable long-term value to linked unitholders while maintaining operational resilience and financial discipline.



**C Rankgomo**  
Managing Director

# FINANCIAL OPERATING REVIEW

THE RENTAL REVENUES OF THE GROUP  
FOR THE YEAR ENDED 31 JANUARY 2026  
INCREASED BY APPROXIMATELY

**3%**

COMPARED TO THE CORRESPONDING YEAR ENDED  
31 JANUARY 2025

**P354.4 MILLION**

FOR THE YEAR ENDED 31 JANUARY 2026 COMPARED TO

**P344.1 MILLION**

FOR THE YEAR ENDED 31 JANUARY 2025. THIS WAS  
DUE TO STRONG RENTAL INCOME GROWTH IN ALL  
JURISDICTIONS IN WHICH THE GROUP OPERATES.

THE GROUP'S OPERATIONAL PROFIT DECREASED  
BY

**P1.5 MILLION**

COMPARED TO THE CORRESPONDING YEAR ENDED  
31 JANUARY 2025

**P184.4 MILLION**

FOR THE YEAR ENDED 31 JANUARY 2026  
COMPARED TO

**P185.9 MILLION**

FOR THE YEAR ENDED 31 JANUARY 2025.

THE GROUP'S PROPERTY ASSETS  
WERE VALUED AT

**P2.58 BILLION**

AS AT BALANCE SHEET DATE.  
THE DECREASE IS MAINLY DUE TO  
FAIR LOSS IN BOTSWANA.

THE GROUP EARNINGS PER  
LINKED UNIT WAS

**9 THEBE**

WHILE BOTSWANA RECORDED A FAIR VALUE LOSS, DUBAI AND TANZANIA RECORDED FAIR VALUE GAINS.

## REVENUE

GROUP RENTAL INCOME INCREASED TO

**P354.4  
MILLION**

(2025: P344.1 MILLION),  
A GROWTH OF APPROXIMATELY

**3%.**

THIS DUE TO STRONG RENTAL INCOME  
GROWTH FROM ALL JURISDICTION  
WITHIN THE GROUP.

THE GROUP ACHIEVED OPERATIONAL  
PROFIT BEFORE EXCHANGE DIFFERENCES  
AND FAIR VALUE ADJUSTMENTS OF

**P153.8 MILLION**

FOR THE YEAR ENDED 31 JANUARY 2026,  
REPRESENTING A

**1.5%**

GROWTH COMPARED TO

**P151.5 MILLION**

IN THE PRIOR YEAR. REAL EARNINGS PER  
SHARE INCREASED TO 27 THEBE FROM  
26 THEBE IN 2025, REFLECTING  
ENHANCED OPERATING PERFORMANCE.

## OPERATING PROFIT

DECLINED TO

**P184.4 MILLION**

(2025: P185.9 MILLION)  
DEMONSTRATING THE QUALITY AND  
STABILITY OF THE GROUP'S RECURRING  
RENTAL INCOME DESPITE INCREASED  
OPERATING COSTS AND A CHALLENGING  
ECONOMIC ENVIRONMENT.

## FAIR VALUE LOSS

**P79.96  
MILLION**

(2025: P41.1 MILLION)  
REFLECTS CHANGES IN  
VALUATION ASSUMPTIONS,  
INCLUDING DISCOUNT RATES,  
MARKET CONDITIONS IN  
BOTSWANA, DUBAI AND TANZANIA  
RECORDED FAIR VALUE

## LOAN TO VALUE RATIO (LTV)

THE LOAN TO VALUE RATIO (BORROWING  
AS A PERCENTAGE OF INVESTMENT  
PROPERTY) REMAINS CONSERVATIVE AT

**23%**

COMPARED TO 21% ON 31 JANUARY 2025.  
THE COMPANY HAS SET AN INTERNAL  
GEARING RATIO LIMIT OF

**30%**

## FINANCE COSTS

INCREASED TO

**P43.2 MILLION**

ON 31 JANUARY 2026 FROM

**P 38.9 MILLION,**

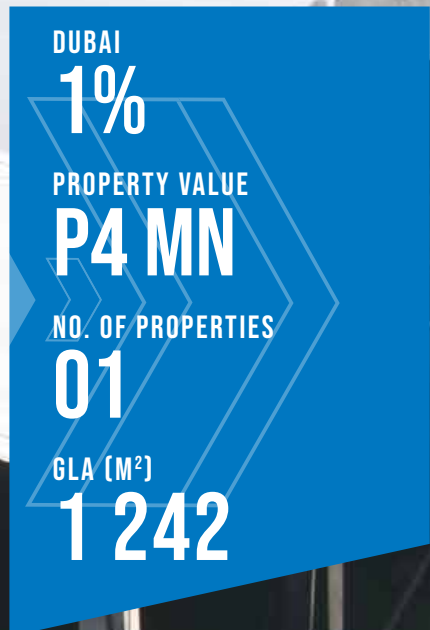
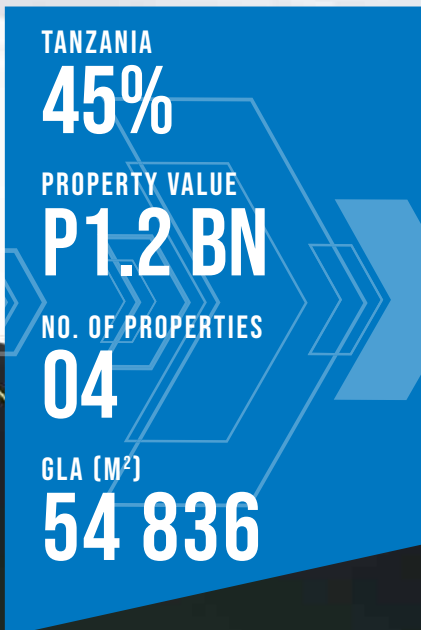
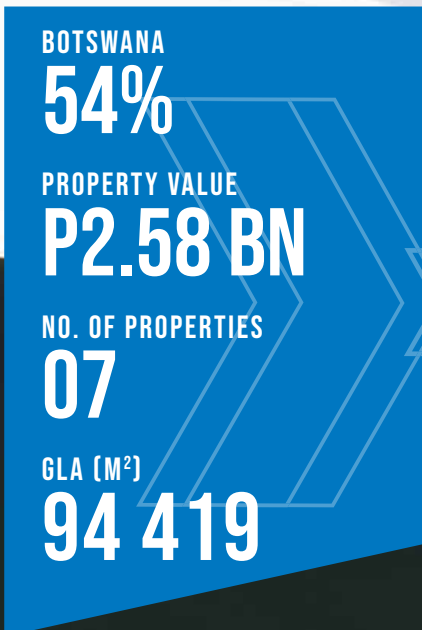
ON 31 JAN 2025  
PRIMARILY REFLECTING THE PREVAILING  
INTEREST RATE ENVIRONMENT IN  
BOTSWANA. THE GROUP REMAINED  
COMFORTABLY WITHIN ALL BANKING  
GOVERNANCE.

## DISTRIBUTION TO SHAREHOLDERS

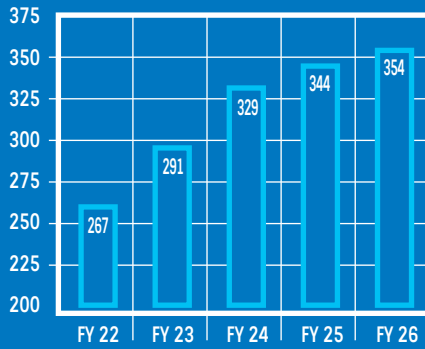
THE COMPANY MAINTAINED A  
STABLE DISTRIBUTION OF

**20 THEBE PER  
LINKED UNIT,**

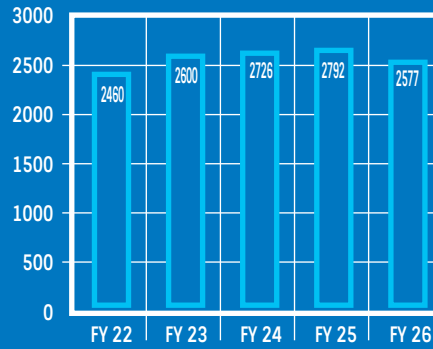
CONSISTENT WITH THE PRIOR  
YEAR, DESPITE ONGOING ECONOMIC  
CHALLENGES.



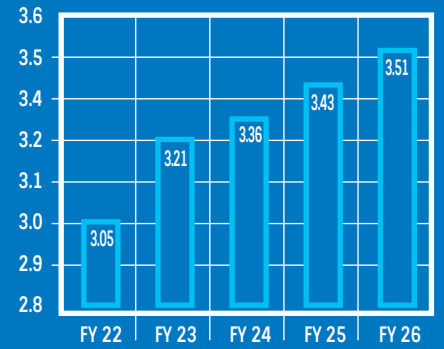
### RENTAL INCOME



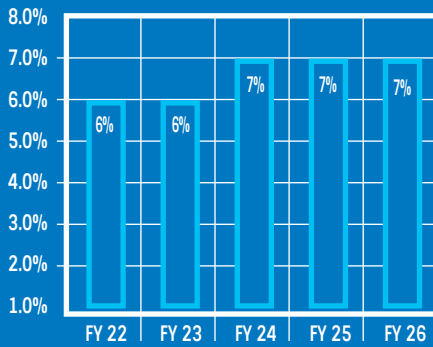
### PROPERTY VALUES



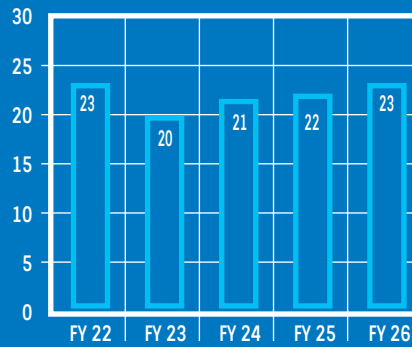
### NET ASSET VALUE (BWP)



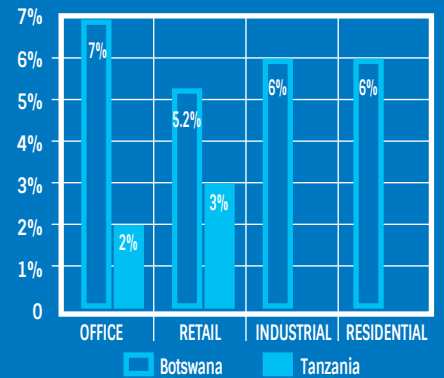
### PROPERTY INCOME YIELD



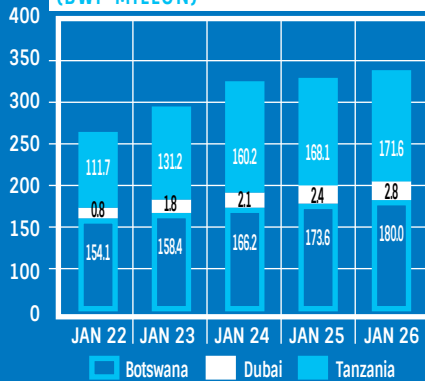
### LOAN TO VALUE (LTV)



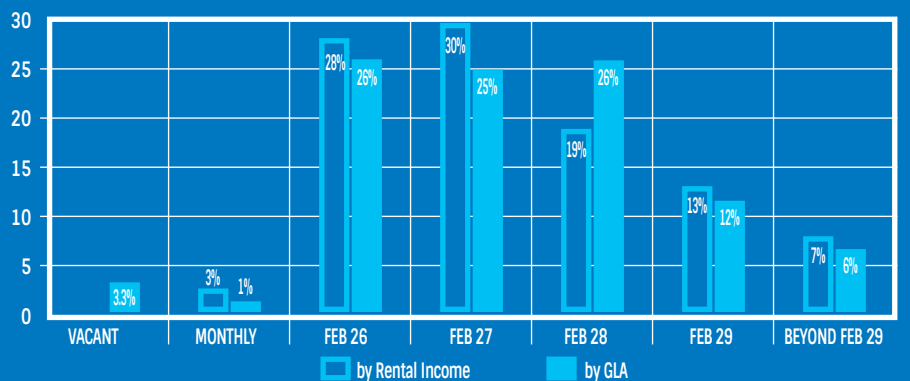
### LEASE ESCALATIONS PROFILE



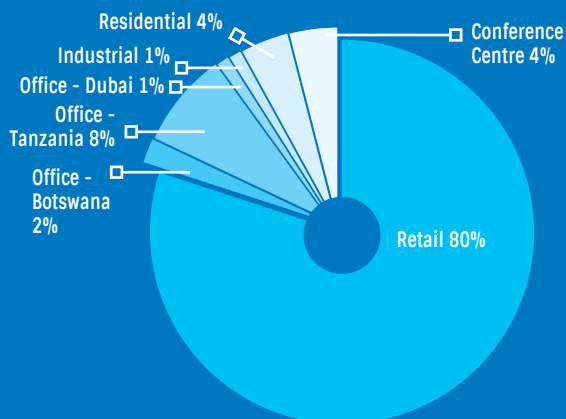
### CONTRIBUTION TO REVENUE (BWP MILLION)



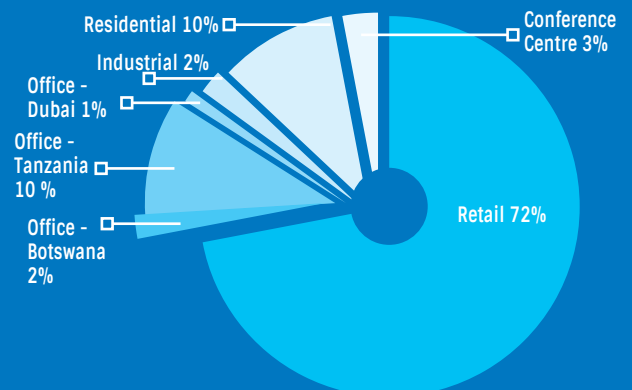
### LEASE EXPIRY



### SECTORAL SPREAD BY VALUE



### SECTORAL SPREAD BY GLA



**ABRIDGED CONSOLIDATED STATEMENT OF PROFIT OR LOSS AND COMPREHENSIVE INCOME**

	GROUP				
	31-01-26 Pula	31-01-25 Pula Restated	31-01-24 Pula	31-01-23 Pula Restated	31-01-22 Pula Restated
<b>Revenue</b>					
Rental income	354,396,650	344,114,314	328,502,653	291,267,868	266,595,710
Other income	7,005,982	3,232,313	3,228,233	3,083,810	2,352,161
Operating expenses	(167,485,799)	(157,408,018)	(155,559,129)	(141,004,504)	(119,738,107)
Operating profit	<b>193,916,833</b>	189,938,609	176,171,757	153,347,174	149,209,764
Finance income	3,134,368	501,406	662,286	16,074	243,593
Finance cost	(43,237,065)	(38,888,505)	(38,785,285)	(30,903,614)	(21,280,321)
<b>Profit before exchange difference and FV</b>	<b>153,814,136</b>	151,551,510	138,048,758	122,459,634	128,173,036
Exchange gain	-	2,498,985	11,699,909	19,455,154	12,423,604
Exchange loss	(9,501,066)	(6,570,699)	(22,021,526)	(31,077,831)	(17,334,952)
<b>Profit before fair value and impairment</b>	<b>144,313,070</b>	147,479,796	127,727,141	110,836,957	123,261,689
Good will impairment	-	-	-	(29,864,906)	-
Fair value adjustments	(79,962,074)	41,080,006	49,781,650	31,184,126	(8,900,100)
<b>Profit before tax</b>	<b>64,350,996</b>	188,559,802	177,508,791	112,156,177	114,361,589
Taxation	(13,643,808)	(47,876,221)	(30,280,675)	7,608,618	(13,425,106)
<b>Profit for the year</b>	<b>50,707,188</b>	<b>140,683,581</b>	<b>147,228,116</b>	<b>119,764,795</b>	<b>100,936,483</b>
<b>Other comprehensive income</b>					
Exchange difference on translating foreign operations	(137,825,941)	18,067,763	48,385,918	74,510,636	40,437,771
<b>Total comprehensive income for the year</b>	<b>(87,118,753)</b>	<b>158,751,344</b>	<b>195,614,034</b>	<b>194,275,431</b>	<b>141,374,254</b>
<b>Total comprehensive income attributable to:</b>					
Owners of the parent company	50,707,188	140,683,581	147,228,116	119,764,795	100,936,483
	<b>50,707,188</b>	<b>140,683,581</b>	<b>147,228,116</b>	<b>119,764,795</b>	<b>100,936,483</b>
Basic earnings per linked unit (in thebe)	9	25	26	21	18
Diluted earnings per linked unit ( in thebe)	9	25	26	21	18
Distribution per linked unit(in thebe)	20.00	20.00	20.00	18.00	18.00
Debenture interest per linked unit(in thebe)	15.37	15.84	15.13	15.23	15.39
Dividend per linked unit(in thebe)	4.63	4.16	4.87	2.77	2.61
NAV per unit (thebe)	3.51	3.86	3.36	3.21	3.03
Number of linked units	572,153,603	572,153,603	572,153,603	572,153,603	572,153,603

## ABRIDGED STATEMENT OF FINANCIAL POSITION

	GROUP				
	31-01-26	31-01-25 Restated	31-01-24 Restated	31-01-23 Restated	31-01-22 Restated
<b>ASSETS</b>					
<b>Non-Current Assets</b>	<b>2,594,064,529</b>	2,817,092,530	2,742,293,834	2,616,747,755	2,504,744,338
Investment property	2,576,575,186	2,792,036,806	2,726,602,519	2,599,722,059	2,460,487,166
Plant and equipment	2,576,433	2,927,905	1,861,600	1,928,866	1,383,514
Goodwill	-	-	-	-	27,177,745
Lease asset	14,912,910	22,127,819	13,829,715	15,096,830	15,695,913
<b>Current Assets</b>	<b>121,999,221</b>	90,338,380	67,362,481	45,278,489	46,946,344
Lease asset	5,786,679	3,379,488	7,479,795	1,300,967	4,323,415
Cash and cash equivalent	64,663,956	41,357,143	27,098,773	9,542,151	14,208,533
Trade and other receivables	51,548,586	45,601,749	32,783,913	34,435,371	28,414,396
<b>Total Assets</b>	<b>2,716,063,750</b>	2,907,430,910	2,809,656,315	2,662,026,244	2,551,690,682
<b>EQUITY AND LIABILITIES</b>					
<b>Stated Capital and Reserves</b>	<b>2,009,082,648</b>	1,961,772,145	1,922,672,952	1,835,768,048	1,744,480,268
Stated capital	346,420,555	346,420,555	346,420,555	346,420,555	346,420,555
Linked unit debentures	286,076,802	286,076,802	286,076,802	286,076,802	286,076,802
Fair value surplus	730,708,808	810,670,882	769,590,876	719,809,226	688,625,100
Retained earnings	408,361,133	143,262,615	163,311,191	180,295,337	194,702,319
Debenture interest and dividend reserves	57,215,306	57,215,306	57,215,306	51,493,824	51,493,824
Foreign currency translation reserve	180,300,044	318,125,985	300,058,222	251,672,304	177,161,668
<b>Non- Current Liabilities</b>	<b>644,750,762</b>	881,761,096	521,234,904	697,059,224	689,191,550
Borrowings	596,014,412	596,014,412	290,000,000	503,568,944	498,566,484
Deferred taxation	48,736,350	285,746,684	231,234,904	193,490,280	190,625,066
<b>Current Liabilities</b>	<b>62,230,340</b>	63,897,669	365,748,459	129,198,972	118,018,864
Trade and other payables	58,440,039	58,492,040	57,582,521	51,585,906	47,334,092
Borrowings	-	-	304,656,118	26,546,603	67,118,511
Unclaimed debenture interest and dividend	3,790,301	3,486,736	2,551,028	2,250,945	1,840,616
Current tax payable	-	-	-	-	1,575,294
Bank overdraft	-	1,918,893	958,792	48,815,518	150,351
<b>Total Equity and Liabilities</b>	<b>2,716,063,750</b>	2,907,430,910	2,809,656,315	2,662,026,244	2,551,690,682





- Location: Gaborone, Botswana
- GLA (m<sup>2</sup>): 65 293
- Type: Retail
- Valuation (BWP): 1,070,000,000
- Occupancy: 98%

GAME CITY



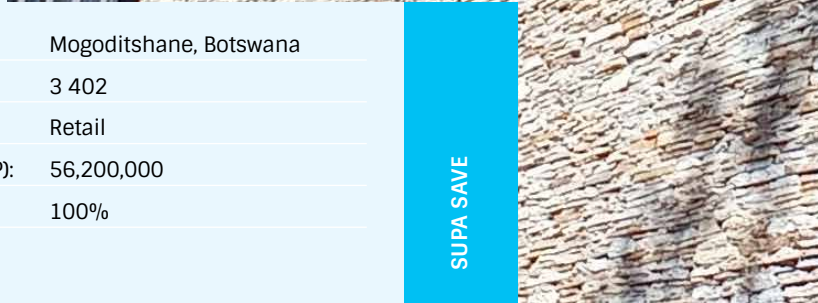
- Location: Francistown, Botswana
- GLA (m<sup>2</sup>): 12 654.78
- Type: Retail
- Valuation (BWP): 191,200,000
- Occupancy: 97%

NZANO MALL



- Location: Mogoditshane, Botswana
- GLA (m<sup>2</sup>): 3 402
- Type: Retail
- Valuation (BWP): 56,200,000
- Occupancy: 100%

SUPA SAVE





**PLOT 63,  
COMMERCE PARK**

- Location: Gaborone, Botswana
- GLA (m<sup>2</sup>): 2,600
- Type: Light Industrial
- Valuation (BWP): 21,160,000
- Occupancy: 95%



**TAPOLOGO ESTATE**

- Location: Gaborone, Botswana
- GLA (m<sup>2</sup>): 4,472
- Type: Residential
- Valuation (BWP): 37,530,000
- Occupancy: 100%



**MOGODITSHANE  
TOWNHOUSES**

- Location: Mogoditshane, Botswana
- GLA (m<sup>2</sup>): 2,880
- Type: Residential
- Valuation (BWP): 12,090,000
- Occupancy: 100%



PROPERTY MARKET



- Location: Gaborone, Botswana
- GLA (m<sup>2</sup>): 3,117
- Type: Commercial
- Valuation (BWP): 44,300,000
- Occupancy: 91%

TURNSTAR HOUSE



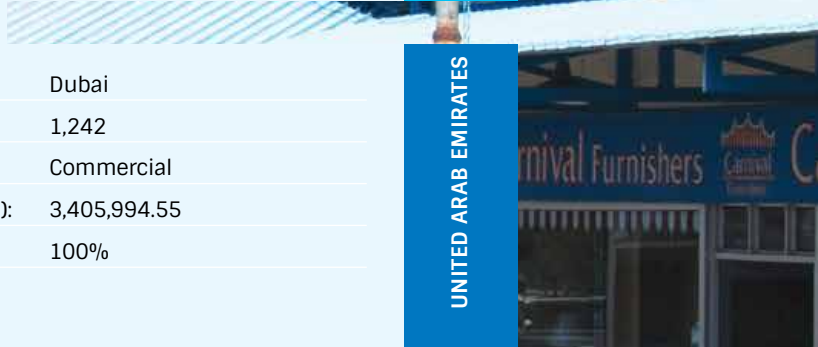
- Location: Dubai
- GLA (m<sup>2</sup>): 1,242
- Type: Commercial
- Valuation (USD): 3,405,994.55
- Occupancy: 100%

UNITED ARAB EMIRATES



- Location: Dar es Salaam, Tanzania
- GLA (m<sup>2</sup>): 27,645
- Type: Retail
- Valuation (USD): 66,000,000
- Occupancy: 98%

MLIMANI





MLIMANI

- Location: Dar es Salaam, Tanzania
- GLA (m<sup>2</sup>): 7,451
- Type: Residential
- Valuation (USD): 5,100,000
- Occupancy: 100%



MLIMANI

- Location: Dar es Salaam, Tanzania
- GLA (m<sup>2</sup>): 15,017
- Type: Commercial
- Valuation (USD): 16,300,000
- Occupancy: 92%



MLIMANI

- Location: Dar es Salaam, Tanzania
- GLA (m<sup>2</sup>): 5,295
- Type: Conference Centre
- Valuation (USD): 8,300,000
- Occupancy: n/a



# CONTINUOUS PROFESSIONAL DEVELOPMENT

Turnstar Holdings Limited maintains a high standard of Corporate Governance and is committed to the principles of transparency, accountability and integrity. The Board has adopted Charters for itself, the Audit and Risk Committee (“ARC”), the Investment Committee and the Remuneration and Nomination Committee (“REMCO”), guided by the Botswana Stock Exchange Listings Requirements, the Companies Act, the King III Code on Corporate Governance and other applicable legislation and governance best practices.

The Board’s responsibilities encompass compliance with principles of good governance, accountability, arm’s length dealings and applicable laws and regulations.

## BOARD

Turnstar Holdings Limited is governed by a Board of Directors in accordance with a Board Charter approved on 9 December 2019. The Board is responsible for directing and overseeing the affairs of the Group and ensuring that the Group is managed in a sustainable and responsible manner. The Board’s responsibilities include strategic oversight, risk governance, capital allocation, succession planning, financial stewardship and stakeholder engagement.

As at 31 January 2026, the Board comprised seven Directors consisting of five Independent Non-Executive Directors and two Executive Directors:

Mr Butler Phirie	Chairman & Independent Non-Executive Director
Ms Victoria Tebele	Independent Non-Executive Director
Mr Amaresh Chetty	Independent Non-Executive Director
Mrs Sethebe Manake	Independent Non-Executive Director
Ms Gaone Macholo	Independent Non-Executive Director
Mr Comfort Rankgomo	Managing Director
Mr Ketshepeming Mothetho	Executive Director

The Board maintains an appropriate balance of skills, experience, gender diversity and tenure. Directors are drawn from the fields of property, finance, accounting, governance, investment and business leadership. Effective 28 July 2025, Mr Gulaam Abdoola and Mr Solomon Mantswe retired from the Board and were succeeded by Ms Gaone Macholo and Mr Ketshepeming Mothetho respectively. The Board records its appreciation for the valuable contribution and dedicated service rendered by the retiring Directors.



**THE BOARD MAINTAINS AN APPROPRIATE BALANCE OF SKILLS, EXPERIENCE, GENDER DIVERSITY AND TENURE.**

**BOARD EVALUATION**

The Board periodically evaluates its performance, the effectiveness of its Committees and the contribution of individual Directors. The Board Chairman facilitated an assessment of the Board, its Committees and individual Directors. The assessment confirmed that the Board continues to operate effectively and possesses the required skills and competencies to discharge its responsibilities. The Board remains committed to ongoing induction programmes and continuous professional development to ensure Directors remain abreast of developments in corporate governance, financial reporting, regulatory compliance, risk management and the property sector.

**BOARD MEETINGS**

The Board meets at least four times a year and is responsible for, amongst other things, reviewing and guiding corporate strategy, acquisitions, disposals,

capital expenditure, budgets, governance matters, risk management and Group performance. All Non-Executive Directors are subject to retirement by rotation and periodic re-election by shareholders in accordance with the Company's Constitution.

**RELATED PARTY TRANSACTIONS**

The Board remains sensitive to related party transactions between the Company, its subsidiaries and companies linked to Board members. All related party transactions are conducted on an arm's length basis and are subject to appropriate review and approval processes. During the year under review, there were no material undisclosed related party transactions.

**DIRECTORS DEALINGS**

The Company enforces a Securities Trading Policy which prohibits Directors and senior executives from dealing in

the Company's shares during closed periods, including prior to the publication of interim and annual results or during any cautionary period.

## 6. ETHICS MANAGEMENT

Turnstar Holdings developed an Ethics Policy and Code of Conduct to cultivate a culture of ethical conduct and establish values to which the Company adheres.

Ethics are an integral part of the way in which the Group conducts its business. Ethics risks are assessed as part of the Group's risk management process and appropriate mitigation measures are implemented. Employees are expected to comply with the Code of Conduct and ethical standards at all times. The Board is not aware of any material ethics breaches during the year under review.

## 7. GENDER DIVERSITY

Turnstar subscribes to best practice in relation to gender diversity at Board level and across all its businesses. The Board recognises that diversity contributes to improved decision-making and stronger governance outcomes.

As at 31 January 2026, female representation on the Board stood at approximately 43%, demonstrating the Group's commitment to diversity and inclusion. The Group remains committed to promoting diversity across all levels of the organisation.

## 8. COMPANY SECRETARY

Grant Thornton Business Services (Proprietary) Limited continued to serve as Company Secretary during the year under review. The Company Secretary provides governance guidance to the Board and its Committees and assists in ensuring compliance with statutory, regulatory and governance requirements. The Board is satisfied that the Company Secretary maintains an arm's length relationship with the Company and performs its duties effectively.

## 9. INTERNAL AUDITORS

Grant Thornton Capital Advisors served as the Internal Auditors of the Company during the year under review and are responsible for providing independent assurance that the organisation's risk management, governance and internal control processes are operating effectively. The Internal Auditors confirmed their independence and objectivity during the year under review.

## 10. EXTERNAL AUDITORS

Ernst & Young served as the External Auditors of the Company during the year under review and are responsible for the independent audit and expression of opinion on the Annual Financial Statements. The Audit and Risk Committee reviewed the independence, effectiveness and objectivity of the external auditors and was satisfied with the quality and effectiveness of the audit process. Ernst & Young issued an unmodified audit opinion on the Group's Annual Financial Statements for the year ended 31 January 2026. Last year of audit, gone for tender.

## 11. COMMITTEES

The Board has established the following Committees to assist it in discharging its responsibilities;

### AUDIT AND RISK COMMITTEE

#### AUDIT

The Audit and Risk Committee comprises three Independent Non-Executive Directors and is chaired by Ms Victoria Tebele. ARC chairperson was appointed on 25 October 2022. The Committee plays an important role in providing oversight of the Group's governance, risk management and internal control practices.

During the year under review, the Committee:

- Reviewed the audited Annual Financial Statements for the year ended 31 January 2026 and confirmed that they present a true and fair view and comply with IFRS Accounting Standards.
- Reviewed the accuracy and reliability of the Annual Financial Statements and confirmed that the Group will continue as a going concern.
- Reviewed the expertise, resources and experience of the finance function and was satisfied with the expertise and performance of management.
- Reviewed the performance, effectiveness and independence of Ernst & Young.
- Reviewed internal audit reports and management responses thereto.
- Confirmed that no reportable irregularities were identified by the external auditors.
- Assessed the effectiveness of the Group's system of internal controls and risk management.

#### RISK MANAGEMENT

Turnstar Holdings Audit and Risk Committee is also responsible to assist the Board in carrying out risk responsibilities. It oversees the Turnstar Holdings' risk management framework, including significant programs, policies, and plans established by management to identify, assess, measure, monitor, and manage the risks, including compliance, operational, information security and financial risks.


During the current period the Board has performed the following;

The Board approved risk management policy, compliance policy, risk management and compliance plan for the period.

- It has approved risk appetite and tolerable levels.
- It receives compliance report at each Board meeting.
- The Board received the risk management process assurance from internal audit, and is satisfied that risk assessments, responses, and interventions are effective. Further there is no any undue, unexpected or unusual risks and any material losses..

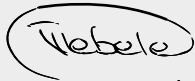
#### ANTI-MONEY LAUNDERING

Turnstar Holdings remains committed to preventing money laundering, terrorist financing and proliferation financing activities.



## THE BOARD SUCCESSFULLY IMPLEMENTED ITS SUCCESSION PLANNING FRAMEWORK DURING FY2026 THROUGH THE ORDERLY RETIREMENT AND APPOINTMENT OF DIRECTORS.

The Board has adopted Anti-Money Laundering, Counter Financing of Terrorism and Counter Financing of Proliferation policies in accordance with the Financial Intelligence Act, 2022 and international best practice. Following the Committee's review of the Annual Financial Statements for the year ended 31 January 2026, the Committee is satisfied that the financial statements comply with IFRS Accounting Standards and fairly present the financial position, financial performance and cash flows of Turnstar Holdings Limited and its subsidiaries.



**V Tebele**  
**Chairperson, Audit and Risk Committee**

### **REMUNERATION AND NOMINATION COMMITTEE**

Turnstar Holdings has a Remuneration and Nomination Committee. It has a Charter approved by the Board on 9 December 2019. The purpose of the Committee is to assist the Board in managing Board composition, evaluating competencies required of prospective Directors, identifying potential candidates, assessing independence, developing succession plans for the Board and key management positions and making recommendations to the Board accordingly.

The Committee is also responsible for recommending appropriate remuneration for Directors and key management personnel to the Board for approval.

During the year under review, Mr Solomon Mantswe retired from the Board and consequently vacated his position as Chairperson of REMCO effective 28 July 2025. Following his retirement, Ms Gaone Macholo was appointed to the Board and subsequently appointed Chairperson of REMCO.

### **SUCCESSION PLANNING**

The Company has developed succession plans for the Chairman, Managing Director, Executive Directors and other key management positions. The Board successfully implemented its succession planning framework during FY2026 through the orderly retirement and appointment of Directors.

### **BONUS POLICY**

During the year, Turnstar continued with its collective bonus scheme to recognise staff performance on a collective basis. The policy is linked to distributions paid to shareholders and incorporates a share of cash profits available after the targeted distribution has been achieved. The guaranteed bonus pool is limited to P5 million, with any amount above this threshold subject to Board approval and discretion.

### **INVESTMENT COMMITTEE**

The purpose of the Investment Committee is to evaluate and recommend property acquisitions, developments and disposals to the Board. The Committee also evaluates restructuring of the Group's financial facilities and significant capital investment decisions. The committee is Chaired by Mr Amaresh Chetty. The Committee meets on an ad hoc basis when management proposes a property acquisition, development, disposal or significant financing transaction.

### **GOING CONCERN**

The Board reviewed the Group's financial position, cash flow forecasts, liquidity levels and funding arrangements. Based on this assessment, the Board is satisfied that the Group has adequate resources to continue operating for the foreseeable future. Accordingly, the Annual Financial Statements have been prepared on a going concern basis.

### 13. BOARD OF DIRECTORS AND COMMITTEE ATTENDANCE REGISTER

Key	
INED	Independent Non-Executive Director
ED	Executive Director

#### BOARD MEMBERS MEETING ATTENDANCE

Directors	Status	Board Meetings	No. of Meetings Attended	% Attendance
Mr Butler Phirie	INED	4	4	100
Ms Victoria Tebele	INED	4	3	75
Mr Amaresh Chetty	INED	4	4	100
Mrs Sethebe Manake	INED	4	4	100
Mr Solomon Mantswe*	INED	2	2	100
Ms Gaone Macholo**	INED	2	2	100
Mr Comfort Rankgomo	ED	4	4	100
Mr Ketshepang Mothetho**	ED	4	4	100

#### BOARD MEMBERS MEETING ATTENDANCE-SUBSIDIARY

Directors	Status	Board Meetings	No of Meetings Attended	% attendance
4. Ms. Victoria Tebele	INED	2	3	66.7
5. Mr. Amaresh Chetty	INED	3	3	100

Directors	Status	Retainer	Fees	% attendance
4. Ms. Victoria Tebele	INED	12,645.28	37,935.84	100
5. Mr. Amaresh Chetty	INED	18,967.92	50,581.12	100

#### BOARD COMMITTEE MEMBERS MEETING ATTENDANCE

Directors	Status	No. of Committee Meetings	Audit and Risk Attendance	Remuneration and Nomination Attendance	Investment Committee Attendance	% Attendance
Mr Solomon Mantswe*	INED	3	2	1		100
Mr Butler Phirie	INED	4		4		100
Mrs Sethebe Manake	INED	4		4	0	100
Ms Victoria Tebele	INED	4	4			100
Mr Amaresh Chetty	INED	0			0	100
Ms Gaone Macholo**	INED	4	2	2		100
Mr Comfort Rankgomo	ED	6	4	2	0	100
Mr Ketshepang Mothetho**	ED	6	4	2	0	100

\* Retired on 28 July 2025

\*\* Appointed on 28 July 2025

### 14. REMUNERATION OF DIRECTORS AND PRESCRIBED OFFICERS

Director	Status	Board Retainer (P)	Salary for Executives	Board Meeting Fees (P)	Committee Fees (P)	Total (P)
Mr Butler Phirie	INED	88,989.76		66,000.00	38,468.64	193,458.40
Ms Victoria Tebele	INED	84 630.35		46 162.00	38,469.64	169,261.99
Mr Amaresh Chetty	INED	84 630.35		61,549.80		146,180.15
Mrs Sethebe Manake	INED	71,808.12		61,549.80	38,468.64	171,826.56
Mr Solomon Mantswe*	INED	42,316.00		30,774.90	25,645.36	98,736.16
Ms Gaone Macholo**	INED	42,316.00		30,774.90	51,291.02	124,381.92
Mr Comfort Rankgomo	ED		2 245 468			2 245 468
Mr Ketshepang Mothetho**	ED		1 545 000			1 545 000

\* Retired on 28 July 2025

\*\* Appointed on 28 July 2025

Executive Directors are remunerated in accordance with their employment contracts and approved remuneration policies. Their remuneration is disclosed in the Annual Financial Statements in accordance with applicable accounting and governance requirements. The Board believes that the governance structures, practices and controls adopted by Turnstar Holdings Limited remain appropriate and effective and continue to support sustainable value creation and the long-term interests of shareholders and stakeholders.



## KING III COMPLIANCE CHECKLIST – APPLY OR EXPLAIN BASIS

Turnstar Holdings has adopted the King III corporate governance code. The corporate governance report details the Turnstar Holdings' governance approach and practices aligned with King III. It includes a compliance check list and detailed information that need to be disclosed.

## Key:

- ✓ = Compliant
- U = Under review
- N = Non-compliant
- P = Partially compliant
- N/A = Not applicable

CHAPTERS	COMMENTS	KEY
<b>1. ETHICAL LEADERSHIP AND CORPORATE CITIZENSHIP</b>		
1.1	The Board should provide effective leadership based on an ethical foundation. Turnstar Holdings is guided by the Turnstar Holdings' constitution, Board charter and code of ethics, company's act, and the King III code of Corporate governance. The entity's aim is to fully comply with King III code of governance and transition to King IV to ensure transparency, fairness, accountability, and responsibility in all decision making.	✓
1.2	The Board should ensure that the company is and is seen to be a responsible corporate citizen. Turnstar Holdings has a Corporate Social Responsibility Policy approved by the Board on 12 October 2020. During FY2026, the Group supported various community, health, education and empowerment initiatives in Botswana and Tanzania through cash donations and venue sponsorships. Through Mlimani Holdings Limited, the Group contributed cash donations and venue sponsorships valued towards community development initiatives.  The Entity has also assessed its environmental impact and produced a sustainability report-see 9.3 below for details.88	✓
1.3	The Board should ensure that the company's ethics are managed effectively. Turnstar Holdings has developed a code of conduct for employees to cultivate a culture of ethical conduct and set values to which the company will adhere to. Ethics are an integral part of the way in which a company conducts its business. The Ethics Policy was recently reviewed and approved at the Board meeting of the 13/09/2023 and has been in effect for less than a year. The Ethics Culture Survey remains under consideration.	✓
<b>2. BOARD AND DIRECTORS</b>		
2.1	The Board should act as the focal point for and custodian of corporate governance. The Turnstar Holdings developed a Board charter and has been revised and approved by the Board on 09/12/2019. This charter clearly states the directors' responsibility and conduct and is given to each new Board member when joining the Board.	✓
2.2	The Board should appreciate that the strategy, risk, performance, and sustainability are inseparable Turnstar Holdings has a Board-approved strategy that aligns the Group's strategic objectives, risk management and business sustainability. The current 2023–2026 Strategic Plan was approved by the Board on 27 April 2023. The Board has commenced the process of developing the Group's 2027–2030 Strategic Plan.	✓
2.3	The Board should provide effective leadership based on ethical foundation. Refer to principle 1.1. above.	✓
2.4	The Board should ensure that the company is and seen to be a responsible citizen. Refer to principle 1.2. above.	✓
2.5	The Board should ensure that the company's ethics are managed effectively. Refer to principle 1.3 above.	✓
2.6	The Board should ensure that the company has an effective and independent audit committee. Refer to principle 3 below	✓
2.7	The Board should be responsible for governance risk Refer to principle 4 below	✓
2.8	The Board should be responsible for information technology (IT) governance. Refer to principle 5 below	✓
2.9	The Board should ensure that the company complies with applicable laws and considers adherence to non-binding rules, codes and standards. Refer to principle 6 below	✓
2.10	The Board should ensure that there is an effective risk based internal audit. Refer to principle 7 below	✓

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2.11	The Board should appreciate that stakeholders' perceptions affect the company's reputation.	Refer to principle 8 below	✓
2.12	The Board ensure the integrity of the company's integrated annual report.	Refer to principle 9 below	✓
2.13	The Board should report on the effectiveness of the company systems of internal control.	Refer to principle 7.3 below	✓
2.14	The Board and its directors should act in the best interests of the company.	Directors disclose conflicts of interest when joining Turnstar Holdings and during each Board and committee meeting. Directors are allowed to seek independent opinion/advise when necessary.	✓
2.15	The Board should consider business rescue proceedings or other turnaround mechanisms as soon as the company is financially distressed as defined in the act.	The Board assessed the Group's financial position during FY2026 and concluded that no business rescue or turnaround intervention was required.	✓
2.16	The Board should elect a chairman of the Board who is an independent non-executive director.	The Board has elected Mr Butler Phirie as chairman, who is an independent non- executive director, on 1 July 2021, and has been annually re-appointed by the Board.	✓
2.17	The Board should appoint the chief executive officer and establish a framework for the delegation of authority.	Mr Comfort Rankgomo was appointed Managing Director (CEO) effective 1 July 2025. The Delegation of Authority Framework remains in force and guides accountability and decision-making.	✓
2.18	The Board should comprise a balance a balance of power, with a majority of non-executive directors. The majority of non-executive directors must be independent.	<p>The Board comprises seven members, consisting of two Executive Directors and five Independent Non-Executive Directors. Directors retire by rotation and are eligible for re-election at the Annual General Meeting.</p> <p>As at 31 January 2026, the Board comprised Mr Butler Phirie (Chairman), Ms Victoria Tebele, Mr Amaresh Chetty, Mrs Sethebe Manake, Ms Gaone Macholo, Mr Comfort Rankgomo (Managing Director) and Mr Ketshepeming Mothetho (Executive Director).</p> <p>Effective 28 July 2025, Mr Gulaam Abdoola and Mr Solomon Mantsewe retired from the Board and were succeeded by Ms Gaone Macholo and Mr Ketshepeming Mothetho respectively.</p> <p>The Board possesses a balanced mix of skills, experience and diversity spanning property investment, finance, accounting, governance, risk management, business administration, strategic management and leadership.</p>	✓
2.19	Directors should be appointed through a formal process.	The Company has a Remuneration and Nomination Committee whose Charter was approved by the Board on 9 December 2019. The Committee is responsible for identifying and recommending suitably qualified candidates for appointment to the Board through a formal nomination process. Effective 28 July 2025, Ms Gaone Macholo was appointed to the Board and subsequently appointed Chairperson of the Remuneration and Nomination Committee.	✓
2.20	The induction of and ongoing training and development of directors should be conducted through a formal process.	<p>Directors are encouraged to attend governance, industry and regulatory training programmes to ensure they remain informed of developments affecting the Group and the property sector.</p> <p>Plans for refresher training and governance workshops are under review for F2027.</p>	✓
2.21	The Board should be assisted by a competent, suitably qualified and experienced company secretary.	Grant Thornton Business Services (Pty) Ltd was re-appointed as Company Secretary during FY2026. The Company Secretary, Ms Aparna Vijay, has extensive experience in company secretarial services, including listed companies, and continues to provide effective governance support to the Board.	✓
2.22	The evaluation of the Board, its committees, and the individual directors should be performed every year.	The Board periodically evaluates its performance, the effectiveness of its Committees and the contribution of individual Directors. The 2025 Board Evaluation was conducted by the Chairman, Mr Butler Phirie, and confirmed that the Board and its Committees continue to operate effectively.	✓

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2.23	The Board should delegate certain functions to well-structured committees but without abdicating its own responsibilities.	The Board has established an Audit and Risk Committee, Investment Committee, and Remuneration and Nomination Committee, each operating under a Board-approved Charter. The Audit and Risk Committee and REMCO Charters were approved on 9 December 2019, while the Investment Committee Charter was approved on 25 October 2022. The Committee Charters are currently under review.	✓
2.24	A governance framework should be agreed between the group and its subsidiary.	Turnstar Holdings has an established governance framework that applies across the Group and its subsidiaries. The Compliance Framework Policy, approved by the Board on 24 April 2025, supports the Group's governance and compliance processes.	✓
2.25	Companies should remunerate directors and executives fairly and responsibly.	The Remuneration Committee is responsible for remuneration of Directors and employees. There is a remuneration policy approved by the Board 27th July 2023.	✓
2.26	Companies should disclose the remuneration of each individual director and certain senior executives.	Disclosed in the FY2026 Annual Report under Remuneration of Directors and Prescribed Officers.	✓
2.27	Shareholders should approve the company's remuneration policy.	The remuneration policy was approved by the REMCO, it was presented to the Board and shareholders at the AGM held on 27/07/2023.	✓
<b>3. AUDIT COMMITTEE</b>			
3.1	The Board should ensure that the company has an effective and independent audit committee.	The Audit and Risk Committee comprises Independent Non-Executive Directors and met four times during FY2026.	✓
3.2	Audit committees' members should be suitably skilled and experienced independent non-executive directors.	All members of the Audit and Risk Committee are independence non-executive directors. The members have the following skills, accounting, auditing, risk management, corporate governance, investment, and financial management, see page on Directors profiles.	✓
3.3	The Audit committee should be chaired by an independent non-executive director.	Ms Victoria Tebele is an independent non-executive director, for more details see page--2-. She was present at AGM on 26/07/2025, She actively participate in the committee and plays an integral role in settling its agenda.	✓
3.4	The Audit committee should oversee integrated reporting.	The Annual Report and Annual Financial Statements for the year ended 31 January 2026 were reviewed by the Audit and Risk Committee and approved by the Board.	✓
3.5	The Audit committee should ensure that a combined assurance model is applied to provide a coordinated approach to all assurance activities.	Assurance is obtained from management, internal audit and external audit processes and is overseen by the Audit and Risk Committee..	✓
3.6	The Audit Committee should satisfy itself of the expertise, resources, and experience of the company's finance section.	The Finance function expertise, resources and experience was reviewed by the Audit and Risk Committee at its meeting on 01/12/2025 and were satisfied with expertise, resources, and performance of the finance function. Further the Chief Financial Officer was reviewed in his capacity as CFO and the Committee was satisfied with his expertise, experience, and performance in the current period.	✓
3.7	The Audit committee should be responsible for overseeing of internal audit.	The Audit and Risk Committee Chairperson reviewed and signed off the of Internal audit plan for the 2025 / 2026 financial year, on the 9th September 2025. Internal audit report was presented to committee on 26 November 2025.	✓
3.8	The Audit committee should be an integral component of the risk management process.	Audit and Risk Committee is responsible for overall Turnstar Holdings' risk management process on financial reporting, internal financial controls and fraud, IT as they relate to financial reporting. The entity ensures effective communication and coordination of its oversight activities to ensure that the Audit and Risk Committee is informed of all significant actual or potential financial and non – financial risks (such as operational, strategic, regulatory risks) that may have implications on the integrated report.  Grant Thornton Capital Advisors served as the Group's Internal Auditors during FY2026 and provided independent assurance on governance, risk management and internal controls.	✓

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3.9	The Audit committee is responsible for recommending the appointment of the external auditor and overseeing the external audit process.	The Audit and Risk Committee approved the terms of engagement and remuneration of Ernst & Young, the Group's External Auditors for FY2026. The Committee reviewed their independence, effectiveness and audit findings, and was satisfied therewith. The audit findings and external auditor's report were presented to the Committee on 14 April 2026. The Committee has concluded the external audit tender process and is in the process of appointing new external auditors, subject to the necessary approvals.	✓
3.10	The Audit committee should report to the Board and shareholders on how it has discharged its duties.	The Audit committee has reported to the Board on its statutory duties and composition. This covered under the corporate governance section (see page 18)	
<b>4. THE GOVERNANCE OF RISK</b>			
4.1	The Board should be responsible for the governance of risk.	The Board has ultimate responsibility for risk as stated in the Board charter approved.	✓
4.2	The Board should determine the levels of risk tolerance.	Risk tolerance level was reviewed and approved by Audit and Risk Management Committee. The Loan to Value ratio is capped at 30%.  The Interest Rate risk is managed by continuously negotiating with our Bankers and restructuring our loans.  Turnstar continuously engages consultants in country of operations to ascertain changes in law which affect the operations.	✓
4.3	The Risk committee or Audit committee should assist the Board in carrying out its risk responsibilities.	There is Audit and Risk Management Committee and its charter approved by the Board on 09/12/2019 to assist the Board on risk responsibilities.	✓
4.4	The Board should delegate to management the responsibility to design, implement, and monitor the risk management plan.	Management designs, implements and monitors the risk management plan. The risk management plan is monitored regularly, by the Audit & Risk Committee and the Board is updated regularly.	✓
4.5	The Board should ensure that risk assessments are performed on a continual basis. Board and Audit committee are responsible for risks.	Risk assessments are performed annually by the CFO and reported to the Audit and Risk Committee and Board. The Group performs regular risk assessments and maintains a Board-approved Risk Management Plan. Annual risk management plan is approved by the Board.	✓
4.6	The Board should ensure that frameworks and methodologies are implemented to increase the probability of anticipating risks.	There is a risk management policy approved by the Board. It has a risk assessment methodology which prioritise and rank risks to focus the responses and interventions on those risks outside the Board's risk tolerance limits. Risk management policy was reviewed and approved on the 24 April 2025.	✓
4.7	The Board should ensure that management considers and implements appropriate risk responses.	The risks are identified, and appropriate responses implemented through annual risk management plans and regularly discussed at Audit and Risk management committee and Board meetings. Management to assess and prepares annual risk management plans to be approved by the Audit and Risk management committee and the Board.	✓
4.8	The Board should ensure continual risk monitoring by management.	Refer 4.4 above	✓
4.9	The Board should receive assurance regarding the effectiveness of the risk management process.	The Board receives assurance on the effectiveness of risk management through management, internal audit, external audit and oversight by the Audit and Risk Committee. The Committee reviewed the Group's risk management process in October 2025.	✓
4.10	The Board should ensure that there are processes in place enabling complete, timely, relevant, accurate, and accessible risk disclosures to stakeholders.	The Board is satisfied that risk assessments, responses, and interventions are effective. Further there is no any undue, unexpected or unusual risks and any material losses.  Refer to the FY2026 Annual Report Risk Management section.	✓

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5. THE GOVERNANCE OF INFORMATION TECHNOLOGY			
5.1	The Board should be responsible for the governance of IT.	The Board has approved IT Policy on 12/10/2020 with decision making structures, accountability framework, IT reporting. Turnstar Holdings has adopted ISO27001:2013 as their internal control framework.	✓
5.2	IT should be aligned with the performance and sustainability objectives of the company.	Turnstar Holdings has IT strategy 2020-2024 approved by the Board on 12/10/2020, to support and enables the business strategy, delivers value, and improves performance. It is integrated into the company's strategic and business processes and that IT adds value. For more information, see 5.4 below.	✓
5.3	The Board should delegate to management the responsibility for the implementation.	Turnstar Holdings has an Information Officer who is competent and has over 15 years of experience in Information Technology and holds an honours Degree in IT. He is responsible for implementing IT governance. IT reports are submitted to the Audit and Risk Committee and the Board for monitoring. For more specialised IT services, the entity outsources.	✓
5.4	The Board should monitor and evaluate significant IT investments and expenditures.	Board approved the IT budget and expenditure on IT projects, in December 2024. The Board approved Information security policy to ensure information and intellectual property contained in the information systems are protected. Independent IT governance controls supporting IT governance assurance was done in June 2021.	✓
5.5	It should form an integral part of the company's risk management.	IT risks are considered and assessed as part of risk management activities and covers IT legal risks, compliance to laws, rules, codes, and standards. Turnstar Holdings has a business disaster recovery plan approved by the Board on 12/10/2020 to ensure immediate recovery of critical services.	✓
5.6	The Board ensure that information assets are managed effectively.	Turnstar Holdings IT policy has information security approved by the Board in October 2020 to ensure confidentiality, integrity, availability of information and compliance with laws and regulations. Further there is password policy, printer policy, laptop policy.	✓
5.7	A Risk committee and Audit committee should assist the Board in carrying out its IT responsibilities.	Turnstar Holdings has an Audit and Risk committee to assist in carrying out its IT responsibilities. IT as it relates to financial reporting and the status of the company as a going concern is the responsibility of the Audit and Risk committee.	✓
6. COMPLIANCE WITH LAWS, CODES, RULES, AND STANDARDS			
6.1	The Board should ensure that the company complies with applicable laws and considers adherence to non-binding rules, codes, and standards.	The Board approved a compliance policy on 12/10/2020. Turnstar Holdings ensures compliance with all the laws, rules, and regulations, such as Company's act, Botswana Stock Exchange rules and regulations, FIA act and regulations, and Financial Reporting Act.	✓
6.2	The Board and its individual directors should have a working understanding of the effect of the applicable laws, rules, codes and standards on the company and its business.	Directors are provided with the Board charter, Turnstar Holdings constitution, Company's act etc when joining. There is formal induction for new directors which covers among other things, laws, rules, codes, and standard. An induction of the members of the Board was done during a strategy meeting which was held in Mlimani , Tanzania, in September 2022.	✓
6.3	Compliance risk should form an integral part of the company's risk management process.	Turnstar Holdings has an annual compliance plan, and the 2025/26 annual compliance plan was be reviewed by the Audit & Risk Committee in October 2025.	✓
6.4	The Board should delegate to management the implementation of an effective compliance framework and processes.	A qualified and experienced Compliance Officer, who is a Fellow Chartered Certified Accountant (FCA), is responsible for overseeing compliance management in line with the company's compliance policy. He is tasked with developing and implementing the annual compliance plan and provides quarterly progress reports to the Management Risk Committee and the Board, as referenced in section 6.3 above.	✓
7. INTERNAL AUDIT			
7.1	The Board should ensure that there is an effective risk based internal audit.	Grant Thornton were appointed to perform internal audit for Turnstar Holdings Botswana in September 2025 and the report was presented to board on the 25 November 2025.	✓

Key:  
 ✓ = Compliant  
 U = Under review  
 N = Non-compliant  
 P = Partially compliant  
 N/A = Not applicable

7.2	The Board should follow a risk-based approach to its plan.	The Internal audit follows a risk based approach. The prior year's internal audit reports were scrutinized and the Audit & Risk Committee resolved to conduct an Internal Audit of the Tanzanian subsidiary.	✓
7.3	Internal audit should provide a written assessment of the effectiveness of the company's system of control and risk management.	The Internal audit reports have, assessed the effectiveness of the Turnstar Holdings 's system of internal controls and risk management and gave assurance.	✓
7.4	The Audit committee should be responsible for overseeing internal audit.	Please see Principle 3.7	✓
7.5	Internal audit should be strategically positioned to achieve its objectives.	Please see Principle 3.7	✓
<b>8. GOVERNING STAKEHOLDERS' RELATIONSHIP</b>			
8.1	The Board should appreciate that stakeholders' perceptions affect a company's reputation.	Turnstar Holdings has Stakeholder Relationship Policy approved on 12/10/2020 by the Board. The Board recognises the importance of maintaining constructive relationships with shareholders, tenants, regulators, financiers, employees and other stakeholders. This was done throughout the year through meetings.	✓
8.2	The Board should delegate to management to proactively deal with stakeholder relationships, stakeholder, and the outcomes of these dealings.	The Stakeholder relationship policy is implemented by management and who report to the Board on the outcomes of stakeholders' dealings. Update on compliance with regulations, customers and engagement with the community is a regular Board item.	✓
8.3	The Board should strive to achieve the appropriate balance between its various stakeholders' groupings, in the interests of the company.	Turnstar Holdings has identified all major stakeholders, their purpose, frequency, and ways on engagement with them. The Board has identified the following stakeholders- staff, customers, shareholders, regulators, communities, government, business partners and industry bodies, media, suppliers and contractors and unions. There is a mechanism to deal with each stakeholder.	✓
8.4	Companies should ensure the equitable treatment of shareholders.	Turnstar Holdings is guided by Botswana Stock Exchange rules and regulations and abide by them to ensure equitable treatment of shareholders.	✓
8.5	Transparent and effective communication with stakeholders is essential for building and maintaining their trust and confidence.	Stakeholder communication is in English and complete and accurate information is given as per stakeholders grouping mainly through one-on-one interactions. Call centre, social media, advertising etc. Any latest updates are given as soon as they are available. Investors communications is usually through Botswana Stock Exchange website, print media, letters, customers through cell phones notifications, letters etc. Regulators through letters and meetings.	✓
8.6	The Board should ensure that disputes are resolved as efficiently and expeditiously as possible.	Turnstar Holdings has a dispute resolution policy approved by the Board on 13/9/2023.	✓
<b>9. INTEGRATED REPORTING AND DISCLOSURE</b>			
9.1	The Board should ensure the integrity of the company's integrated report.	The Board approved financial statements for the year ended 31 January 2026.  The Board is responsible for the integrity of the Annual Report and is satisfied that it presents a balanced assessment of the Group's performance and prospects.	✓
9.2	Sustainability reporting and disclosure should be integrated with the company's financial reporting.	Turnstar Holdings as a property business deal with natural resources, it found it fit to review its impact on the environment.  The Group continues to report on sustainability matters relevant to its operations.	P
9.3	Sustainability reporting and disclosure should be independently assured.	Please refer to Principle 9.2 above	P

The Remuneration Committee (“REMCO”) assists the Board in overseeing remuneration governance, succession planning and human capital governance across the Group.

The Committee recognises that people are a key driver of the Group’s long-term success as a result, the Committee plays an important role in assisting the Board to ensure that the Group remunerates fairly, responsibly and transparently, while also maintaining effective oversight of the human capital practices required to attract, develop and retain the talent necessary to deliver the Group’s strategy.

**Committee Responsibilities**

The Committee is responsible for overseeing remuneration governance, succession planning, talent management, employee engagement, workforce development and key human capital risks. The Committee also makes recommendations to the Board on remuneration matters affecting executives and employees across the Group.

**Committee Composition**

During the year under review, the Committee comprised:

- Ms Gaone Macholo (Chairperson)
- Mr Butler Phirie

Effective 28 July 2025, Ms Gaone Macholo succeeded Mr Solomon Mantswe as Chairperson of the Committee following changes to the Board composition.

**Committee Activities During FY2026**

During the year under review, the Committee:



REVIEWED WORKFORCE COMPOSITION, STAFFING REQUIREMENTS AND TALENT NEEDS ACROSS THE GROUP.



CONSIDERED RECRUITMENT, RETENTION AND SUCCESSION PLANNING INITIATIVES.



REVIEWED ANNUAL SALARY ADJUSTMENTS, REMUNERATION MATTERS AND EMPLOYEE BENEFITS.



REVIEWED KEY HR POLICIES, COMPLIANCE MATTERS AND MATERIAL HUMAN CAPITAL RISKS.



REVIEWED AND RECOMMENDED UPDATES TO THE PERFORMANCE MANAGEMENT POLICY, LEARNING AND DEVELOPMENT POLICY, LEAVE POLICY, PROMOTION POLICY AND RECRUITMENT POLICY.





### Human Capital Overview

As at 31 January 2026, the Group employed 76 employees, of which 54% were based in Tanzania and 46% in Botswana. Female employees represented 43% of the workforce, whilst male employees represented 57%. At Board level, female representation among Independent Non-Executive Directors was 60%, reflecting the Group's continued commitment to diversity and inclusion. The average employee age was 40 years and average tenure was 9.4 years. Permanent employees accounted for 98.7% of the workforce. The Committee reviewed workforce composition, talent requirements and succession considerations and was satisfied that the Group remains appropriately resourced to support its operational and strategic objectives.

### Talent Management, Succession Planning and Development

During the year, the Committee continued to oversee the Group's talent management priorities, with particular focus on building organisational capability, strengthening leadership continuity and supporting the development of employees across key functions. The Committee received updates from management on workforce capability, critical roles, retention considerations and the broader development of people practices intended to support the Group's long-term strategic objectives.

Recruitment activity during the year focused on critical operational and specialist positions, particularly within facilities management, finance, risk

and compliance. Talent management remains an important priority for the Group as it seeks to attract, retain and develop employees with the technical, operational and leadership capabilities required to support business growth and service delivery. In this regard, management continued to place emphasis on identifying key and business-critical roles, improving visibility of internal talent and creating a more structured approach to employee development and career progression.

The Committee also considered the importance of succession planning as a core element of effective people governance and business continuity. While succession planning processes are still evolving, work is underway to strengthen the identification of critical positions, potential successors and development actions required to reduce key-person risk over time. During FY2026, the Committee oversaw the leadership transition following the appointment of Mr Comfort Rankgomo as Managing Director. The transition further highlighted the importance of succession planning and led to the Committee endorsing the development of an executive management succession plan..

Employee development remained a key enabler of the human capital agenda during the year. Management continued to support learning and development initiatives aimed at enhancing technical competence,

Workforce Indicator	2025/2026	2024/2025	Commentary
Total employees	76	75	Reflects approved headcount and business requirements.
Permanent employees	75	54	Represents the core workforce and reflect a Group decision to move all citizen employees who were on fixed term contract to permanent and pensionable status.
Fixed-term or contract employees	1	21	Used for temporary, project, or specialist needs.
Female employees	33	34	Monitored as part of equal opportunity commitments.
Male employees	43	41	Monitored for workforce composition.
Employees in management roles	11	11	Supports leadership and succession analysis.
New employees appointed	3	3	Reflects recruitment activity.
Internal promotions or transfers	4	0	Reflects internal mobility and development.
Employee turnover rate	2.6%	2.9%	Tracked to monitor retention and workforce stability.



management capability and broader organisational effectiveness, while recognising that further work is required to integrate development planning more closely with performance management, talent reviews and succession planning processes.

The Committee supports management's continued efforts to formalise a more integrated talent management and succession framework and views this as essential to the Group's ability to build internal capability, strengthen retention of high-potential employees and ensure sustainable leadership depth for the future.

#### **Employee Engagement and Wellbeing**

During the year, the Group took an important first step in strengthening its approach to employee engagement and wellbeing by conducting an employee pulse survey as part of a team-building exercise. The survey was designed as a short, focused feedback tool to gather employee views on selected aspects of the work environment, team dynamics, communication and general wellbeing. The survey recorded an overall engagement score of 65% for employees based in Botswana. Key strengths identified included role clarity, teamwork and employee contribution, whilst opportunities for improvement were identified in interdepartmental collaboration, workplace culture and communication around change. Due to the fact that no formal employee engagement survey had previously been conducted, the pulse survey provided the Group with an initial baseline of employee sentiment and highlighted the value of more structured employee listening mechanisms.

Management has developed action plans to address the identified improvement areas and progress will continue to be monitored by the Committee. Furthermore, the Committee supports management's intention to build on this first initiative by introducing more regular and structured employee feedback processes over time. Consequently, the Committee endorsed a Group wide employee engagement survey to be rolled out in the second quarter

of 2026. The employee engagement survey is expected to provide valuable insights into workforce sentiment and support informed decision-making relating to employee engagement, retention and organisational effectiveness..

On another note, the Group continued to promote employee wellbeing through wellness initiatives, counselling support and employee awareness programmes. Employee relations matters were managed in accordance with company policies and applicable labour legislation.

#### **Remuneration, Reward and Pay Governance**

The Committee reviewed the Group's remuneration framework to ensure that remuneration remains market-related, internally equitable and aligned with performance and affordability. Annual salary adjustments continued to be informed by individual performance, market benchmarks and approved budgets. The Committee also oversaw the implementation of the Group's collective bonus scheme, which aligns employee reward with organisational performance and shareholder value creation.

As part of its oversight responsibilities, the Committee also reviewed the adequacy of the current remuneration approach in light of evolving business needs, market developments and governance expectations. This review identified the need for a more structured and integrated remuneration framework to enhance consistency, improve decision-making and strengthen the link between pay, performance, affordability and retention. Accordingly, management has commenced work on a new remuneration framework, which is currently under development and will be submitted to the Committee for review before being recommended to the Board for approval. The proposed framework is expected to provide a clearer architecture for job grading, salary bands, pay progression, incentive principles and remuneration governance protocols, while supporting internal equity, market competitiveness and long-term sustainability.



capability, leadership development and human capital reporting that supports informed decision-making at management and Board level.

This shift is intended to ensure that the human capital function not only maintains sound governance and regulatory compliance, but also

employees represented 43% of the Group's workforce, whilst female representation among Independent Non-Executive Directors was 60%. The Committee recognises the importance of diversity and remains committed to promoting equal opportunity and merit-based employment practices across the Group.



The Committee will continue to work closely with management to refine the framework and ensure that it supports the Group's remuneration philosophy and broader human capital strategy.

### HR Governance and Compliance

During the FY 2026, the Committee continued to oversee human capital governance and compliance across the Group, with a focus on strengthening policy discipline, improving process consistency and ensuring adherence to applicable labour, employment and workplace requirements. The Committee received periodic updates from management on key HR risks, policy reviews, employee relations matters, and compliance priorities, and monitored the adequacy of controls supporting recruitment, performance management, employee records, disciplinary processes and workplace conduct.

At the same time, the human capital function has been working to evolve from a predominantly transactional and compliance-driven role into a more strategic enabler of business performance. In line with this direction, management has been placing greater emphasis on workforce planning, talent management, organisational

contributes more directly to the achievement of the Group's strategic objectives. The Committee has therefore encouraged management to integrate human capital planning more closely with business priorities, improve people analytics and reporting, and build a more proactive HR operating model that supports succession planning, employee engagement, capability development and organisational effectiveness. The Committee supports management's efforts to strengthen diversity reporting and monitoring mechanisms to improve visibility of workforce trends and support informed decision-making.

Overall, no material non-compliance with labour legislation, health and safety requirements or internal human capital policies was reported during the year.

### Diversity, Inclusion and Equal Opportunity

During the year, the Committee continued to affirm the Group's commitment to diversity, inclusion and equal opportunity as important principles of fair employment practice and organisational culture. As at 31 January 2026, female

Recognising the growing importance of measurable people governance, the Committee has encouraged management to strengthen oversight in this area by progressively developing relevant diversity and equal opportunity indicators. This is expected to improve visibility of workforce trends over time and enable the Group to assess more effectively how policy intentions are translating into outcomes in recruitment, representation and broader employment practices.

Looking ahead, management intends to build on the policy framework already in place by considering the introduction of baseline reporting and more structured monitoring mechanisms. The Committee supports this direction and views it as an important next step in maturing the Group's diversity, inclusion and equal opportunity agenda.

The Committee is satisfied that the Group continues to maintain appropriate remuneration, succession planning and human capital management practices that support its strategic objectives. During the year, the Committee focused on remuneration governance, leadership succession, talent development, employee engagement and human capital risk management. The Committee remains committed to supporting the attraction, development and retention of talent required to create sustainable value for shareholders and other stakeholders.

# CONTINUING TO STRENGTHEN OUR APPROACH TO SUSTAINABILITY

## INTRODUCTION

The 2026 financial year marks the second year of Turnstar Holdings Limited's Environmental, Social and Governance ("ESG") reporting journey. Following the publication of our inaugural ESG Report in 2025, the Group has continued to strengthen its approach to sustainability by improving environmental data collection, expanding community impact initiatives and embedding ESG considerations into its governance and strategic planning processes.

As a diversified property investment group with operations in Botswana, Tanzania and the United Arab Emirates, Turnstar recognises that sustainable value creation extends beyond financial performance. We remain committed to balancing economic growth with responsible environmental management, meaningful stakeholder engagement and sound governance practices.

While ESG reporting remains largely voluntary in Botswana, the Group continues to strengthen its sustainability practices in line with stakeholder expectations, Botswana Stock Exchange Sustainability Guidelines and King III governance principles.

## ESG STRATEGY AND ROADMAP

Turnstar recognises the growing importance of environmental, social and governance ("ESG") considerations in creating long-term value for investors, tenants, employees and communities. As part of the Group's 2026–2029 Strategy, ESG principles will continue to be progressively integrated into our operations, risk management processes and stakeholder engagement activities.

## 2027 – STRENGTHENING FOUNDATIONS

- IMPROVE PORTFOLIO-WIDE ESG DATA COLLECTION AND REPORTING.
- ENHANCE MEASUREMENT OF ELECTRICITY, WATER AND FUEL CONSUMPTION.
- INTRODUCE ESG PERFORMANCE DASHBOARDS.
- COMMENCE PAPER REDUCTION INITIATIVES THROUGH INCREASED DIGITISATION ACROSS BOTSWANA AND TANZANIA OPERATIONS.

## 2028 – ENHANCING MEASUREMENT

- ESTABLISH BASELINE ESG PERFORMANCE INDICATORS.
- INTRODUCE SELECTED ESG PERFORMANCE TARGETS WHERE APPROPRIATE.
- STRENGTHEN CLIMATE AND RESOURCE EFFICIENCY INITIATIVES.
- EXPAND STAKEHOLDER ENGAGEMENT AND SUSTAINABILITY AWARENESS PROGRAMMES.

## 2029 – ADVANCING ESG MATURITY

- FURTHER ALIGN ESG REPORTING WITH RECOGNISED SUSTAINABILITY FRAMEWORKS AND EMERGING BEST PRACTICE.
- EVALUATE EXTERNAL ASSURANCE OF SELECTED ESG METRICS.
- INCREASE INTEGRATION OF ESG CONSIDERATIONS INTO INVESTMENT AND OPERATIONAL DECISION-MAKING.

The Group will continue to strengthen its ESG framework through practical and achievable initiatives aligned to its strategic priorities.

### GOVERNANCE OF ESG MATTERS

The Board retains ultimate responsibility for ESG oversight. During FY2026, management identified Energy Management, Water Stewardship, Community Development, Employee Development, Governance and Ethical Conduct as the Group's key ESG focus areas. ESG oversight is delegated to the Audit and Risk Committee as part of its broader governance and risk management responsibilities.

The ESG governance structure is as follows:



### ENVIRONMENTAL STEWARDSHIP ACROSS THE PORTFOLIO

Turnstar recognises that responsible environmental management contributes to the long-term sustainability of its assets, supports operational resilience and creates value for investors, tenants and communities. During FY2026, the Group continued to strengthen environmental monitoring and reporting across its portfolio, building on the foundations established in the inaugural 2025 ESG Report.

### Environmental Performance Overview

The Group's environmental reporting currently focuses on its flagship retail assets, Game City Mall in Botswana and Mlimani City in Tanzania, which represent the majority of environmental resource consumption across the portfolio.

The Botswana environmental metrics currently represent Game City Mall, the Group's flagship asset in Botswana. Environmental data collection continues to be enhanced across the wider Botswana portfolio and future reports will progressively incorporate additional properties as data availability and reporting systems mature.

### Energy Management

Energy consumption remains one of the Group's most significant environmental considerations. During the year, the Group continued to monitor electricity consumption across its key assets and implement practical energy efficiency initiatives, including energy-efficient lighting, optimisation of building services infrastructure and ongoing utility monitoring.

Environmental Metric	Botswana (Game City Mall)	Tanzania (Mlimani City)
Gross Lettable Area (GLA)	60,000 m <sup>2</sup>	116,106 m <sup>2</sup>
Electricity Consumption	13,360,000 kWh	13,133,218 kWh
Electricity Cost	P21.7 million	USD 1.57 million
Water Consumption	3,209,046 m <sup>3</sup>	169,131 m <sup>3</sup>
Water Cost	P3.92 million	USD 111,403
Number of Generators	2	10
Generator Capacity	295 kVA	6,400 kVA
Generator Operating Hours	3 Hours	10,737 Hours
Diesel Consumption	Not Material	80,000 Litres

### **Water Stewardship**

Water remains an important resource across the Group's operations.

Consumption is monitored across major properties to support responsible resource management and identify opportunities for improved efficiency. As environmental reporting matures, the Group intends to enhance water monitoring and reporting across the wider portfolio.

### **Backup Power and Operational Resilience**

The Group maintains backup power infrastructure at key properties to support operational continuity. During FY2026, backup power

systems at Mlimani City operated for approximately 10,737 hours.

### **Waste Management and Responsible Disposal**

The Group continues to utilise environmentally responsible waste management solutions across its Botswana properties through Skip Hire Botswana's EarthBIN system. These semi-submerged waste containers improve waste containment, reduce visual pollution and minimise odours. Waste collection is undertaken using compactor vehicles, reducing transportation requirements and associated emissions, while all waste is disposed of at licensed waste management facilities.

### **Biodiversity and Green Spaces**

Several properties incorporate landscaped gardens, mature trees and green spaces that contribute to improved property environments and customer experiences.

### **Renewable Energy and Future Initiatives**

The Group continues to evaluate opportunities to improve environmental performance through practical and commercially sustainable initiatives. During the year, Game City Mall participated in the Botswana Power Corporation Rooftop Solar Programme for a proposed 1 MW solar installation.





**EMPLOYEE TURNOVER  
REMAINED LOW AT 2.6%,  
REFLECTING A STABLE  
WORKFORCE AND STRONG  
EMPLOYEE RETENTION.**



**43%**  
**FEMALE EMPLOYEES  
OF THE TOTAL  
WORKFORCE**

Although the project was not implemented within the programme timelines, management remains committed to exploring renewable energy opportunities that support long-term operational efficiency and sustainability.

Plans are also underway to reduce paper consumption across Botswana and Tanzania through increased digitisation, electronic approvals and digital document management.

As part of its 2026–2029 Strategy, Turnstar will continue to strengthen environmental reporting, improve resource efficiency and pursue practical sustainability initiatives that support long-term value creation and responsible property stewardship.

**SOCIAL IMPACT AND COMMUNITY DEVELOPMENT**

Turnstar’s properties serve not only as commercial assets but also as platforms for community engagement,

economic participation and social development.

**Community Investment**

During FY2026, the Group supported a wide range of community initiatives across Botswana and Tanzania.

**Botswana**

Game City Mall provided venue sponsorships and event support valued at approximately P82,600.

Supported initiatives included:

- Blood Donation Campaigns
- Women Empowerment Programmes
- Entrepreneurship Development Events
- Community Market Activations
- Sports Development Initiatives

#### **Tanzania**

Mlimani City contributed approximately USD37,477 through donations, sponsorships and venue support for community programmes.

Initiatives supported included:

- Educational programmes
- Youth development initiatives
- Community healthcare campaigns
- Women's empowerment programmes
- Autism awareness programmes
- Cancer awareness campaigns
- Community sporting events

#### **Youth Development and Sports**

The Group supported the Malak Fundraising Padel Tournament hosted at Game City Padel Courts. The initiative brought together members of the community in support of Malak Macheng, one of Botswana's promising young sporting talents, while promoting youth development and participation in sport.

#### **Community Festive Celebrations**

Game City Mall hosted its annual Christmas Carols celebration, bringing together families and children in a festive environment that promoted social inclusion, community engagement and goodwill during the holiday season.

#### **Economic Impact**

Turnstar's properties support economic activity by providing business premises for hundreds of tenant-operated businesses across Botswana, Tanzania and the UAE, contributing to employment creation and entrepreneurship.

## **PEOPLE AND ORGANISATIONAL DEVELOPMENT**

The Group recognises that its employees are central to sustainable value creation and long-term business success. During FY2026, Turnstar continued to invest in employee development, succession planning and workforce wellbeing. As at 31 January 2026, the Group employed 76 employees across Botswana and Tanzania, with female employees representing 43% of the workforce. Employee turnover remained low at 2.6%, reflecting a stable workforce and strong employee retention.





Key focus areas during the year included:

- Professional development and skills enhancement.
- Support for professional qualifications and memberships.
- Leadership succession planning and talent development.
- Employee wellbeing and engagement initiatives.
- Compliance with labour legislation across all operating jurisdictions.

The Group also conducted its first employee engagement survey during the year to support ongoing improvements in employee experience and workplace culture.

#### **TENANT AND STAKEHOLDER ENGAGEMENT**

The sustainability of the Group's assets is closely linked to the success of its tenants and customers. Management continues to engage stakeholders through regular interaction, operational support and service improvements aimed at enhancing the tenant and customer experience.

#### **CONCLUSION**

The 2026 ESG Report reflects continued progress in Turnstar's sustainability journey. The Group remains committed to strengthening environmental reporting, supporting communities, investing in its people and maintaining strong governance practices while creating sustainable long-term value for stakeholders..

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Statements for the year ended  
**31 January 2026**

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# Turnstar Holdings Limited

(Registration number BW00000973397)

Consolidated And Separate Annual Financial Statements for the year ended 31 January 2026

## General Information

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<b>Country of incorporation and domicile</b>	Botswana
<b>Nature of business and principal activities</b>	Property Investment
<b>Directors</b>	G H Abdoola (Resigned 28 July 2025) S Puvimanasinghe (Resigned 28th February 2025) V T Tebele B D Phirie A Chetty S S Mantswe (Resigned 28 July 2025) H S Manake C Rankgomo - Managing Director (Appointed 28th February 2025) G S Macholo (Appointed 28 July 2025) K K Mothetho (Appointed 28 July 2025)
<b>Registered office</b>	Plot 50370 Fairgrounds Gaborone Botswana
<b>Business address</b>	Center Management Offices Game City Management Offices Game City Retail Center Kgale, Gaborone
<b>Postal address</b>	P O Box 26012 Game City Gaborone Botswana
<b>Bankers</b>	ABSA Bank of Botswana Limited Absa Bank Tanzania Limited Exim Bank Tanzania Limited First National Bank of Botswana Limited Mashreq Bank of United Arab Emirates
<b>Auditors</b>	Ernst & Young Chartered Accountants
<b>Secretary</b>	Grant Thornton Business Services (Proprietary) Limited
<b>Company registration number</b>	BW00000973397
<b>Functional currency</b>	Botswana Pula
<b>Transfer secretaries</b>	Central Securities Depository Botswana

# Turnstar Holdings Limited

(Registration number BW00000973397)

Consolidated And Separate Annual Financial Statements for the year ended 31 January 2026

## Directors' Responsibilities and Approval

The directors are required in terms of the Companies Act (Cap 42:01) to maintain adequate accounting records and are responsible for the content and integrity of the consolidated and separate annual financial statements and related financial information included in this report. It is their responsibility to ensure that the consolidated and separate annual financial statements fairly present the state of affairs of the group as at the end of the financial year and the results of its operations and cash flows for the period then ended, in conformity with International Financial Reporting Standards. The external auditors are engaged to express an independent opinion on the consolidated and separate annual financial statements.

The consolidated and separate annual financial statements are prepared in accordance with International Financial Reporting Standards and are based upon appropriate accounting policies consistently applied and supported by reasonable and prudent judgements and estimates.

The directors acknowledge that they are ultimately responsible for the system of internal financial control established by the group and place considerable importance on maintaining a strong control environment. To enable the directors to meet these responsibilities, the board of directors sets standards for internal control aimed at reducing the risk of error or loss in a cost-effective manner. The standards include the proper delegation of responsibilities within a clearly defined framework, effective accounting procedures and adequate segregation of duties to ensure an acceptable level of risk. These controls are monitored throughout the group and all employees are required to maintain the highest ethical standards in ensuring the group's business is conducted in a manner that in all reasonable circumstances is above reproach. The focus of risk management in the group is on identifying, assessing, managing and monitoring all known forms of risk across the group. While operating risk cannot be fully eliminated, the group endeavours to minimise it by ensuring that appropriate infrastructure, controls, systems and ethical behaviour are applied and managed within predetermined procedures and constraints.

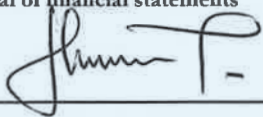
The directors are of the opinion, based on the information and explanations given by management, that the system of internal control provides reasonable assurance that the financial records may be relied on for the preparation of the consolidated and separate annual financial statements. However, any system of internal financial control can provide only reasonable, and not absolute, assurance against material misstatement or loss.

The directors have reviewed the group's cash flow forecast for the year to 31 January 2027 and, in light of this review and the current financial position, they are satisfied that the group has or had access to adequate resources to continue in operational existence for the foreseeable future.

The external auditors are responsible for independently auditing and reporting on the group's consolidated and separate annual financial statements. The consolidated and separate annual financial statements have been examined by the group's external auditors and their report is presented on pages 44 to 47.

The consolidated and separate annual financial statements set out on pages 48 to 107, which have been prepared on the going concern basis, were approved by the board of directors on 24 April 2026 and were signed on their behalf by:

### Approval of financial statements

  
\_\_\_\_\_  
Director  
\_\_\_\_\_  
Director

# Turnstar Holdings Limited

(Registration number BW00000973397)

Consolidated And Separate Annual Financial Statements for the year ended 31 January 2026

## Directors' Report

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The directors have pleasure in submitting their report on the consolidated and separate annual financial statements of Turnstar Holdings Limited and the group for the year ended 31 January 2026.

### 1. Review of financial results and activities

The consolidated and separate annual financial statements have been prepared in accordance with IFRS Accounting Standards and the requirements of the Companies Act (Cap 42:01) of Botswana. The accounting policies have been applied consistently compared to the prior year.

Full details of the financial position, results of operations and cash flows of the group are set out in these consolidated and separate annual financial statements.

### 2. Share capital

There have been no changes to the authorised or issued share capital during the year under review.

### 3. Secretary

The company secretary is Grant Thornton Business Services (Proprietary) Limited.

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## Independent Auditor's Report

*To the Shareholders of Turnstar Holdings Limited*

Report on the Audit of the Consolidated and Separate Financial Statements

### *Opinion*

We have audited the consolidated and separate financial statements of Turnstar Holdings Limited and its subsidiaries ('the group') and company set out on pages 48 to 107, which comprise of the consolidated and separate statements of financial position as at 31 January 2026, and the consolidated and separate statements of profit or loss and other comprehensive income, the consolidated and separate statements of changes in equity and the consolidated and separate statements of cash flows for the year then ended, and notes to the consolidated and separate financial statements, including material accounting policy information.

In our opinion, the consolidated and separate financial statements give a true and fair view of, the consolidated and separate financial position of the group and company as at 31 January 2026, and its consolidated and separate financial performance and consolidated and separate cash flows for the year then ended, in accordance with IFRS Accounting Standards as issued by the International Accounting Standards Board and the requirements of the Companies Act (CAP 42:01).

### *Basis for Opinion*

We conducted our audit in accordance with International Standards on Auditing (ISAs). Our responsibilities under those standards are further described in the *Auditor's Responsibilities for the Audit of the Consolidated and Separate Financial Statements* section of our report. We are independent of the group and company in accordance with the International Ethics Standards Board for Accountants' Code of Ethics for Professional Accountants (including International Independence Standards (IESBA Code)), as applicable to audits of financial statements of public interest entities, together with the ethical requirements of the audit of financial statements of public interest entities in Botswana. We have also fulfilled our other ethical responsibilities in accordance with these requirements and the IESBA Code. We believe that the audit evidence we have obtained is sufficient and appropriate to provide a basis for our opinion.

### *Key Audit Matters*

Key audit matters are those matters that, in our professional judgement, were of most significance in our audit of the consolidated and separate financial statements of the current period. These matters were addressed in the context of our audit of the consolidated and separate financial statements as a whole, and in forming our opinion thereon, and we do not provide a separate opinion on these matters. For each matter below, our description of how our audit addressed the matter is provided in that context.

We have fulfilled the responsibilities described in the *Auditor's Responsibilities for the Audit of the Consolidated and Separate Financial Statements* section of our report, including in relation to these matters. Accordingly, our audit included the performance of procedures designed to respond to our assessment of the risks of material misstatement of the consolidated and separate financial statements. The results of our audit procedures, including the procedures performed to address the matters below, provide the basis for our audit opinion on the accompanying consolidated and separate financial statements.

The Key Audit Matters applies equally to the audit of the consolidated and separate financial statements.

Key Audit Matter	How the matter was addressed in the audit
Valuation of Investment Properties	
<p>The group's investment property portfolios are valued at BWP 2,576,575,186 (2025: BWP 2,792,036,806) and the company's investment property portfolio is valued at BWP 1,337,514,706 (2025: BWP 1,456,795,008) as at 31 January 2026. The group's investment property portfolios comprise of investment properties held in three geographical regions. The group's investment property portfolios comprised 95% (2025: 96%) of the group's total assets at the reporting date. The company's investment property portfolio comprised 66% (2025: 66%) of its total assets at the reporting date.</p> <p>The fair values of these portfolios are determined using the discounted cash flow method which involves forecasting income and expenditure for each investment property for future years and discounting the forecasted future cash flows at a discount rate to calculate the fair value at the reporting date.</p> <p>The valuation model used for forecasting the income and expenditure for each investment property is subjective in nature and involve various input assumptions distinctive to each geographical location regarding rental income and expenses, occupancy rates and discount rates. The estimation uncertainty is further compounded by the uncertain economic and market conditions in each geographical region due to volatile inflation and interest rates.</p> <p>We have identified the valuation of the investment property portfolios to be a key audit matter due to valuation method being inherently judgmental because of the subjective inputs, across regions and the significance of the investment property portfolios to the group and company's total assets.</p> <p>The disclosure associated with the valuation of investment properties is set out in the consolidated and separate annual financial statements in the following notes:</p> <ul style="list-style-type: none"> <li>• Note 1.3 Fair value estimation</li> <li>• Note 1.4 Investment property</li> <li>• Note 3: Investment property</li> <li>• Note 35: Fair value information</li> </ul>	<p>Our procedures included, amongst others:</p> <ul style="list-style-type: none"> <li>• We obtained an understanding of the valuation process and models used to determine the fair value of these investment property portfolios through discussion with the external independent valuation specialists and management.</li> <li>• We evaluated the external valuation specialists' competence, capabilities, and objectivity with reference to their qualifications and industry experience.</li> <li>• With the support of our internal valuation specialists, we: <ul style="list-style-type: none"> <li>▪ Evaluated the appropriateness of the input data and assumptions used by the valuers, including current and projected rental income and expenses and occupancy rates by agreeing these to management's records, invoices received or other supporting documentation including: <ul style="list-style-type: none"> <li>○ key terms of lease agreements</li> <li>○ rental income schedules</li> <li>○ independent macro-economic data</li> </ul> </li> <li>▪ Evaluated the key assumptions used by the independent valuers against our own expectations using evidence from comparable market transactions, historical records, and approved budgets.</li> <li>▪ Assessed the appropriateness of the discount rates by evaluating these rates against risk free rates, adjustments for market and other risks in the different geographical areas, and rates applied by other entities in the same industry and geographical areas.</li> <li>▪ Considered the impact of volatile inflation and interest rates on the market related assumptions and inputs into the fair value models through discussion with both management and the valuation specialists.</li> </ul> </li> </ul> <p>We assessed the adequacy of the disclosures included in the consolidated and separate financial statements relating to investment property and the fair value thereof against the requirements of <i>IAS 40 – Investment Property</i> and <i>IFRS 13 - Fair Value Measurement</i>.</p>



### *Other Information*

The directors are responsible for the other information. The other information comprises the information included in the 68-page document titled “Turnstar Holdings Limited Consolidated and separate annual financial statements for the year ended 31 January 2026”, which includes the General Information, Directors' Responsibilities and Approval and Directors' Report, as required by the Companies Act (CAP 42:01). The other information does not include the consolidated or the separate financial statements and our auditor's report thereon.

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

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

### *Responsibilities of the Directors for the Consolidated and Separate Financial Statements*

The directors are responsible for the preparation and fair presentation of the consolidated and separate financial statements, in accordance with IFRS Accounting Standards as issued by the International Accounting Standards Board and the requirements of the Companies Act (CAP 42:01), and for such internal control as the directors determine is necessary to enable the preparation of consolidated and separate financial statements that are free from material misstatement, whether due to fraud or error.

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

### *Auditor's Responsibilities for the Audit of the Consolidated and Separate Financial Statements*

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

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

- Identify and assess the risks of material misstatement of the consolidated and separate financial statements, whether due to fraud or error, design and perform audit procedures responsive to those risks, and obtain audit evidence that is sufficient and appropriate to provide a basis for our opinion. The risk of not detecting a material misstatement resulting from fraud is higher than for one resulting from error, as fraud may involve collusion, forgery, intentional omissions, misrepresentations, or the override of internal control.
- Obtain an understanding of internal control relevant to the audit in order to design audit procedures that are appropriate in the circumstances, but not for the purpose of expressing an opinion on the effectiveness of the group and company's internal control.



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- Evaluate the appropriateness of accounting policies used and the reasonableness of accounting estimates and related disclosures made by the directors.
- Conclude on the appropriateness of the directors' use of the going concern basis of accounting and based on the audit evidence obtained, whether a material uncertainty exists related to events or conditions that may cast significant doubt on the group and company's ability to continue as a going concern. If we conclude that a material uncertainty exists, we are required to draw attention in our auditor's report to the related disclosures in the consolidated and separate financial statements or, if such disclosures are inadequate, to modify our opinion. Our conclusions are based on the audit evidence obtained up to the date of our auditor's report. However, future events or conditions may cause the group and/or the company to cease to continue as a going concern.
- Evaluate the overall presentation, structure and content of the consolidated and separate financial statements, including the disclosures, and whether the consolidated and separate financial statements represent the underlying transactions and events in a manner that achieves fair presentation.
- Obtain sufficient appropriate audit evidence regarding the financial information of the entities or business activities within the group to express an opinion on the consolidated and separate financial statements. We are responsible for the direction, supervision and performance of the group audit. We remain solely responsible for our audit opinion.

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

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

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

Ernst & Young  
Firm of Certified Auditors  
Practising member: Bakani Ndwapi (CAP 0010 2026)  
Gaborone

30 April 2026

# Turnstar Holdings Limited

(Registration number BW00000973397)

Consolidated And Separate Annual Financial Statements for the year ended 31 January 2026

## Statement of Financial Position as at 31 January 2026

Figures in Pula	Note(s)	Group			Company	
		2026	2025 Restated	2024 Restated	2026	2025 Restated
<b>Assets</b>						
<b>Non-Current Assets</b>						
Property, plant and equipment	4	2 576 433	2 927 905	1 861 600	462 366	486 808
Investment property	3	2 576 575 186	2 792 036 806	2 726 602 519	1 337 514 706	1 456 795 008
Investments in subsidiaries	5	-	-	-	541 529 229	541 529 229
Loans to group companies	6	-	-	-	64 555 121	123 970 517
Operating lease asset	8	14 912 910	22 127 819	13 829 715	8 749 862	12 440 264
Deferred tax*	7	-	-	12 403 424	-	-
		<b>2 594 064 529</b>	<b>2 817 092 530</b>	<b>2 754 697 258</b>	<b>1 952 811 284</b>	<b>2 135 221 826</b>
<b>Current Assets</b>						
Trade and other receivables	9	51 381 277	41 357 143	32 666 651	20 809 623	18 760 243
Operating lease asset	8	5 786 679	3 379 488	7 479 795	3 915 522	2 464 729
Current tax receivable		167 309	117 262	117 262	167 309	117 262
Cash and cash equivalents	10	64 663 956	45 484 487	27 098 773	53 983 302	36 654 073
		<b>121 999 221</b>	<b>90 338 380</b>	<b>67 362 481</b>	<b>78 875 756</b>	<b>57 996 307</b>
<b>Total Assets</b>		<b>2 716 063 750</b>	<b>2 907 430 910</b>	<b>2 822 059 739</b>	<b>2 031 687 040</b>	<b>2 193 218 133</b>
<b>Equity and Liabilities</b>						
<b>Equity</b>						
Share capital	11	632 497 357	632 497 357	632 497 357	632 497 357	632 497 357
Foreign currency translation reserve		180 300 044	318 125 985	300 058 222	-	-
Retained income*		1 196 285 247	1 260 008 671	1 233 755 703	755 506 096	886 863 434
		<b>2 009 082 648</b>	<b>2 210 632 013</b>	<b>2 166 311 282</b>	<b>1 388 003 453</b>	<b>1 519 360 791</b>
<b>Liabilities</b>						
<b>Non-Current Liabilities</b>						
Borrowings	12	596 014 412	596 014 412	290 000 000	596 014 412	596 014 412
Deferred tax*	7	48 736 350	36 886 817	-	23 024 252	50 791 985
		<b>644 750 762</b>	<b>632 901 229</b>	<b>290 000 000</b>	<b>619 038 664</b>	<b>646 806 397</b>
<b>Current Liabilities</b>						
Trade and other payables	13	58 440 039	58 492 039	57 582 519	20 854 622	21 645 316
Borrowings	12	-	-	304 656 118	-	-
Unclaimed debenture interest and dividend		3 790 301	3 486 736	2 551 028	3 790 301	3 486 736
Bank overdraft	10	-	1 918 893	958 792	-	1 918 893
		<b>62 230 340</b>	<b>63 897 668</b>	<b>365 748 457</b>	<b>24 644 923</b>	<b>27 050 945</b>
<b>Total Liabilities</b>		<b>706 981 102</b>	<b>696 798 897</b>	<b>655 748 457</b>	<b>643 683 587</b>	<b>673 857 342</b>
<b>Total Equity and Liabilities</b>		<b>2 716 063 750</b>	<b>2 907 430 910</b>	<b>2 822 059 739</b>	<b>2 031 687 040</b>	<b>2 193 218 133</b>

\*Refer to Note 38 for details on the restatement.

# Turnstar Holdings Limited

(Registration number BW00000973397)

Consolidated And Separate Annual Financial Statements for the year ended 31 January 2026

## Statement of Profit or Loss and Other Comprehensive Income

Figures in Pula	Note(s)	Group		Company	
		2026	2025 Restated	2026	2025 Restated
Revenue	14	354 396 650	344 114 314	180 023 053	173 613 374
Other operating income	15	7 005 982	3 232 313	8 940 490	5 259 690
Other operating (losses)/gain	16	(9 501 066)	(4 071 715)	(8 057 497)	2 316 804
Movement in credit loss allowances	18	(3 796 526)	(3 315 065)	(21 556)	(442 414)
Operating expenses	17	(163 689 273)	(154 092 953)	(96 171 973)	(90 738 826)
Dividend income		-	-	26 504 057	23 794 902
<b>Operating profit</b>	18	<b>184 415 767</b>	<b>185 866 894</b>	<b>111 216 574</b>	<b>113 803 530</b>
Finance income	19	3 134 368	501 406	12 839 616	17 288 056
Interest paid	21	(43 237 065)	(38 888 505)	(43 237 065)	(38 888 505)
Fair value adjustment on Investment Properties	20	(79 962 074)	41 080 006	(125 513 584)	13 179 746
<b>Profit (loss) before taxation</b>		<b>64 350 996</b>	<b>188 559 801</b>	<b>(44 694 459)</b>	<b>105 382 827</b>
Taxation*	22	(13 643 808)	(47 876 221)	27 767 733	(15 817 042)
<b>Profit (loss) for the year</b>		<b>50 707 188</b>	<b>140 683 580</b>	<b>(16 926 726)</b>	<b>89 565 785</b>
<b>Other comprehensive income:</b>					
<b>Items that may be reclassified to profit or loss:</b>					
Exchange differences on translating foreign operations		(137 825 941)	18 067 763	-	-
<b>Other comprehensive income for the year net of taxation</b>	23	<b>(137 825 941)</b>	<b>18 067 763</b>	<b>-</b>	<b>-</b>
<b>Total comprehensive (loss) income for the year</b>		<b>(87 118 753)</b>	<b>158 751 343</b>	<b>(16 926 726)</b>	<b>89 565 785</b>
Basic earnings per linked unit (in Pula)		0,09	0,24	(0,03)	0,15
Diluted earnings per linked unit (in Pula)		0,09	0,24	(0,03)	0,15

\*Refer to Note 38 for details on the restatement.

# Turnstar Holdings Limited

(Registration number BW00000973397)  
Consolidated And Separate Annual Financial Statements for the year ended 31 January 2026

## Statement of Changes in Equity

Figures in Pula	Share capital	Linked unit debentures	Total stated capital and linked unit debentures	Foreign currency translation reserve	Distribution to debenture holders	Fair value surplus	Retained income*	Total equity
<b>Group</b>								
Opening balance as previously reported	346 420 555	286 076 802	632 497 357	300 058 222	57 215 306	769 590 876	163 311 193	1 922 672 954
Adjustments	-	-	-	-	-	-	-	-
Prior period error - deferred tax	-	-	-	-	-	-	243 638 328	243 638 328
<b>Balance at 01 February 2024</b>	<b>346 420 555</b>	<b>286 076 802</b>	<b>632 497 357</b>	<b>300 058 222</b>	<b>57 215 306</b>	<b>769 590 876</b>	<b>406 949 521</b>	<b>2 166 311 282</b>
Profit for the year	-	-	-	18 067 763	-	-	140 683 580	140 683 580
Other comprehensive income	-	-	-	<b>18 067 763</b>	-	-	-	18 067 763
<b>Total comprehensive income for the year</b>	<b>-</b>	<b>-</b>	<b>-</b>	<b>18 067 763</b>	<b>-</b>	<b>-</b>	<b>140 683 580</b>	<b>158 751 343</b>
Fair value transferred (Turnstar Properties)	-	-	-	-	-	13 179 746	(13 179 746)	-
Fair value transferred (Mlimani Properties)	-	-	-	-	-	22 146 685	(22 146 685)	-
Fair value transferred (Palazzo Properties)	-	-	-	-	-	5 753 575	(5 753 575)	-
Final distribution to debenture holders 31 January 2024	-	-	-	-	(57 215 306)	-	-	(57 215 306)
Interim distribution to debenture holders 31 July 2024	-	-	-	-	(57 215 306)	-	-	(57 215 306)
Proposed distribution to debenture holders	-	-	-	-	114 430 612	-	(114 430 612)	-
<b>Total contributions by and distributions to owners of company recognised directly in equity</b>	<b>-</b>	<b>-</b>	<b>-</b>	<b>-</b>	<b>-</b>	<b>41 080 006</b>	<b>(155 510 618)</b>	<b>(114 430 612)</b>
<b>Balance at 01 February 2025</b>	<b>346 420 555</b>	<b>286 076 802</b>	<b>632 497 357</b>	<b>318 125 985</b>	<b>57 215 306</b>	<b>810 670 882</b>	<b>392 122 483</b>	<b>2 210 632 013</b>
Profit for the year	-	-	-	-	-	-	50 707 188	50 707 188
Other comprehensive income	-	-	-	(137 825 941)	-	-	-	(137 825 941)
<b>Total comprehensive income for the year</b>	<b>-</b>	<b>-</b>	<b>-</b>	<b>(137 825 941)</b>	<b>-</b>	<b>-</b>	<b>50 707 188</b>	<b>(87 118 753)</b>
Fair value transferred (Turnstar Properties)	-	-	-	-	-	(125 513 584)	125 513 584	-
Fair value transferred (Mlimani Properties)	-	-	-	-	-	33 070 250	(33 070 250)	-
Fair value transferred (Palazzo Properties)	-	-	-	-	-	12 481 260	(12 481 260)	-
Final distribution to debenture holders 31 January 2025	-	-	-	-	(57 215 306)	-	-	(57 215 306)
Interim distribution to debenture holders 31 July 2025	-	-	-	-	(57 215 306)	-	-	(57 215 306)
Proposed distribution to debenture holders	-	-	-	-	114 430 612	-	(114 430 612)	-
<b>Total contributions by and distributions to owners of company recognised directly in equity</b>	<b>-</b>	<b>-</b>	<b>-</b>	<b>-</b>	<b>-</b>	<b>(79 962 074)</b>	<b>(34 468 538)</b>	<b>(114 430 612)</b>
<b>Balance at 31 January 2026</b>	<b>346 420 555</b>	<b>286 076 802</b>	<b>632 497 357</b>	<b>180 300 044</b>	<b>57 215 306</b>	<b>730 708 808</b>	<b>408 361 133</b>	<b>2 009 082 648</b>
Note(s)	11	11	11	23			23	

# Turnstar Holdings Limited

(Registration number BW/00000973397)

Consolidated And Separate Annual Financial Statements for the year ended 31 January 2026

## Statement of Changes in Equity

Figures in Pula	Share capital	Linked unit debentures	Total stated capital and linked unit debentures	Foreign currency translation reserve	Distribution to debenture holders	Fair value surplus	Retained income*	Total equity
<b>Company</b>								
<b>Balance at 01 February 2024</b>	346 420 555	286 076 802	632 497 357	-	57 215 306	777 357 794	77 155 161	1 544 225 618
Profit for the year	-	-	-	-	-	-	89 565 785	89 565 785
<b>Total comprehensive income for the year</b>	-	-	-	-	-	-	89 565 785	89 565 785
Fair value surplus transferred	-	-	-	-	-	13 179 746	(13 179 746)	-
Final distribution to debenture holders 31 January 2024	-	-	-	-	(57 215 306)	-	-	(57 215 306)
Interim distribution to debenture holders 31 July 2024	-	-	-	-	(57 215 306)	-	-	(57 215 306)
Proposed distribution to debenture holders	-	-	-	-	114 430 612	-	(114 430 612)	-
<b>Total contributions by and distributions to owners of company recognised directly in equity</b>	-	-	-	-	-	13 179 746	(127 610 358)	(114 430 612)
<b>Balance at 01 February 2025</b>	346 420 555	286 076 802	632 497 357	-	57 215 306	790 537 540	39 110 588	1 519 360 791
Loss for the year	-	-	-	-	-	-	(16 926 726)	(16 926 726)
<b>Total comprehensive Loss for the year</b>	-	-	-	-	-	-	(16 926 726)	(16 926 726)
Fair value surplus transferred	-	-	-	-	-	(125 513 584)	125 513 584	-
Final distribution to debenture holders 31 January 2025	-	-	-	-	(57 215 306)	-	-	(57 215 306)
Interim distribution to debenture holders 31 July 2025	-	-	-	-	(57 215 306)	-	-	(57 215 306)
Proposed distribution to debenture holders	-	-	-	-	114 430 612	-	(114 430 612)	-
<b>Total contributions by and distributions to owners of company recognised directly in equity</b>	-	-	-	-	-	(125 513 584)	11 082 972	(114 430 612)
<b>Balance at 31 January 2026</b>	346 420 555	286 076 802	632 497 357	-	57 215 306	665 023 956	33 266 834	1 388 003 453

Note(s)

\*Fair value surplus is Non distributable reserve from valuation on investment properties, the reserve is created to separate fair value from retained earnings.

\*Refer to Note 38 for details on the restatement.

# Turnstar Holdings Limited

(Registration number BW00000973397)

Consolidated And Separate Annual Financial Statements for the year ended 31 January 2026

## Statement of Cash Flows

Figures in Pula	Note(s)	Group		Company	
		2026	2025	2026	2025
<b>Cash flows from operating activities</b>					
Cash (used in)/generated from operations	25	189 631 007	178 719 833	92 671 295	83 752 457
Interest received		3 134 368	501 406	12 839 616	17 288 056
Interest paid	21	(43 237 065)	(38 888 505)	(43 237 065)	(38 888 505)
Dividends paid	27	(114 430 612)	(114 430 612)	(114 430 612)	(114 430 612)
Tax paid	26	(3 009 086)	(2 664 757)	(50 047)	-
<b>Net cash from operating activities</b>		<b>32 088 612</b>	<b>23 237 365</b>	<b>(52 206 813)</b>	<b>(52 278 604)</b>
<b>Cash flows from investing activities</b>					
Purchase of property, plant and equipment	4	(487 752)	(1 684 594)	(173 739)	(405 298)
Purchases of investment property	3	(6 233 282)	(3 944 977)	(6 233 282)	(3 944 977)
Loans advanced to group companies - repayments received	6	-	-	52 205 663	51 365 768
Dividends received		-	-	26 504 057	23 794 902
<b>Net cash from investing activities</b>		<b>(6 721 034)</b>	<b>(5 629 571)</b>	<b>72 302 699</b>	<b>70 810 395</b>
<b>Total cash movement for the year</b>					
Cash and cash equivalents at the beginning of the year		43 565 594	26 139 981	34 735 180	16 385 570
Profit on foreign exchange on cash and cash equivalents		(4 269 216)	(182 181)	(847 764)	(182 181)
<b>Cash and cash equivalents at the end of the year</b>	10	<b>64 663 956</b>	<b>43 565 594</b>	<b>53 983 302</b>	<b>34 735 180</b>

# Turnstar Holdings Limited

(Registration number BW00000973397)

Consolidated And Separate Annual Financial Statements for the year ended 31 January 2026

## Accounting Policies

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### 1. Material accounting policies

The consolidated and separate annual financial statements have been prepared in accordance with IFRS® Accounting Standards. The consolidated and separate annual financial statements have been prepared on the historical cost basis, except for the measurement of investment properties at fair value, and incorporate the principal accounting policies set out below. The group's consolidated financial statements are presented in Botswana Pula, which is also the parent company's functional currency.

These accounting policies are consistent with the previous period, except for the new standards and interpretations effective and adopted in the current year as set out in note 2.

#### 1.1 Basis of preparation

The consolidated and separate annual financial statements have been prepared in accordance with IFRS® Accounting Standards as issued by the International Accounting Standards Board (IASB).

The group has prepared the financial statements on the basis that it will continue to operate as a going concern.

These accounting policies are consistent with the previous period.

#### 1.2 Consolidation

##### Basis of consolidation

The Group financial statements consolidate those of the parent company and all of its subsidiaries as of 31 January 2026. The parent controls a subsidiary if it is exposed, or has rights, to variable returns from its involvement with the subsidiary and has the ability to affect those returns through its power over the subsidiary. All subsidiaries have a reporting date of 31 January.

All transactions and balances between Group companies are eliminated on consolidation, including unrealised gains and losses on transactions between Group companies. Where unrealised losses on intra-group asset sales are reversed on consolidation, the underlying asset is also tested for impairment from a Group perspective. Amounts reported in the financial statements of subsidiaries have been adjusted where necessary to ensure consistency with the accounting policies adopted by the Group.

Profit or loss and other comprehensive income of subsidiaries acquired or disposed of during the year are recognised from the effective date of acquisition, or up to the effective date of disposal, as applicable.

Non-controlling interests, if any, presented as part of equity, represent the portion of a subsidiary's profit or loss and net assets that is not held by the Group. The Group attributes total comprehensive income or loss of subsidiaries between the owners of the parent and the non-controlling interests based on their respective ownership interests.

##### Business combinations

The group accounts for business combinations using the acquisition method of accounting. The cost of the business combination is measured as the aggregate of the fair values of assets given, liabilities incurred or assumed and equity instruments issued. Costs directly attributable to the business combination are expensed as incurred, except the costs to issue debt which are amortised as part of the effective interest and costs to issue equity which are included in equity.

Contingent consideration is included in the cost of the combination at fair value as at the date of acquisition. Subsequent changes to the assets, liability or equity which arise as a result of the contingent consideration are not adjusted against goodwill, unless they are valid measurement period adjustments.

The acquiree's identifiable assets, liabilities and contingent liabilities which meet the recognition conditions of IFRS 3 Business combinations are recognised at their fair values at acquisition date.

Contingent liabilities are only included in the identifiable assets and liabilities of the acquiree where there is a present obligation at acquisition date.

On acquisition, the acquiree's assets and liabilities are reassessed in terms of classification and are reclassified where the classification is inappropriate for group purposes. This excludes lease agreements and insurance contracts, whose classification remains as per their inception date.

Non-controlling interest arising from a business combination is measured either at their share of the fair value of the assets and liabilities of the acquiree or at fair value. The treatment is not an accounting policy choice but is selected for each individual business combination, and disclosed in the note for business combinations.

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### 1.2 Consolidation (continued)

In cases where the group held a non-controlling shareholding in the acquiree prior to obtaining control, that interest is measured to fair value as at acquisition date. The measurement to fair value is included in profit or loss for the year. Where the existing shareholding was classified as an available-for-sale financial asset, the cumulative fair value adjustments recognised previously to other comprehensive income and accumulated in equity are recognised in profit or loss as a reclassification adjustment.

Goodwill is determined as the consideration paid, plus the fair value of any shareholding held prior to obtaining control, plus non-controlling interest and less the fair value of the identifiable assets and liabilities of the acquiree.

Goodwill is not amortised but is tested on an annual basis for impairment. If goodwill is assessed to be impaired, that impairment is not subsequently reversed.

Goodwill arising on acquisition of foreign entities is considered an asset of the foreign entity. In such cases the goodwill is translated to the functional currency of the group at the end of each reporting period with the adjustment recognised in equity through to other comprehensive income.

### 1.3 Significant judgements and sources of estimation uncertainty

In preparing the consolidated and separate annual financial statements, directors are required to make estimates and assumptions that affect the amounts represented in the consolidated and separate annual financial statements and related disclosures. Use of available information and the application of judgement is inherent in the formation of estimates. Actual results in the future could differ from these estimates which may be material to the consolidated and separate annual financial statements. Significant judgements include:

#### Trade receivables and other receivables

The impairment provisions for financial assets are based on assumptions about risk of default and expected loss rates. The group uses judgement in making these assumptions and selecting the inputs to the impairment calculation, based on the group's past history, existing market conditions as well as forward looking estimates at the end of each reporting period. For details of the key assumptions and inputs used, refer to the individual notes addressing financial assets.

The Group assesses its trade receivables and other receivables for impairment at the end of each reporting period. In determining whether an impairment loss should be recorded in profit or loss, the Group makes judgements as to whether there is observable data indicating a measurable decrease in the estimated future cash flows from a financial asset.

The impairment for trade receivables and other receivables is calculated on a portfolio basis, based on historical loss ratios, adjusted for national and industry-specific economic conditions and other indicators present at the reporting date that correlate with defaults on the portfolio.

#### Fair value estimation

The carrying value less impairment provision of trade and other receivables and payables are assumed to approximate their fair values. The fair value of financial liabilities for disclosure purposes is estimated by discounting the future contractual cash flows at the current market interest rate that is available to the Group for similar financial instruments.

The fair value of investment property is determined using discounted cash flow valuation and/or capitalisation approach (mainly on residential properties), using assumptions that are based on market conditions existing at the reporting date. The property's current retail rental rates are considered to be market related and it is assumed that the existing tenants will renew their leases on termination of the existing period. Key valuation parameters such as capitalisation rate, growth in market rental and discount rate are used to arrive at the fair value.

#### Impairment testing

The recoverable amounts of cash-generating units and individual assets have been determined based on the higher of value-in-use calculations and fair values less costs to sell. These calculations require the use of estimates and assumptions. It is reasonably possible that the assumption by management may change which may then impact our estimations and may then require a material adjustment to the carrying value of goodwill and the assets.

The Group reviews and tests the carrying value of assets when events or changes in circumstances suggest that the carrying amount may not be recoverable. In addition, goodwill is tested on an annual basis for impairment. Assets are grouped at the lowest level for which identifiable cash flows are largely independent of cash flows of other assets and liabilities. If there are indications that impairment may have occurred, estimates are prepared of expected future cash flows for each group of assets. Expected future cash flows used to determine the value in use of goodwill and the assets are inherently uncertain and could materially change over time. They are significantly affected by a number of factors including estimates, supply demand, together with economic factors such as exchange rates, inflation and interest rates.

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## Accounting Policies

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### 1.3 Significant judgements and sources of estimation uncertainty (continued)

#### Provisions

Provisions were raised and directors determine an estimate based on the information available.

#### Taxation

Judgement is required in determining the provision for income taxes due to the complexity of legislation. There are many transactions and calculations for which the ultimate tax determination is uncertain during the ordinary course of business. The Group recognises liabilities for anticipated tax audit issues based on estimates of whether additional taxes will be due. Where the final tax outcome of these matters is different from the amounts that were initially recorded, such differences will impact the income tax and deferred tax provisions in the period in which such determination is made.

The Group recognises the net future tax benefit related to deferred income tax assets to the extent that it is probable that the deductible temporary differences will reverse in the foreseeable future. Assessing the recoverability of deferred income tax assets requires the Group to make significant estimates related to expectations of future taxable income. Estimates of future taxable income are based on forecast cash flows from operations and the application of existing tax laws. To the extent that future cash flows and taxable income differ significantly from estimates, the ability of the Group to realise the net deferred tax assets recorded at the end of the reporting period could be impacted.

#### Contingent liabilities

Directors apply their judgement to facts and advice it receives from its attorneys and other advisors in assessing if an obligation is probable, more likely than not, or remote. This judgement application is used to determine if the obligation is recognised as a liability or disclosed as a contingent liability.

#### Useful life and residual value of plant and equipment

The estimates of useful lives as translated into depreciation rates are detailed in plant and equipment policy on the annual financial statements. These rates and residual lives of the assets are reviewed annually taking cognisance of the forecasted commercial and economic realities and through benchmarking of accounting treatments in the industry.

### 1.4 Investment property

Investment property is recognised as an asset when, and only when, it is probable that the future economic benefits that are associated with the investment property will flow to the enterprise, and the cost of the investment property can be measured reliably.

Investment property is initially recognised at cost. Transaction costs are included in the initial measurement.

Costs include costs incurred initially and costs incurred subsequently to add to, or to replace a part of, or service a property. If a replacement part is recognised in the carrying amount of the investment property, the carrying amount of the replaced part is derecognised.

Subsequent to initial measurement, investment property is measured at fair value, with changes in fair value recognised in profit or loss for the period in which it arises.

Rental income and expenses from investment property are reported within revenue and operating expenses respectively, and are recognised in the statement of Profit and Loss and Other Comprehensive Income.

#### Derecognition of investment property

Investment property is derecognised when it is disposed of or when it is permanently withdrawn from use with no future economic benefits expected. Gains or losses on disposal, determined as the difference between the net disposal proceeds and carrying amount of the property, are recognised in profit or loss in the period of disposal. Any decision to dispose of an investment property is subject to approval by the Investment Committee of the Board.

#### Fair value

Subsequent to initial measurement investment property is measured at fair value.

A gain or loss arising from a change in fair value is included in net profit or loss for the period in which it arises.

Investment property is valued annually and is included in the statement of financial position at their open market values. These values are supported by market evidence and are determined by external professional valuers with sufficient experience with respect to both the location and the nature of the investment property.

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### 1.4 Investment property (continued)

If the fair value of investment property under construction is not determinable, it is measured at cost until the earlier of the date it becomes determinable or construction is complete.

Any gain or loss resulting from either a change in the fair value or the sale of investment property is immediately recognised in profit or loss within fair value adjustment.

#### Fair value surplus

Fair value surplus recognised in the profit or loss statement are transferred from the retained income to the fair value surplus account, net of tax, within the equity, in order to monitor the fair value of each investment property. Any fair value deficit arising during the year which offsets previously recognised fair value surplus is transferred from the fair value surplus account to retained income, net of relevant tax. Upon derecognition of the asset the equity account gets cleared.

### 1.5 Property, plant and equipment

Property, plant and equipment are tangible assets which the group holds for its own use or for rental to others and which are expected to be used for more than one year. An item of property, plant and equipment is recognised as an asset when it is probable that future economic benefits associated with the item will flow to the group, and the cost of the item can be measured reliably.

Property, plant and equipment is initially measured at cost. Cost includes all of the expenditure which are directly attributable to the acquisition or construction of the asset, including the capitalisation of borrowing costs on qualifying assets and adjustments in respect of hedge accounting, where appropriate. Subsequently property, plant and equipment is measured at cost less accumulated depreciation and impairment.

Depreciation of an asset commences when the asset is available for use as intended by management. Depreciation is charged to write off the asset's carrying amount over its estimated useful life to its estimated residual value, using a method that best reflects the pattern in which the asset's economic benefits are consumed by the group. Leased assets are depreciated in a consistent manner over the shorter of their expected useful lives and the lease term. Depreciation is not charged to an asset if its estimated residual value exceeds or is equal to its carrying amount. Depreciation of an asset ceases at the earlier of the date that the asset is classified as held for sale or derecognised.

The useful lives of items of property, plant and equipment have been assessed as follows:

Item	Depreciation method	Average useful life
Plant and machinery	Straight line	6-8 years
Furniture and fixtures	Straight line	8-10 years
Motor vehicles	Straight line	4 years
Office equipment	Straight line	8-10 years
IT equipment	Straight line	3-4 years

The residual value, useful life and depreciation method of each asset are reviewed at the end of each reporting year. If the expectations differ from previous estimates, the change is accounted for prospectively as a change in accounting estimate.

The depreciation charge for each year is recognised in profit or loss unless it is included in the carrying amount of another asset.

Impairment tests are performed on property, plant and equipment when there is an indicator that they may be impaired. When the carrying amount of an item of property, plant and equipment is assessed to be higher than the estimated recoverable amount, an impairment loss is recognised immediately in profit or loss to bring the carrying amount in line with the recoverable amount.

An item of plant and equipment is derecognised upon disposal or when no future economic benefits are expected from its continued use or disposal. Any gain or loss arising from the derecognition of an item of plant and equipment is included in profit or loss when the item is derecognised. The gain or loss arising from the derecognition of an item of plant and equipment is determined as the difference between the net disposal proceeds, if any, and the carrying amount of the item.

### 1.6 Investments in subsidiaries

In the company's separate annual financial statements, investments in subsidiaries are carried at cost less any accumulated impairment.

The cost of an investment in a subsidiary is the aggregate of the fair value, at the date of exchange, of assets given, liabilities incurred or assumed, and equity instruments issued by the company.

An adjustment to the cost of a business combination contingent on future events is included in the cost of the combination if the adjustment is probable and can be measured reliably.

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### 1.7 Financial instruments

Financial instruments held by the group are classified in accordance with the provisions of IFRS 9 Financial Instruments.

Broadly, the classification possibilities, which are adopted by the group, as applicable, are as follows:

Financial assets which are debt instruments:

- Amortised cost. (This category applies only when the contractual terms of the instrument give rise, on specified dates, to cash flows that are solely payments of principal and interest on principal, and where the instrument is held under a business model whose objective is met by holding the instrument to collect contractual cash flows); or

Financial liabilities:

- Amortised cost

Note 34 Financial instruments and risk management presents the financial instruments held by the group based on their specific classifications.

All regular way purchases or sales of financial assets are recognised and derecognised on a trade date basis. Regular way purchases or sales are purchases or sales of financial assets that require delivery of assets within the time frame established by regulation or convention in the marketplace.

The specific accounting policies for the classification, recognition and measurement of each type of financial instrument held by the group are presented below:

#### Loans receivable at amortised cost

##### Classification

Loans to group companies (note 6), are classified as financial assets subsequently measured at amortised cost.

They have been classified in this manner because the contractual terms of these loans give rise, on specified dates to cash flows that are solely payments of principal and interest on the principal outstanding, and the group's business model is to collect the contractual cash flows on these loans.

##### Recognition and measurement

Loans receivable are recognised when the group becomes a party to the contractual provisions of the loan. The loans are measured, at initial recognition, at fair value plus transaction costs, if any.

They are subsequently measured at amortised cost.

The amortised cost is the amount recognised on the loan initially, minus principal repayments, plus cumulative amortisation (interest) using the effective interest method of any difference between the initial amount and the maturity amount, adjusted for any loss allowance.

##### Application of the effective interest method

Interest income is calculated using the effective interest method, and is included in profit or loss in finance income (note 19).

The application of the effective interest method to calculate interest income on a loan receivable is dependent on the credit risk of the loan as follows:

- The effective interest rate is applied to the gross carrying amount of the loan, provided the loan is not credit impaired. The gross carrying amount is the amortised cost before adjusting for a loss allowance.
- If a loan is purchased or originated as credit-impaired, then a credit-adjusted effective interest rate is applied to the amortised cost in the determination of interest. This treatment does not change over the life of the loan, even if it is no longer credit-impaired.
- If a loan was not purchased or originally credit-impaired, but it has subsequently become credit-impaired, then the effective interest rate is applied to the amortised cost of the loan in the determination of interest. If, in subsequent periods, the loan is no longer credit impaired, then the interest calculation reverts to applying the effective interest rate to the gross carrying amount.

##### Impairment

The group recognises a loss allowance for expected credit losses on all loans receivable measured at amortised cost. The amount of expected credit losses is updated at each reporting date to reflect changes in credit risk since initial recognition of the respective loans.

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## Accounting Policies

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### 1.7 Financial instruments (continued)

The group measures the loss allowance at an amount equal to lifetime expected credit losses (lifetime ECL) when there has been a significant increase in credit risk since initial recognition. If the credit risk on a loan has not increased significantly since initial recognition, then the loss allowance for that loan is measured at 12 month expected credit losses (12 month ECL).

Lifetime ECL represents the expected credit losses that will result from all possible default events over the expected life of a loan. In contrast, 12 month ECL represents the portion of lifetime ECL that is expected to result from default events on a loan that are possible within 12 months after the reporting date.

In order to assess whether to apply lifetime ECL or 12 month ECL, in other words, whether or not there has been a significant increase in credit risk since initial recognition, the group considers whether there has been a significant increase in the risk of a default occurring since initial recognition rather than at evidence of a loan being credit impaired at the reporting date or of an actual default occurring.

#### Significant increase in credit risk

In assessing whether the credit risk on a loan has increased significantly since initial recognition, the group compares the risk of a default occurring on the loan as at the reporting date with the risk of a default occurring as at the date of initial recognition.

The group considers both quantitative and qualitative information that is reasonable and supportable, including historical experience and forward-looking information that is available without undue cost or effort. Forward-looking information considered includes the future prospects of the industries in which the counterparties operate, obtained from economic expert reports, financial analysts, governmental bodies, relevant think-tanks and other similar organisations, as well as consideration of various external sources of actual and forecast economic information.

Irrespective of the outcome of the above assessment, the credit risk on a loan is always presumed to have increased significantly since initial recognition if the contractual payments are more than 30 days past due, unless the group has reasonable and supportable information that demonstrates otherwise.

By contrast, if a loan is assessed to have a low credit risk at the reporting date, then it is assumed that the credit risk on the loan has not increased significantly since initial recognition.

The group regularly monitors the effectiveness of the criteria used to identify whether there has been a significant increase in credit risk and revises them as appropriate to ensure that the criteria are capable of identifying significant increases in credit risk before the amount becomes past due.

#### Definition of default

For purposes of internal credit risk management purposes, the group considers that a default event has occurred if there is either a breach of financial covenants by the counterparty, or if internal or external information indicates that the counterparty is unlikely to pay its creditors in full (without taking collateral into account).

Irrespective of the above analysis, the group considers that default has occurred when a loan instalment is more than 90 days past due unless there is reasonable and supportable information to demonstrate that a more lagging default criterion is more appropriate.

#### Write off policy

The group writes off a loan when there is information indicating that the counterparty is in severe financial difficulty and there is no realistic prospect of recovery, e.g. when the counterparty has been placed under liquidation or has entered into bankruptcy proceedings. Loans written off may still be subject to enforcement activities under the group recovery procedures, taking into account legal advice where appropriate. Any recoveries made are recognised in profit or loss.

#### Measurement and recognition of expected credit losses

The measurement of expected credit losses is a function of the probability of default, loss given default (i.e. the magnitude of the loss if there is a default) and the exposure at default, taking the time value of money into consideration.

The assessment of the probability of default and loss given default is based on historical data adjusted by forward-looking information as described above. The exposure at default is the gross carrying amount of the loan at the reporting date.

Lifetime ECL is measured on a collective basis in cases where evidence of significant increases in credit risk are not yet available at the individual instrument level. Loans are then grouped in such a manner that they share similar credit risk characteristics, such as nature of the loan, external credit ratings (if available), industry of counterparty etc.

The grouping is regularly reviewed by management to ensure the constituents of each group continue to share similar credit risk characteristics.

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### 1.7 Financial instruments (continued)

If the group has measured the loss allowance for a financial instrument at an amount equal to lifetime ECL in the previous reporting period, but determines at the current reporting date that the conditions for lifetime ECL are no longer met, the group measures the loss allowance at an amount equal to 12 month ECL at the current reporting date, and vice versa.

An impairment gain or loss is recognised for all loans in profit or loss with a corresponding adjustment to their carrying amount through a loss allowance account. The impairment loss is included in operating expenses in profit or loss as a movement in credit loss allowance (note 18).

#### Credit risk

Details of credit risk related to loans receivable are included in the specific notes and the financial instruments and risk management (note 34).

#### Derecognition

Refer to the "derecognition" section of the accounting policy for the policies and processes related to derecognition.

#### Trade and other receivables

##### Classification

Trade and other receivables, excluding, when applicable, VAT and prepayments, are classified as financial assets subsequently measured at amortised cost (note 9).

They have been classified in this manner because their contractual terms give rise, on specified dates to cash flows that are solely payments of principal and interest on the principal outstanding, and the group's business model is to collect the contractual cash flows on trade and other receivables.

##### Recognition and measurement

Trade and other receivables are recognised when the group becomes a party to the contractual provisions of the receivables. They are measured, at initial recognition, at fair value plus transaction costs, if any.

They are subsequently measured at amortised cost.

The amortised cost is the amount recognised on the receivable initially, minus principal repayments, plus cumulative amortisation (interest) using the effective interest method of any difference between the initial amount and the maturity amount, adjusted for any loss allowance.

##### Impairment

The group recognises a loss allowance for expected credit losses on trade and other receivables, excluding VAT and prepayments. The amount of expected credit losses is updated at each reporting date.

The group measures the loss allowance for trade and other receivables at an amount equal to lifetime ECL, which represents the expected credit losses that will result from all possible default events over the expected life of the receivable.

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### 1.7 Financial instruments (continued)

#### Measurement and recognition of expected credit losses

The group makes use of a provision matrix as a practical expedient to the determination of expected credit losses on trade and other receivables. The provision matrix is based on historic credit loss experience, adjusted for factors that are specific to the debtors, general economic conditions and an assessment of both the current and forecast direction of conditions at the reporting date, including the time value of money, where appropriate.

The customer base is widespread and does not show significantly different loss patterns for different customer segments. The loss allowance is calculated on a collective basis for all trade and other receivables in totality. Details of the provision matrix is presented in note 9.

An impairment gain or loss is recognised in profit or loss with a corresponding adjustment to the carrying amount of trade and other receivables, through use of a loss allowance account. The impairment loss is included in operating expenses in profit or loss as a movement in credit loss allowance (note 18).

#### Write off policy

The group writes off a receivable when there is information indicating that the counterparty is in severe financial difficulty and there is no realistic prospect of recovery, e.g. when the counterparty has been placed under liquidation or has entered into bankruptcy proceedings. Receivables written off may still be subject to enforcement activities under the group recovery procedures, taking into account legal advice where appropriate. Any recoveries made are recognised in profit or loss.

#### Credit risk

Details of credit risk are included in the trade and other receivables note (note 9) and the financial instruments and risk management note (note 34).

#### Derecognition

Refer to the derecognition section of the accounting policy for the policies and processes related to derecognition.

#### Trade and other payables

##### Classification

Trade and other payables (note 13), excluding VAT and amounts received in advance, are classified as financial liabilities subsequently measured at amortised cost.

##### Recognition and measurement

They are recognised when the group becomes a party to the contractual provisions, and are measured, at initial recognition, at fair value plus transaction costs, if any.

They are subsequently measured at amortised cost using the effective interest method.

The effective interest method is a method of calculating the amortised cost of a financial liability and of allocating interest expense over the relevant period. The effective interest rate is the rate that exactly discounts estimated future cash payments (including all fees and points paid or received that form an integral part of the effective interest rate, transaction costs and other premiums or discounts) through the expected life of the financial liability, or (where appropriate) a shorter period, to the amortised cost of a financial liability.

If trade and other payables contain a significant financing component, and the effective interest method results in the recognition of interest expense, then it is included in profit or loss in interest paid (note 21).

Trade and other payables expose the group to liquidity risk and possibly to interest rate risk. Refer to note 34 for details of risk exposure and management thereof.

#### Derecognition

Refer to the "derecognition" section of the accounting policy for the policies and processes related to derecognition.

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### 1.7 Financial instruments (continued)

#### Linked unit debentures

Linked unit debentures are assessed in accordance with IAS 32 Financial Instrument: Presentation. Based on the substance of the contractual terms, the instruments do not give rise to a contractual obligation to deliver cash or another financial asset. Distributions are not mandatory, and redemption is not at the option of the holder. Accordingly, the linked unit debentures are classified as equity and presented within equity.

#### Cash and cash equivalents

Cash and cash equivalents comprise cash on hand and demand deposits, and other short-term highly liquid investments that are readily convertible to a known amount of cash and are subject to an insignificant risk of changes in value. These are initially recognised at fair value and subsequently measured at amortised cost.

#### Bank overdrafts

Bank overdrafts are initially measured at fair value, and are subsequently measured at amortised cost, using the effective interest rate method.

#### Derecognition

##### Financial assets

The group derecognises a financial asset only when the contractual rights to the cash flows from the asset expire, or when it transfers the financial asset and substantially all the risks and rewards of ownership of the asset to another party. If the group neither transfers nor retains substantially all the risks and rewards of ownership and continues to control the transferred asset, the group recognises its retained interest in the asset and an associated liability for amounts it may have to pay. If the group retains substantially all the risks and rewards of ownership of a transferred financial asset, the group continues to recognise the financial asset and also recognises a collateralised borrowing for the proceeds received.

##### Financial liabilities

The group derecognises financial liabilities when, and only when, the group obligations are discharged, cancelled or they expire. The difference between the carrying amount of the financial liability derecognised and the consideration paid and payable, including any non-cash assets transferred or liabilities assumed, is recognised in profit or loss.

#### Reclassification

##### Financial assets

The group only reclassifies affected financial assets if there is a change in the business model for managing financial assets. If a reclassification is necessary, it is applied prospectively from the reclassification date. Any previously stated gains, losses or interest are not restated.

The reclassification date is the beginning of the first reporting period following the change in business model which necessitates a reclassification.

##### Financial liabilities

Financial liabilities are not reclassified.

### 1.8 Leases

A lease is classified as a finance lease if it transfers substantially all the risks and rewards incidental to ownership. A lease is classified as an operating lease if it does not transfer substantially all the risks and rewards incidental to ownership.

#### Operating leases - lessor

Operating lease income is recognised as an income on a straight-line basis over the lease term. The difference between the amounts recognised as an income and the contractual receipts are recognised as an operating lease asset. This asset is not discounted.

Any contingent rent are recognised as and when it is determined and recognised on profit or loss.

Income for leases is disclosed under revenue in profit or loss.

#### Operating leases – lessee

Any contingent rents are expensed in the period they are incurred.

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## Accounting Policies

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### 1.9 Impairment of assets

The group assesses at each end of the reporting period whether there is any indication that an asset may be impaired. If any such indication exists, the group estimates the recoverable amount of the asset.

Irrespective of whether there is any indication of impairment, the group also:

- tests goodwill acquired in a business combination for impairment annually.

If there is any indication that an asset may be impaired, the recoverable amount is estimated for the individual asset. If it is not possible to estimate the recoverable amount of the individual asset, the recoverable amount of the cash-generating unit to which the asset belongs is determined.

The recoverable amount of an asset or a cash-generating unit is the higher of its fair value less costs to sell and its value in use.

If the recoverable amount of an asset is less than its carrying amount, the carrying amount of the asset is reduced to its recoverable amount. That reduction is an impairment loss.

An impairment loss of assets carried at cost less any accumulated depreciation or amortisation is recognised immediately in profit or loss. Any impairment loss of a revalued asset is treated as a revaluation decrease.

Goodwill acquired in a business combination is, from the acquisition date, allocated to each of the cash-generating units, or groups of cash-generating units, that are expected to benefit from the synergies of the combination, irrespective of whether other assets or liabilities of the acquiree are assigned to those units or groups of units.

Each unit or group of units to which the goodwill is so allocated represents the lowest level within the entity at which the goodwill is monitored for internal management purposes, and is not larger than an operating segment as defined by paragraph 5 of IFRS 8 Operating Segments before aggregation.

An impairment loss is recognised for cash-generating units if the recoverable amount of the unit is less than the carrying amount of the units. The impairment loss is allocated to reduce the carrying amount of the assets of the unit in the following order:

- first, to reduce the carrying amount of any goodwill allocated to the cash-generating unit and
- then, to the other assets of the unit, pro rata on the basis of the carrying amount of each asset in the unit.

An entity assesses at each reporting date whether there is any indication that an impairment loss recognised in prior periods for assets other than goodwill may no longer exist or may have decreased. If any such indication exists, the recoverable amounts of those assets are estimated.

The increased carrying amount of an asset other than goodwill attributable to a reversal of an impairment loss does not exceed the carrying amount that would have been determined had no impairment loss been recognised for the asset in prior periods.

A reversal of an impairment loss of assets carried at cost less accumulated depreciation or amortisation other than goodwill is recognised immediately in profit or loss. Any reversal of an impairment loss of a revalued asset is treated as a revaluation gain.

### 1.10 Stated capital and equity

An equity instrument is any contract that evidences a residual interest in the assets of an entity after deducting all of its liabilities.

### 1.11 Employee benefits

#### Short-term employee benefits

The cost of short-term employee benefits, (those payable within 12 months after the service is rendered, such as paid vacation leave and sick leave, bonuses, and non-monetary benefits such as medical care), are recognised in the period in which the service is rendered and are not discounted.

The expected cost of compensated absences is recognised as an expense as the employees render services that increase their entitlement or, in the case of non-accumulating absences, when the absence occurs.

The expected cost of profit sharing and bonus payments is recognised as an expense when there is a legal or constructive obligation to make such payments as a result of past performance.

#### Defined contribution plans

Payments to defined contribution retirement benefit plans are charged as an expense as they fall due.

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## Accounting Policies

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### 1.12 Revenue from agreements with customers and rental income

The group recognises revenue from the following major sources:

- Rental income recognised in terms of IFRS 16 from the investment properties and recoveries as per the terms of lease agreement.

Revenue is measured based on the consideration specified in a contract with a customer and excludes amounts collected on behalf of third parties.

The group recognises revenue when it transfers control of a product or service to a customer.

Interest income is recognised, in profit or loss, using the effective interest rate method. Services and recoveries are recognised in accounting period in which services are rendered.

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## Notes to the Consolidated And Separate Annual Financial Statements

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### 2. New Standards and Interpretations

#### 2.1 Standards and interpretations effective and adopted in the current year

In the current year, the group has adopted the following standards and interpretations that are effective for the current financial year and that are relevant to its operations:

##### **Lack of exchangeability - amendments to IAS 21**

The amendments apply to currencies which are not exchangeable. The definition of exchangeable is provided as being when an entity is able to obtain the other currency within a time frame that allows for a normal administrative delay and through a market or exchange mechanism in which an exchange transaction would create enforceable rights and obligations. The amendments require an entity to estimate the spot exchange rate at measurement date when a currency is not exchangeable into another currency. Additional disclosures are also required to enable users of financial statements to understand the impact of the non-exchangeability on financial performance, financial position and cash flow.

The effective date of the amendment is for years beginning on or after 01 January 2025.

The group has adopted the amendment for the first time in the 2026 consolidated and separate annual financial statements.

The impact of the amendment is not material.

#### 2.2 Standards and interpretations not yet effective

The group has chosen not to early adopt the following standards and interpretations, which have been published and are mandatory for the group's accounting periods beginning on or after 01 February 2026 or later periods:

##### **Amendments to IFRS 10 and IAS 28: Sale or Contribution of Assets between an Investor and its Associate or Joint Venture**

If a parent loses control of a subsidiary which does not contain a business, as a result of a transaction with an associate or joint venture, then the gain or loss on the loss of control is recognised in the parents' profit or loss only to the extent of the unrelated investors' interest in the associate or joint venture. The remaining gain or loss is eliminated against the carrying amount of the investment in the associate or joint venture. The same treatment is followed for the measurement to fair value of any remaining investment which is itself an associate or joint venture. If the remaining investment is accounted for in terms of IFRS 9, then the measurement to fair value of that interest is recognised in full in the parents' profit or loss.

The effective date of the amendment is to be determined by the IASB.

It is unlikely that the amendment will have a material impact on the group's consolidated and separate annual financial statements.

##### **IFRS 19 Subsidiaries without Public Accountability: Disclosures**

This is a new standard which may be applied by subsidiaries which do not have public accountability. It is a disclosure only standard and provides for reduced disclosures for qualifying subsidiaries to apply, while still remaining compliant with the recognition, measurement and presentation requirements of IFRS accounting standards. The reduced disclosures provided in IFRS 19 may be applied by the subsidiary in their consolidated, separate or individual financial statements, provided that the ultimate or any intermediate parent produces consolidated financial statements available for public use that comply with IFRS accounting standards. A subsidiary has public accountability, and may not apply IFRS 19, if its debt or equity instruments are traded in a public market or it is in the process of issuing such instruments for trading in a public market, or if it holds assets in a fiduciary capacity for a broad group of outsiders as one of its primary businesses.

The effective date of the amendment is for years beginning on or after 01 January 2027.

The group expects to adopt the amendment for the first time in the 2028 consolidated and separate annual financial statements.

It is unlikely that the amendment will have a material impact on the group's consolidated and separate annual financial statements.

##### **IFRS 18 Presentation and Disclosure in Financial Statements**

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## Notes to the Consolidated And Separate Annual Financial Statements

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### 2. New Standards and Interpretations (continued)

This is a new standard which replaces IAS 1 Presentation of Financial Statements and introduces several new presentation requirements. The first relates to categories and subtotals in the statement of financial performance. Income and expenses will be categorised into operating, investing, financing, income taxes and discontinued operations categories, with two new subtotals, namely "operating profit" and "profit before financing and income taxes" also being required. These categories and sub totals are defined in IFRS 18 for comparability and consistency across entities. The next set of changes requires disclosures about management-defined performance measures in a single note to the financial statements. These include reconciliations of the performance measures to the IFRS defined subtotals, as well as a description of how they are calculated, their purpose and any changes. The third set of requirements enhance the guidance on grouping of information (aggregation and disaggregation) to prevent the obscuring of information.

The effective date of the amendment is for years beginning on or after 01 January 2027.

The group expects to adopt the amendment for the first time in the 2028 consolidated and separate annual financial statements.

The impact of this amendment is currently being assessed.

#### Amendments to IFRS 1 First-time Adoption of International Financial Reporting Standards.

Annual Improvements to IFRS Accounting Standards - Volume 11 - Hedge Accounting by a First-time Adopter - Amendment to reduce inconsistency in wording of the requirements in IFRS 9 Financial Instruments in relation to hedge accounting requirements for a first-time adopter.

The effective date of the amendment is for years beginning on or after 01 January 2026.

The group expects to adopt the amendment for the first time in the 2027 consolidated and separate annual financial statements.

It is unlikely that the amendment will have a material impact on the group's consolidated and separate annual financial statements.

#### Amendments to IFRS 7 Financial Instruments: Disclosures

Annual Improvements to IFRS Accounting Standards - Volume 11 - Gain or loss on derecognition - Amendment to delete an obsolete reference that remained in IFRS 7 after the publication of IFRS 13 Fair Value Measurement, as well as to improve consistency of wording of the requirements of IFRS 7 with IFRS 13 concepts regarding disclosure of a gain or loss on derecognition.

The effective date of the amendment is for years beginning on or after 01 January 2026.

The group expects to adopt the amendment for the first time in the 2027 consolidated and separate annual financial statements.

It is unlikely that the amendment will have a material impact on the group's consolidated and separate annual financial statements.

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## Notes to the Consolidated And Separate Annual Financial Statements

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### 2. New Standards and Interpretations (continued)

#### Amendments to IFRS 9 Financial Instruments

Annual Improvements to IFRS Accounting Standards - Volume 11 - Derecognition of lease liabilities. The amendment clarifies that if a lease liability has been extinguished in accordance with IFRS 9, the lessee is required to recognise any resulting gain or loss in profit or loss.

The effective date of the amendment is for years beginning on or after 01 January 2026.

The group expects to adopt the amendment for the first time in the 2027 consolidated and separate annual financial statements.

It is unlikely that the amendment will have a material impact on the group's consolidated and separate annual financial statements.

#### Amendments to IFRS 9 Financial Instruments

Annual Improvements to IFRS Accounting Standards - Volume 11 - Transaction price. The amendment clarifies that trade receivables must be measured initially, in accordance with IFRS 9, at the amount determined by applying IFRS 15 Revenue from Contracts with Customers.

The effective date of the amendment is for years beginning on or after 01 January 2026.

The group expects to adopt the amendment for the first time in the 2027 consolidated and separate annual financial statements.

It is unlikely that the amendment will have a material impact on the group's consolidated and separate annual financial statements.

#### Amendments to IFRS 10 Consolidated Financial Statements

Annual Improvements to IFRS Accounting Standards - Volume 11 - Determination of a 'de facto agent'. The amendment is to clarify whether a party acts as a de facto agent in assessing control of an investee.

The effective date of the amendment is for years beginning on or after 01 January 2026.

The group expects to adopt the amendment for the first time in the 2027 consolidated and separate annual financial statements.

It is unlikely that the amendment will have a material impact on the group's consolidated and separate annual financial statements.

#### Amendments to IAS 10 Statement of Cash flows

Annual Improvements to IFRS Accounting Standards - Volume 11 - Cost method - Amendment to replace the term 'cost method' with 'at cost' following the earlier removal of the definition of cost method from IFRS Accounting Standards.

The effective date of the amendment is for years beginning on or after 01 January 2026.

The group expects to adopt the amendment for the first time in the 2027 consolidated and separate annual financial statements.

It is unlikely that the amendment will have a material impact on the group's consolidated and separate annual financial statements.

#### Amendments to IFRS 9 and IFRS 7: Amendments to the Classification and Measurement of Financial Instruments.

The amendments clarify the classification of financial assets with environmental, social and corporate governance (ESG) and similar features, as such features could affect whether the assets are measured at amortised cost or fair value. The amendment also clarifies the date on which a financial asset or financial liability is derecognised in cases where liabilities are settled through electronic payment systems.

The effective date of the amendment is for years beginning on or after 01 January 2026.

The group expects to adopt the amendment for the first time in the 2027 consolidated and separate annual financial statements.

It is unlikely that the amendment will have a material impact on the group's consolidated and separate annual financial statements.

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## Notes to the Consolidated And Separate Annual Financial Statements

Figures in Pula	Group		Company	
	2026	2025	2026	2025

### 3. Investment property

Group	2026	2025
	Valuation	Valuation
Investment property	2 576 575 186	2 792 036 806

Company	2026	2025
	Valuation	Valuation
Investment property	1 337 514 706	1 456 795 008

#### Reconciliation of investment property - Group - 2026

	Opening balance	Additions	Foreign exchange movements	Fair value adjustments	Total
Investment property	2 792 036 806	6 233 282	(141 732 828)	(79 962 074)	2 576 575 186

#### Reconciliation of investment property - Group - 2025

	Opening balance	Additions	Foreign exchange movements	Fair value adjustments	Total
Investment property	2 726 602 519	3 944 977	20 409 304	41 080 006	2 792 036 806

The group additions for both current year P6 233 282 and prior year P3 944 977 are made up of subsequent expenditures only.

#### Reconciliation of investment property - Company - 2026

	Opening balance	Additions	Fair value adjustments	Total
Investment property	1 456 795 008	6 233 282	(125 513 584)	1 337 514 706

#### Reconciliation of investment property - Company - 2025

	Opening balance	Additions	Fair value adjustments	Total
Investment property	1 439 670 285	3 944 977	13 179 746	1 456 795 008

The company additions for both current year P6 233 282 and prior year P3 944 977 are made up of subsequent expenditures only.

#### Fair value hierarchy

The fair value measurements for investment properties are categorised as Level 3 in terms of the fair value hierarchy as defined by IFRS 13, as the valuations make use of significant unobservable inputs.

#### Valuation techniques and inputs

The key inputs used in determining fair value include capitalisation rates, discount rates, market rental growth rates and vacancy assumptions. These inputs are based on market conditions existing at the reporting date.

#### Sensitivity to changes in inputs

A significant increase in capitalisation rates or discount rates would result in a decrease in the fair value of investment properties, while a decrease in these rates would result in an increase in fair value. Similarly, an increase in rental growth rates would result in an increase in fair value, while a decrease would result in a reduction in fair value. Refer to note 35 for sensitivity analysis.

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## Notes to the Consolidated And Separate Annual Financial Statements

Figures in Pula	Group		Company	
	2026	2025	2026	2025
<b>3. Investment property (continued)</b>				
<b>Pledged as security</b>				
Carrying value of assets pledged as security:				
Game City Shopping Centre, Portion 3 Forest farm	1 001 726 112	1 097 253 865	1 001 726 112	1 097 253 865
Nzano Shopping Centre, Lot 904 Francistown	165 271 318	189 538 645	165 271 318	189 538 645
Supa Save Mall, Lot 6670	55 878 994	56 005 099	55 878 994	56 005 099
Turnstar House, Main Mall Offices, Lot 1131-1137	44 067 194	43 895 289	44 067 194	43 895 289
Tapologo Estate, Lot 13093 and 16398, Gaborone	37 474 428	37 291 384	37 474 428	37 291 384
Commerce Park, Lot 63	21 020 525	20 798 229	21 020 525	20 798 229
Tribal Lot 1203, Mogoditshane Flats	12 076 134	12 012 497	12 076 134	12 012 497
	<b>1 337 514 705</b>	<b>1 456 795 008</b>	<b>1 337 514 705</b>	<b>1 456 795 008</b>
The property is pledged as security towards bank facilities as detailed in Note 12				
<b>Details of property</b>				
<b>Game City Shopping Centre</b>				
Forest Farm Hill LA 975 KO, Notarial Lease with Roman Catholic Church Lease from 1 April 2001 for 75 Years				
- Cost of property	479 333 123	479 333 123	479 333 123	479 333 123
- Additions during the year	6 233 282	3 944 977	6 233 282	3 944 977
- Fair Value surplus (Net of straight lining adjustment)	516 159 707	613 975 765	516 159 707	613 975 765
	<b>1 001 726 112</b>	<b>1 097 253 865</b>	<b>1 001 726 112</b>	<b>1 097 253 865</b>
<b>Nzano Shopping Centre</b>				
Lot 904, Francistown Freehold				
- Cost of property	43 064 398	43 064 398	43 064 398	43 064 398
- Fair Value surplus (Net of straight lining adjustment)	122 206 920	146 474 247	122 206 920	146 474 247
	<b>165 271 318</b>	<b>189 538 645</b>	<b>165 271 318</b>	<b>189 538 645</b>
<b>Supa Save Mall</b>				
Lot 6670, Mogoditshane Leasehold Lease from 12 January 1982 for 50 Years				
- Cost of property	13 001 621	13 001 621	13 001 621	13 001 621
- Fair Value surplus (Net of straight lining adjustment)	42 877 374	43 003 478	42 877 374	43 003 478
	<b>55 878 995</b>	<b>56 005 099</b>	<b>55 878 995</b>	<b>56 005 099</b>

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## Notes to the Consolidated And Separate Annual Financial Statements

Figures in Pula	Group		Company	
	2026	2025	2026	2025
<b>3. Investment property (continued)</b>				
<b>Commerce Park</b>				
Portion 63 Forest Hill, No. 9 KO Leasehold under a Notarial Deed of Cession and Delegation Lease from 04 February 1994 for 99 Years				
- Cost of property	6 218 956	6 218 956	6 218 956	6 218 956
- Fair Value surplus (Net of straight lining adjustment)	14 801 569	14 579 273	14 801 569	14 579 273
	<b>21 020 525</b>	<b>20 798 229</b>	<b>21 020 525</b>	<b>20 798 229</b>
<b>Turnstar House, Main Mall Offices</b>				
Lot 1131-1137, Gaborone Fixed year state grant Lease from 15 December 1979 for 99 Years				
- Cost of property	36 006 666	36 006 666	36 006 666	36 006 666
- Fair Value surplus (Net of straight lining adjustment)	8 060 528	7 888 623	8 060 528	7 888 623
	<b>44 067 194</b>	<b>43 895 289</b>	<b>44 067 194</b>	<b>43 895 289</b>
<b>Tapologo Estates</b>				
<b>Lot 13093 and 16398, Gaborone Ext 40</b> <b>Fixed year state grant</b> <b>Lease from 1981 for 99 years</b>				
- Cost of the property	9 466 456	9 466 456	9 466 456	9 466 456
- Fair Value surplus (Net of straight lining adjustment)	28 007 072	27 824 928	28 007 072	27 824 928
	<b>37 473 528</b>	<b>37 291 384</b>	<b>37 473 528</b>	<b>37 291 384</b>
<b>Mogoditshane Town Houses</b>				
<b>Tribal Lot 1203, Mogoditshane</b> <b>Lease from 1990 for 99 years</b>				
- Cost of the property	3 912 365	3 912 365	3 912 365	3 912 365
- Fair Value surplus (Net of straight lining adjustment)	8 163 769	8 100 132	8 163 769	8 100 132
	<b>12 076 134</b>	<b>12 012 497</b>	<b>12 076 134</b>	<b>12 012 497</b>
<b>Properties not pledged as security</b>				
<b>Mlimani City</b>				
<b>Plot 2, Block L, situated in Ubungo, Dar es Salaam, Tanzania</b>				
-Cost of property	1 128 574 075	1 128 574 075	-	-
- Fair Value surplus (Net of straight lining adjustment)	69 203 104	173 239 591	-	-
	<b>1 197 777 179</b>	<b>1 301 813 666</b>	<b>-</b>	<b>-</b>

# Turnstar Holdings Limited

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## Notes to the Consolidated And Separate Annual Financial Statements

Figures in Pula	Group		Company	
	2026	2025	2026	2025
<b>3. Investment property (continued)</b>				
<b>Palazzo Venezia Office Block</b>				
<b>Plot 8297, Suite 409, City Tower 1, Al Maj an, Wadi Al Safa 3 Dubai</b>				
-Cost of property	96 275 730	96 275 730	-	-
- Fair Value surplus (Net of straight lining adjustment)	(54 992 429)	(62 847 598)	-	-
	<b>41 283 301</b>	<b>33 428 132</b>	<b>-</b>	<b>-</b>

Turnstar Holdings Limited have occupied 650 sqm out of 63 670.74 sqm in Game City shopping complex, one of the properties for the purposes of centre management office and towards their administrative purposes. The owner occupied portion is not significant to the individual property or the portfolio of investments held by the Group and thus no transfer of the owner occupied portion has been made to property, plant and equipment.

### Details of valuation

#### Turnstar Holdings Limited

The investment properties registered in the name of Turnstar Holdings Limited are as follows: Game City Shopping Centre (Portion 3 of Forest Farm), Nzano Shopping Centre (Lot 904 Francistown), Supa Save Mall (Lot 6670), Turnstar House (Lot 1131-1137, Main Mall offices), Tapologo Estate (Lot 13093 and 16398), Lot 63 Commerce Park, Mogoditshane Flats (Tribal Lot 1203). These properties were valued by an external valuer on 31 January 2026. The valuation was performed by valuer, Eranse Mooki MRICS of Knight Frank Botswana (Proprietary) Limited, Eranse Mooki is a Registered member of Real Estate Institute of Botswana, Royal Institute of Chartered Surveyors and holds a BSc (Hons) in Real Estate and has over 8 years of valuation experience. The management has assessed that these properties have been maintained in a reasonable state of repair and condition. The open market value of the properties has been arrived using discounted cash flow method which involved projecting income and expenditure for period of 5 years and discounting at a long term investment rate to arrive at net present value. The capitalisation rate used for the purposes of valuation varies from 6.5% to 9.5% for retail, commercial and residential properties, the comparative capitalisation rates varied from 6.9% to 9%. In view of the fact that the fair value of the asset was arrived at taking into account the present value of future revenues, the fair value gain was reduced by the operating lease asset amount in order to avoid over valuation.

#### Mlimani Holdings Limited

The Mlimani City (Plot 2, Block L, situated in Ubungo, Dar es Salaam, Tanzania) property is registered in the name of Mlimani Holdings Limited, a subsidiary company. The property was valued on 31 January 2026. The valuation was performed by valuer, Ms. Claire Everatt MRICS MIVSA Chartered Valuation Surveyor Eris Property Group, Claire Everatt is Registered member of Royal Institute of Chartered Surveyors and holds the appropriate qualifications and has more than 15 years of experience in the real estate sector. The management has assessed that these properties have been maintained in a reasonable state of repair and condition. The open market value of the properties has been arrived using discounted cash flow method which involved projecting income and expenditure for a period of 5 years and discounting at a long term investment rate to arrive at net present value. The capitalisation rate used for the purpose of valuation varies from 8.25% to 8.75% for retail, office park, villas and conference centre. The capitalisation rates are consistent with prior year.

Secured lease income was reflected with the underlying assumption that on expiry, a renewal would occur. However, on a vacancy occurring, there would be an interruption in the cash flow for that period to secure a new tenant. In view of the fact that the fair value of the asset was arrived at taking into account the present value of future revenues, the fair value was reduced by the operating lease asset amount in order to avoid over valuation.

#### Palazzo Venezia Holding Limited

The Palazzo Venezia Office Block property, registered in the name of Palazzo Venezia Holdings limited, subsidiary company was valued on 31 January 2026. The valuation was performed by Mariyam Arif, and has been reviewed by Jace Williams, Director, Head of Valuations at CRC Valuations. The open market value of the properties has been arrived using discounted cash flow method which involved projecting income and expenditure for a period of 5 years and discounting at a long term investment rate to arrive at net present value. The capitalisation rate used for the purposes of valuation is 8% for the commercial property. This is consistent with prior year. In view of the fact that the fair value of the asset was arrived at taking into account the present value of future revenues, the fair value gain was reduced by the operating lease asset amount in order to avoid over valuation.

# Turnstar Holdings Limited

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## Notes to the Consolidated And Separate Annual Financial Statements

Figures in Pula	Group		Company	
	2026	2025	2026	2025

### 3. Investment property (continued)

#### Valuations Assumptions:

The assumptions were based on current market conditions.

A gain or loss arising from a change in fair value is included in the profit or loss for the period in which it arises.

Refer to note 35 for IFRS 13 disclosure for investment properties valued at fair value.

#### Amounts recognised in profit and loss for the year

Rental income from investment property	354 396 650	345 065 217	180 022 652	173 613 374
Direct operating expenses from rental generating property	(118 866 483)	(108 825 262)	(66 724 454)	(60 762 654)
	<b>235 530 167</b>	<b>236 239 955</b>	<b>113 298 198</b>	<b>112 850 720</b>

#### Adjusted valuations

The following valuations were adjusted for consolidated and separate annual financial statements purposes to avoid double counting:

#### Valuation as per financial statements

Fair value of investment property	2 597 274 684	2 817 544 110	1 350 180 000	1 471 700 000
Less: operating lease receivable	(20 699 500)	(25 507 304)	(12 665 295)	(14 904 992)
	<b>2 576 575 184</b>	<b>2 792 036 806</b>	<b>1 337 514 705</b>	<b>1 456 795 008</b>

### 4. Property, plant and equipment

Group	2026			2025		
	Cost or revaluation	Accumulated depreciation	Carrying value	Cost or revaluation	Accumulated depreciation	Carrying value
Plant and machinery	7 779 062	(6 702 443)	1 076 619	8 644 161	(7 227 858)	1 416 303
Furniture and fixtures	6 441 831	(5 507 337)	934 494	6 574 263	(5 768 707)	805 556
Motor vehicles	231 835	(231 835)	-	231 835	(231 835)	-
Office equipment	277 275	(171 867)	105 408	306 189	(170 540)	135 649
IT equipment	4 315 214	(3 855 302)	459 912	4 407 773	(3 837 376)	570 397
<b>Total</b>	<b>19 045 217</b>	<b>(16 468 784)</b>	<b>2 576 433</b>	<b>20 164 221</b>	<b>(17 236 316)</b>	<b>2 927 905</b>

Company	2026			2025		
	Cost or revaluation	Accumulated depreciation	Carrying value	Cost or revaluation	Accumulated depreciation	Carrying value
Plant and machinery	237 439	(237 439)	-	237 439	(237 439)	-
Furniture and fixtures	1 299 206	(1 167 693)	131 513	1 242 266	(1 140 734)	101 532
Motor vehicles	231 835	(231 835)	-	231 835	(231 835)	-
Office equipment	25 218	(23 768)	1 450	25 218	(23 168)	2 050
IT equipment	3 012 371	(2 682 968)	329 403	2 955 481	(2 572 255)	383 226
<b>Total</b>	<b>4 806 069</b>	<b>(4 343 703)</b>	<b>462 366</b>	<b>4 692 239</b>	<b>(4 205 431)</b>	<b>486 808</b>

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## Notes to the Consolidated And Separate Annual Financial Statements

### 4. Property, plant and equipment (continued)

#### Reconciliation of property, plant and equipment - Group - 2026

	Opening balance	Additions	Foreign exchange movements	Depreciation	Total
Plant and machinery	1 416 303	-	(145 746)	(193 938)	1 076 619
Furniture and fixtures	805 556	370 953	(27 140)	(214 875)	934 494
Office equipment	135 649	-	31 948	(62 189)	105 408
IT equipment	570 397	116 799	(19 261)	(208 023)	459 912
	<b>2 927 905</b>	<b>487 752</b>	<b>(160 199)</b>	<b>(679 025)</b>	<b>2 576 433</b>

#### Reconciliation of property, plant and equipment - Group - 2025

	Opening balance	Additions	Foreign exchange movements	Depreciation	Total
Plant and machinery	548 475	1 042 678	8 883	(183 733)	1 416 303
Furniture and fixtures	960 791	78 916	26 492	(260 643)	805 556
Office equipment	2 651	128 290	6 958	(2 250)	135 649
IT equipment	349 683	434 710	(14 525)	(199 471)	570 397
	<b>1 861 600</b>	<b>1 684 594</b>	<b>27 808</b>	<b>(646 097)</b>	<b>2 927 905</b>

#### Reconciliation of property, plant and equipment - Company - 2026

	Opening balance	Additions	Depreciation	Total
Furniture and fixtures	101 532	56 940	(26 959)	131 513
Office equipment	2 050	-	(600)	1 450
IT equipment	383 226	116 799	(170 622)	329 403
	<b>486 808</b>	<b>173 739</b>	<b>(198 181)</b>	<b>462 366</b>

#### Reconciliation of property, plant and equipment - Company - 2025

	Opening balance	Additions	Depreciation	Total
Furniture and fixtures	123 853	-	(22 321)	101 532
Office equipment	2 650	-	(600)	2 050
IT equipment	138 854	405 298	(160 926)	383 226
	<b>265 357</b>	<b>405 298</b>	<b>(183 847)</b>	<b>486 808</b>

#### Fully Depreciated Assets

Certain items of property, plant and equipment are fully depreciated but remain in use by the Group and are not considered material.

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## Notes to the Consolidated And Separate Annual Financial Statements

Figures in Pula	Group		Company	
	2026	2025	2026	2025

### 5. Investments in subsidiaries

#### Group

Name of the subsidiary	Country of incorporation and principal of business	Principal activity	Proportion of ownership interests held by the Group at year end 2026	Proportion of ownership interests held by the Group at year end 2025
Mlimani Holdings Limited	Tanzania	Property Investment	99.99%	99.99%
Palazzo Venezia Holdings Limited	Dubai	Property Investment	100%	100%
Turnstar Investment Limited	Dubai	Investment	100%	100%
Island View (Proprietary) Limited	Botswana	Investment	100%	100%

#### Company

Set out below are the details of the subsidiaries held directly by the company:

Name of company	Held by	Carrying amount 2026	Carrying amount 2025
Island View (Proprietary) Limited (Botswana)		521 713 944	521 713 944
Turnstar Investment Limited (Dubai)		19 815 285	19 815 285
		541 529 229	541 529 229

Turnstar Holdings Limited holds 100% shares in Island View (Proprietary) Limited. Island View (Proprietary) Limited holds 99.99% of Mlimani Holdings Limited with Turnstar Holdings Limited directly holding 0.01%.

Turnstar Holdings Limited holds 100% shares in Turnstar Investment Dubai which in turn holds 100% shares in Palazzo Venezia Holdings Limited.

### 6. Loans to group companies

#### Subsidiaries

Mlimani Holdings Limited	-	-	64 555 121	123 970 517
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The balance of the loan to Mlimani Holdings Limited as at 31 January 2026 was USD 5 061 121 (2025: USD 8 950 671). The company has signed a loan agreement with Mlimani to finance construction of phase II. The loan is unsecured, repayable by the subsidiary 12 months subsequent to the year end, in 60 equal monthly installments. Interest is payable each month at 5.5% per annum (and the benchmark is 3 months USD SOFR).

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### 7. Deferred tax\*

#### Deferred tax liability

	Group		Company	
	2026	2025	2026	2025
Deferred tax on asset/(liability) on capital allowances	256 253 592	264 789 833	(40 216 629)	(43 545 963)
Retentions	125 805	111 582	125 805	111 582
Provision for bad and doubtful debts as per balance sheet	100 579	768 592	100 579	768 592
Lease smoothening	(2 786 385)	(3 279 098)	(2 786 384)	(3 279 098)
Loss on current year	(285 806 095)	(272 741 834)	36 376 223	21 688 794
Capital gains tax	(16 623 846)	(31 757 431)	(16 623 846)	(31 757 431)
Prior year adjustment	-	5 221 539	-	5 221 539
<b>Total net deferred tax liability</b>	<b>(48 736 350)</b>	<b>(36 886 817)</b>	<b>(23 024 252)</b>	<b>(50 791 985)</b>

#### Reconciliation of deferred tax liability

	Group		Company	
	2026	2025	2026	2025
At beginning of year	(36 886 817)	12 403 424	(50 791 985)	(34 974 943)
Increases (decrease) in tax loss available for set off against future taxable income	(19 535 148)	80 319 829	9 465 891	4 485 081
Increases (decrease) in capital allowance	(7 286 895)	(116 731 093)	3 329 332	(7 423 146)
Taxable / (deductible) temporary difference in bad debts provision	(668 012)	(70 717)	(668 012)	(70 717)
Taxable / (deductible) temporary difference on lease smoothening	492 714	(103 540)	492 714	(103 540)
Taxable / (deductible) temporary difference on exchange gains (loss)	-	(24 091 562)	-	(24 091 562)
Taxable / (deductible) temporary difference movement capital gains	15 133 585	6 165 817	15 133 585	6 165 817
Taxable / (deductible) temporary difference retentions	14 223	(514)	14 223	(514)
Prior year error FY 2025	-	5 221 539	-	5 221 539
<b>Total</b>	<b>(48 736 350)</b>	<b>(36 886 817)</b>	<b>(23 024 252)</b>	<b>(50 791 985)</b>

#### Carry forward tax losses

No provision for current taxation has been made, the company has assessed carry forward tax losses. Turnstar Botswana is taxed at 22% and the loss relating to it is P31 167 864 (2025: P21 688 794) and Mlimani is taxed at 30% and the loss relating to that is P(260 197 147) (2025: P 231 778 751). The estimated tax loss available for set off against future taxable income as at 31 January 2026 was P265 235 751 (2025: P 103 806 964) and this relate to Turnstar Botswana only.

Deferred tax on investment property held by Mlimani Holdings Limited is calculated based on the fair value of investment property at the year end, less the cost of investment property and the profits earned up to the year end as required by the Income Tax Act of Tanzania.

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	2026	2025	2026	2025
<b>8. Operating lease asset</b>				
Non-current assets	14 912 910	22 127 819	8 749 862	12 440 264
Current assets	5 786 679	3 379 488	3 915 522	2 464 729
	<b>20 699 589</b>	<b>25 507 307</b>	<b>12 665 384</b>	<b>14 904 993</b>

Lease assets relate to the impact on straight lining of leases. This relates to the difference between the contractual rentals over the period of lease against the actual rentals charged during the year. The group owns and manages investment properties, with average lease years between 1 to 5 years with exception of a few leases, which are between 10 to 25 years. Average annual escalation on these leases is 3%-8%.

### 9. Trade and other receivables

#### Financial instruments:

Trade receivables	23 277 924	24 228 259	5 816 708	8 569 535
Accrued income	5 510 567	4 366 096	5 510 567	4 366 096
Loss allowance	(5 973 063)	(9 925 201)	(457 179)	(3 493 600)
Trade receivables at amortised cost	22 815 428	18 669 154	10 870 096	9 442 031
Deposits	1 527 731	1 901 700	-	-
Other receivables	8 279 959	6 499 949	7 224 028	6 604 456

#### Non-financial instruments:

Tax receivable	13 925 812	10 350 109	-	-
Value Added Tax	1 338 447	645 132	-	-
WHT Receivable	1 076 753	445 404	1 076 753	445 404
Prepayments	2 417 147	2 845 695	1 638 746	2 268 352
<b>Total trade and other receivables</b>	<b>51 381 277</b>	<b>41 357 143</b>	<b>20 809 623</b>	<b>18 760 243</b>

Included in Trade receivables for the Company are management fees of P4 143 206 (2025: P 3 928 190)

#### Categorisation of trade and other receivables

Trade and other receivables are categorised as follows in accordance with IFRS 9: Financial Instruments:

At amortised cost	32 623 118	27 070 803	18 094 124	16 046 487
Non-financial instruments	18 758 159	14 286 340	2 715 499	2 713 756
	<b>51 381 277</b>	<b>41 357 143</b>	<b>20 809 623</b>	<b>18 760 243</b>

#### Trade and other receivables pledged as security

Included under trade and other receivables are dues from tenants relating to Mlimani Holdings Limited and Game City Shopping Centre which have been pledged as security for borrowings from First National Bank Botswana.

#### Exposure to credit risk

Trade receivables inherently expose the group to credit risk, being the risk that the group will incur financial loss if customers fail to make payments as they fall due.

In order to mitigate the risk of financial loss from defaults, the group only deals with reputable customers with consistent payment histories. Sufficient collateral or guarantees are also obtained when appropriate. Each customer is analysed individually for creditworthiness before terms and conditions are offered. Customer credit limits are in place and are reviewed and approved by credit management committees. The exposure to credit risk and the creditworthiness of customers, is continuously monitored.

There have been no significant changes in the credit risk management policies and processes since the prior reporting period.

Trade receivables comprise of tenants from retail, commercial and residential properties. The tenants are spread across different properties with no specific significant concentration of credit risk to a group of tenants.

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	2026	2025	2026	2025

### 9. Trade and other receivables (continued)

A loss allowance is recognised for all trade receivables, in accordance with IFRS 9 Financial Instruments, and is monitored at the end of each reporting period. In addition to the loss allowance, trade receivables are written off when there is no reasonable expectation of recovery, for example, when a debtor has been placed under liquidation.

The group measures the loss allowance for trade receivables by applying the simplified approach which is prescribed by IFRS 9. In accordance with this approach, the loss allowance on trade receivables is determined as the lifetime expected credit losses on trade receivables. These lifetime expected credit losses are estimated using a provision matrix, which is presented below. The provision matrix has been developed by making use of past default experience of debtors but also incorporates forward looking information and general economic conditions of the industry as at the reporting date.

The group's historical credit loss experience does not show significantly different loss patterns for different customer segments. The expected credit loss as a percentage of gross carrying value of trade receivables decreased from 2025 to 2026. The trade receivables balance reduced in line with the credit losses provision, with the a significant reduction on the >120 days bracket. The loss allowance provision is determined as follows:

Group	2026	2026	2025	2025
	Estimated gross carrying amount at default	Loss allowance (Lifetime expected credit loss)	Estimated gross carrying amount at default	Loss allowance (Lifetime expected credit loss)
<b>Expected credit loss rate:</b>				
Less than 30 days past due:	11 075 386	455 383	7 221 988	316 641
31 - 60 days past due:	3 867 429	301 549	3 807 780	353 285
61 - 90 days past due:	2 332 528	286 677	2 839 563	374 792
91 - 120 days past due:	1 327 307	254 181	1 858 162	379 713
More than 120 days past due:	4 675 274	4 675 273	8 500 766	8 500 770
<b>Total</b>	<b>23 277 924</b>	<b>5 973 063</b>	<b>24 228 259</b>	<b>9 925 201</b>
<b>Company</b>	<b>2026</b>	<b>2026</b>	<b>2025</b>	<b>2025</b>
	Estimated gross carrying amount at default	Loss allowance (Lifetime expected credit loss)	Estimated gross carrying amount at default	Loss allowance (Lifetime expected credit loss)
<b>Expected credit loss rate:</b>				
Less than 30 days past due:	5 083 726	63 195	4 792 161	18 530
31 - 60 days past due:	258 019	25 806	309 697	70 804
61 - 90 days past due:	127 470	28 691	91 930	41 033
91 - 120 days past due:	15 234	7 228	37 704	25 190
More than 120 days past due: )	332 259	332 259	3 338 043	3 338 043
<b>Total</b>	<b>5 816 708</b>	<b>457 179</b>	<b>8 569 535</b>	<b>3 493 600</b>

### Reconciliation of loss allowances

The following table shows the movement in the loss allowance (lifetime expected credit losses) for trade and other receivables:

Opening balance in accordance with IFRS 9	(9 925 201)	(8 792 153)	(3 493 600)	(3 815 041)
Movement in the current year	3 952 138	(1 133 048)	3 036 421	321 441
<b>Closing balance</b>	<b>(5 973 063)</b>	<b>(9 925 201)</b>	<b>(457 179)</b>	<b>(3 493 600)</b>

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Figures in Pula	Group		Company	
	2026	2025	2026	2025

### 9. Trade and other receivables (continued)

#### Fair value of trade and other receivables

The fair value of trade and other receivables approximates their carrying amounts.

### 10. Cash and cash equivalents

Cash and cash equivalents consist of:

Cash on hand	11 105	32 489	3 154	3 404
Bank balances	36 952 851	15 451 998	26 280 148	6 650 669
Short-term deposits	27 700 000	30 000 000	27 700 000	30 000 000
Bank overdraft	-	(1 918 893)	-	(1 918 893)
	<b>64 663 956</b>	<b>43 565 594</b>	<b>53 983 302</b>	<b>34 735 180</b>
Current assets	64 663 956	45 484 487	53 983 302	36 654 073
Current liabilities	-	(1 918 893)	-	(1 918 893)
	<b>64 663 956</b>	<b>43 565 594</b>	<b>53 983 302</b>	<b>34 735 180</b>

Cash and cash equivalents comprise cash on hand and demand deposits, and other short-term highly liquid investments that are readily convertible to a known amount of cash and are subject to an insignificant risk of changes in value. These are initially recognised at fair value and subsequently measured at amortised cost.

#### Overdraft

The group has available overdraft facility of P25 million (2025: P 25 million) at interest rate equal to bank's prime lending rate (currently at 7.01% per annum).

The above facility is secured by:

- 1) First covering mortgage bond of P250 million (Two Hundred and Fifty Million Pula) (plus 20% contingency costs) Lease Area 975-KO on Portion 3 of Farm Forest Hill No. 9-KO (Game City Mall) over the notarial executed land lease agreement with respect to Notarial Deed of Lease No. MA 225/03 dated 10th October 2003. The security also relate to borrowings.
- 2) Second covering mortgage bond of P40million (Forty Million Pula) (plus 20% contingency costs) over the notarially registered Lease Area 975-KO on Portion 3 of Farm Forest Hill No. 9-KO (Game City Mall) over the notarial executed land lease agreement with respect to Notarial Deed of Lease No. MA 225/03 dated 10th October 2003.

#### Credit quality of cash at bank and short term deposits, excluding cash on hand

The credit quality of cash at bank and short term deposits, excluding cash on hand that are neither past due nor impaired can be assessed by reference to external credit ratings or historical information about counterparty default rates: The banks in Botswana, Dubai and Tanzania are not rated, but are subsidiaries of rated banks in South Africa and the United Kingdom.

### 11. Share capital and linked unit debentures

#### Authorised

572,153,603 Ordinary shares of no par value

#### Reconciliation of number of shares issued:

Reported as at 01 February 2025

#### Issued

Stated capital - 572 153 603 (2025: 572 153 603)	572 153 603	572 153 603	572 153 603	572 153 603
Ordinary shares of no par value	349 185 538	349 185 538	349 185 538	349 185 538
Share issue costs written off against stated capital	(2 764 983)	(2 764 983)	(2 764 983)	(2 764 983)

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	2026	2025	2026	2025
<b>11. Share capital and linked unit debentures (continued)</b>				
Linked unit debentures - 572 153 603 (2025: 572 153 603) Linked unit debentures of 50 thebe each	286 076 802	286 076 802	286 076 802	286 076 802
	<b>632 497 357</b>	<b>632 497 357</b>	<b>632 497 357</b>	<b>632 497 357</b>

The debentures carry interest at a rate which is linked to the dividend declared on the ordinary shares, and it becomes payable upon declaration of dividends on shares.

Linked unit debentures are redeemable subject to approval of shareholders by a special resolution and with written consent of the creditors of the company.

For the purposes of IFRS classification, they are thus seen as being non-redeemables and thus classified as equity in their entity.

## 12. Borrowings

### Held at amortised cost

#### Secured

First National Bank of Botswana Limited	596 014 412	596 014 412	596 014 412	596 014 412
The initial loan was approved for P 300 million on the 17th of April 2023, P 100 million towards refinancing the property, Game City Mall, and P 200 million for the redevelopment of Game City Mall, known as Phase 4 redevelopment. The loan is repayable in 120 months; 1 to 60 months interest only, 61 to 120 months interest plus principal and a final bullet payment of P 185 million. The Interest rate is set at prime plus 0.65% per annum.				

The second loan was approved in October 2024 which was a transfer of the ABSA facility of USD 22,475,000 (BWP 306 million) for 4 years, which was historically utilised by the borrower for the development of assets in Tanzania. The Interest rate is set at prime plus 0.82% per annum. The lender will review the bullet payments at the time of maturity of both facilities in order to refinance the facility through an amortising debt facility for a further term.

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## Notes to the Consolidated And Separate Annual Financial Statements

### 12. Borrowings (continued)

#### Reconciliation of borrowings - Group - 2026

	Opening balance	Total
First National Bank of Botswana Limited	596 014 412	596 014 412

#### Reconciliation of borrowings - Group - 2025

	Opening balance	Transfers	Foreign exchange movements	Total
First National Bank of Botswana Limited	290 000 000	306 014 412	-	596 014 412
ABSA Bank Botswana Limited	304 656 118	(306 014 412)	1 358 294	-
	<b>594 656 118</b>	<b>-</b>	<b>1 358 294</b>	<b>596 014 412</b>

#### Reconciliation of borrowings - Company - 2026

	Opening balance	Total
First National Bank of Botswana Limited	596 014 412	596 014 412

#### Reconciliation of borrowings - Company - 2025

	Opening balance	Transfers	Foreign exchange movements	Total
First National Bank of Botswana Limited	290 000 000	306 014 412	-	596 014 412
ABSA Bank Botswana Limited	304 656 118	(306 014 412)	1 358 294	-
	<b>594 656 118</b>	<b>-</b>	<b>1 358 294</b>	<b>596 014 412</b>

First National Bank Botswana Limited

Financial covenants that shall be maintained in accordance with the agreement with First National Bank Botswana Limited Loan facility for P300 million

- Minimum interest cover ratio of 2 times for company
- A minimum debt Service ratio of 6 times for company
- A minimum loan to value ratio of 50% will apply to the secured property
- A maximum group borrowing gearing ratio of 55%
- Minimum group borrowings interest cover ratio of 3 times
- A minimum group borrower net asset value of P 600 million.

Financial covenants that shall be maintained in accordance with the agreement with First National Bank Botswana Limited Loan facility for P306 million.

- A minimum secured Portfolio Interest Cover Ratio of 2.5x
- A minimum projected Secured Portfolio Interest Cover Ratio of 2.5x.
- A minimum borrower Interest Cover Ratio of 3.0x
- A minimum projected borrower Interest Cover Ratio of 3.0x
- A maximum secured Portfolio Loan To Value Percentage of 35%.
- A maximum projected secured Portfolio Loan To Value Percentage of 35%.
- A maximum borrower Loan To Value Percentage of 35%.
- A maximum projected borrower Loan To Value Percentage of 35%.
- A minimum Net Asset Value of P 1,500,000.
- A minimum projected Net Asset Value of P 1,500,000.

Security held by First National Bank Botswana Limited

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### 12. Borrowings (continued)

- A first covering mortgage bond in favour of Rand Merchant Bank over secured property (Game City) for a total of P 250 million plus an additional 20% towards the costs and contingencies
- Second covering mortgage bond in favour of RMB for P40m over the notarially registered land leases for a total of P250m plus an additional 20% provided thereon as a provision for costs and contingencies
- Noting of the interest of First National Bank Limited as mortgage on the building insurance policy.
- Subordination of any shareholder loans and claims in the borrower.
- Subordination of debentures of Turnstar Holdings Limited.
- Cession of all leases, insurance policies and proceeds in respect of the secured property. The secured property is to be insured for its full replacement value (agreed by the Bank) and loss of rental insurance. The bank's interest to be noted in the insurance policy.
- A guaratee from Turnstar Holdings Limited and a guarantee from other subsidiaries of Turnstar Holdings Limited, for the obligations of the borrower, and
- Cession of bank accounts to be opened with First National Bank Botswana Limited

Financial Covenants:

The financial covenants that were maintained in accordance with the agreement are

- EBITDA of the borrower for each measurement period must exceed 1.2 times aggregate of capital repayments and net of financing costs for such measurement period on a rolling basis (Corporate Debt Service Cover Ratio)
- EBITDA of the borrower for each measurement period must exceed net financing costs for such measurement period on a rolling basis (Corporate Interest Cover Ratio) as follows;  
Years 1 to 2 ( 31 January 2019 to 31 January 2020): 2.5X  
Years 3 to 4 ( 31 January 2021 to 31 January 2022): 2.7X  
Years 5 to 6 ( 31 January 2023 to 31 January 2024): 3.0X
- Net Interest bearing borrowings of the borrower at the end of each measurement period shall not at any time exceed 50% of the aggregate value of Investment Properties( Corporate Loan to Loan Value).
- EBITDA of the guarantor for each measurement period must exceed 2.5 times net financing costs of the facility for such measurement period on a rolling basis (transactional interest cover ratio) as follows;  
Years 1 (31 January 2019) : 2.7X  
Years 2 to 6 ( 31 January 2020 to 31 January 2024) :3.00X
- Net Asset Value of the borrower must exceed BWP 500 000 000 (Five Hundred Million Pula) for each measurement period (Corporate Minimum Net Asset Value).
- At any time, vacancies at Plot No. 2, Block L, Ubungu Area, Kinondoni Municipality, Dar es Salaam Tanzania, otherwise known as Mlimani City will not exceed the following:  
Retail Mall: 5% of the gross lettable area  
Office Blocks: 69% of the gross lettable area  
Residential Units: 17 Units  
Conference Centre: Minimum Gross Annual Income of USD 500,000 (Five Hundred Thousand United States Dollars) (transactional vacancy cover ratio).
- Net interest bearing borrowings of the Borrower at the end of the measurement period shall not at any time exceed 50% of the aggregate value of Investment Properties.
- Net interest bearing borrowings of the Borrower in respect of the Facility at the end of each measurement period shall not exceed the aggregate values of the mortgaged properties by the following margins for such measurement periods.
  - 31st January 2019: 140%
  - 31st January 2020: 130%
  - 31st January 2021: 125%
  - 31st January 2022: 110%
  - 31st January 2023: 106%
  - 31st January 2024: 106%
  - 31st January 2025: 106%

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## Notes to the Consolidated And Separate Annual Financial Statements

### 12. Borrowings (continued)

#### Special Conditions

Payment to the Bank of Rental income

The Borrower shall continue to maintain accounts with the Bank for the sole and dedicated purpose of receiving all rental income which may accrue to it in respect of Plot No. 2, Block L, Ubungu Area Kinondoni Municipality, Dar Es Salaam, Tanzania, otherwise known as Mlimani City.

#### Security held

##### Part A - Existing Securing

- 1st covering mortgage bond passed by Turnstar Holdings Limited in favour of the bank in the amount of USD 1 514 285 (One Million Five Hundred and Fourteen Thousand and Two Hundred and Eighty Five United States Dollars) over portion 63, a portion of portion 35 (a portion of portion 3) of the Farm Forest Hill No 9-KO.
- 1st covering mortgage bond passed by Turnstar Holdings Limited in favour of the bank in the amount of USD 2 171 428 (Two Million One Hundred and Seventy One Thousand Four Hundred and Twenty Eight United States Dollars) over Lot 13093 and 16398 Gaborone.
- 1st covering mortgage bond passed by Turnstar Holdings Limited in favour of the bank in the amount of USD 971 428 (Nine Hundred and Seventy One Four Hundred and Twenty Eight United States Dollars) over Lot 1203 Mogoditshane.
- 1st covering mortgage bond passed by Turnstar Holdings Limited in favour of the bank in the amount of USD 2 351 428 (Two Million Three Hundred and Fifty One Thousand Four Hundred and Twenty Eight United States Dollars) over Lot 6670 Mogoditshane.
- 1st covering mortgage bond passed by Turnstar Holdings Limited in favour of the bank in the amount of USD 9 628 571 (Nine Million Six Hundred and Twenty Eight Thousand Five Hundred and Seventy One United States Dollars) over Lot 904 Francistown.
- Deed of Cession over Rentals in the an Unlimited amount of Rentals of Plot 2 Block L Ubungu Area, Kinondini Municipality Dar es Salaam Tanzania
- Corporate Guarantees from Mlimani Holdings Limited and Island View (Pty) Ltd for an Unlimited Amount in favour of the bank.
- Pledge of shares held in Mlimani Holdings Limited and Island View (Pty) Ltd in the name of the Borrower in an Unlimited Amount.
- Assignment of the Borrower's rights and interests under the debenture agreement dated 26 Aug 2011 (As amended, varied and restated from time to time) between the borrower and the Mlimani Holdings Limited.
- 2nd covering mortgage bond passed by Turnstar Holdings Limited in favour of the bank in the amount of USD 3 460 937 (Three Million Four Hundred and Sixty Thousand Nine Hundred and Thirty Seven United States Dollars) over Plot Number 904 Francistown.
- 2nd covering mortgage bond passed by Turnstar Holdings Limited in favour of the bank in the amount of USD 824 702 (Eight Hundred and Twenty Four Thousand Seven Hundred and Two United States Dollars) over Plot Number 6670 Mogoditshane.

##### Part B - New Security

- First covering mortgage bond in the amount of USD 3 500 000 (Three million five hundred thousand United States Dollars) over Lot number 1131 to 1137 Gaborone

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	2026	2025	2026	2025
<b>12. Borrowings (continued)</b>				
Exposure to currency risk				
<b>13. Trade and other payables</b>				
<b>Financial instruments:</b>				
Trade payables	3 911 757	3 031 043	481 339	337 887
Retention payable	10 782 258	10 761 123	571 843	507 193
Accrued leave pay	893 882	1 718 608	893 882	1 718 608
Other accrued expenses	3 992 896	3 773 112	2 837 519	2 673 575
Deposits received	20 673 671	19 661 725	10 724 781	10 367 214
Other payables	878 936	996 450	878 936	996 450
<b>Non-financial instruments:</b>				
Amounts received in advance	15 701 438	17 164 689	3 094 121	3 728 073
Withholding tax payable	295 044	68 973	62 044	-
Value added tax	1 310 157	1 316 316	1 310 157	1 316 316
	<b>58 440 039</b>	<b>58 492 039</b>	<b>20 854 622</b>	<b>21 645 316</b>
<b>Fair value of trade and other payables</b>				
The fair value of trade and other payables approximates their carrying amounts.				
<b>14. Revenue</b>				
<b>Revenue from leases with customers</b>				
Rental income	294 430 157	279 807 906	150 330 528	143 478 135
Turnover rent	727 905	760 542	727 905	760 542
Straight line adjustments	(3 871 793)	4 101 505	(2 239 608)	1 075 277
Recoveries	63 110 381	59 444 361	31 204 228	28 299 420
	<b>354 396 650</b>	<b>344 114 314</b>	<b>180 023 053</b>	<b>173 613 374</b>

Rental income has been recognised in terms of IFRS 16 on a straight line basis:

Rental income ceded as security for loan availed from Absa Bank of Botswana Limited (now transferred to FNBB at the time of reporting) and First National Bank of Botswana Limited as stated in note 12.

The security is a deed of cession over rentals for an unlimited amount of all rentals which may accrue from any and all tenants of plot No. 2, Block 1, Ubungo Area, Kinondoni Municipality, Dar es Salaam, Tanzania otherwise know as Mlimani City.

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## Notes to the Consolidated And Separate Annual Financial Statements

Figures in Pula	Group		Company	
	2026	2025	2026	2025
<b>15. Other operating income</b>				
Administration and management fees received	-	-	3 933 873	3 571 873
Other rental income	20 887	105 603	-	-
Bad debts recovered	46 746	16 588	46 746	16 588
Other recoveries	4 629 054	1 629 654	4 629 054	1 629 654
Professional fees income	330 817	41 575	330 817	41 575
Advertising & Promotions	1 978 478	1 438 893	-	-
	<b>7 005 982</b>	<b>3 232 313</b>	<b>8 940 490</b>	<b>5 259 690</b>
<b>16. Other operating gains (losses)</b>				
<b>Foreign exchange gains (losses)</b>				
Net foreign exchange gains (losses)	3 (9 501 066)	(4 071 715)	(8 057 497)	2 316 804
<b>17. Other operating expenses</b>				
Cleaning	7 611 311	7 881 678	2 754 567	2 937 528
Insurance	2 062 552	1 914 751	1 748 518	1 536 679
Rent paid	34 588 237	33 154 803	20 687 382	19 884 669
Repairs and maintenance	20 940 014	19 097 192	10 054 838	8 679 129
Security	7 069 058	7 231 101	3 440 534	3 669 083
Municipal expenses	43 325 680	39 545 737	27 717 863	24 055 566
Consulting and professional fees	4 848 690	5 889 259	1 878 692	3 851 768
Others	20 070 924	17 028 507	10 005 140	9 019 224
Employee costs	22 493 782	21 703 828	17 686 258	16 921 333
Property, plant and equipment	679 025	646 097	198 181	183 847
	<b>163 689 273</b>	<b>154 092 953</b>	<b>96 171 973</b>	<b>90 738 826</b>
<b>18. Operating profit</b>				
Operating profit for the year is stated after charging the following, amongst others:				
<b>Auditor's remuneration - external</b>				
Audit fees	967 052	842 712	726 250	625 000
<b>Auditor's remuneration - internal</b>	<b>344 355</b>	<b>-</b>	<b>344 355</b>	<b>-</b>
<b>Leases</b>				
<b>Contingent rentals on operating leases</b>				
Contingent amounts	34 588 237	33 154 803	20 687 382	19 884 669
<b>Movement in credit loss allowances</b>				
Trade and other receivables	3 796 526	3 315 065	21 556	442 414
<b>19. Finance income</b>				
<b>Interest income</b>				
<b>Investments in financial assets:</b>				
Bank and other cash	3 134 368	299 077	3 134 368	299 077
Debentures	-	-	9 705 248	16 786 650
Interest on money market placements	-	202 329	-	202 329
<b>Total interest income</b>	<b>3 134 368</b>	<b>501 406</b>	<b>12 839 616</b>	<b>17 288 056</b>

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Figures in Pula	Group		Company	
	2026	2025	2026	2025

### 19. Finance income (continued)

Interest income is calculated using the effective interest rate method. Total interest income for the group amounted to P3 134 368 (2025: P501 406) and for the company P12 839 616 (2025: P17 288 056).

### 20. Fair value adjustment

#### Fair value gains (losses)

Investment property	3	(79 962 074)	41 080 006	(125 513 584)	13 179 746
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### 21. Interest paid

Interest paid to Absa Bank of Botswana Limited	-	13 705 568	-	13 705 568
Interest paid to First National Bank Botswana	43 237 065	25 182 937	43 237 065	25 182 937
<b>Total interest paid</b>	<b>43 237 065</b>	<b>38 888 505</b>	<b>43 237 065</b>	<b>38 888 505</b>

### 22. Taxation

#### Major components of the tax expense (income)

##### Current

Foreign withholding tax - current period	2 959 039	2 664 757	-	-
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##### Deferred

Originating and reversing temporary differences	10 684 769	45 211 464	(27 767 733)	15 817 042
	<b>13 643 808</b>	<b>47 876 221</b>	<b>(27 767 733)</b>	<b>15 817 042</b>

#### Reconciliation of the tax expense

Reconciliation between applicable tax rate and average effective tax rate.

Applicable tax rate	22,00 %	22,00 %	22,00 %	22,00 %
Items exempt for income tax	(29,00)%	(28,00)%	(37,00)%	(37,00)%
Capital gains tax	2,00 %	22,00 %	(115,00)%	13,00 %
Tax on foreign dividends	18,00 %	13,00 %	70,00 %	23,00 %
	<b>13,00 %</b>	<b>29,00 %</b>	<b>(60,00)%</b>	<b>21,00 %</b>

No provision for tax had been made as the group has no taxable income due to tax losses available for set off in Botswana as well as tax incentives that is available in Tanzania for Mlimani Holdings Limited, as stated below. The estimated tax losses available for the company in Botswana available for set off against future taxable income is P265 175 841 (2025: P 103 806 964).

Mlimani holdings Limited has been granted strategic investors' status by the Government of Tanzania under which, Mlimani Holdings Limited will start paying corporation tax after recovery of its investment. The tax incentives granted by the Government of Tanzania to the subsidiary has remained in force through the reporting period.

Turnstar Investments Limited based in Jebel Ali Free Zone, Dubai- United Arab Emirates was incorporated as an Offshore Company and is registered with Jebel Ali Free Zone Authority (JAFZA), Government of Dubai, Dubai - United Arab Emirates. The company is not subject to any corporate income taxes during its reporting period.

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	2026	2025	2026	2025

### 23. Other comprehensive income

#### Components of other comprehensive income - Group - 2026

	Gross	Tax	Net
<b>Items that may be reclassified to profit /(loss)</b>			
<b>Exchange differences on translating foreign operations</b>			
Exchange differences arising during the year	(137 825 941)	-	(137 825 941)

#### Components of other comprehensive income - Group - 2025

	Gross	Tax	Net
<b>Items that may be reclassified to profit (loss)</b>			
<b>Exchange differences on translating foreign operations</b>			
Exchange differences arising during the year	18 067 763	-	18 067 763

### 24. Operating lease arrangements

#### Operating leases as lessor

Property rental income earned during the year is set out in note 14. At the reporting date, the group had contracted with its tenants for the following future minimum contractual lease payments:-

Rental income	2026	2025	2026	2025
Not more than one year	230 865 642	261 337 325	124 095 436	136 235 464
Later than one year and not later than five years	292 239 433	442 571 500	140 894 350	193 089 641
Later than five years	529 858	1 689 981	94 190	42 237
	<b>523 634 933</b>	<b>705 598 806</b>	<b>265 083 976</b>	<b>329 367 342</b>

Operating leases relate to various investment properties owned by the Group, average lease years between 1 to 5 years with the exception of a few leases, which are between 10 to 25 years. Average annual escalation on these leases are between 2 - 8%. Some of these leases have an option to renew for further years, at market related rates, at the time of such renewal. The lessees do not have an option to purchase the property at the expiry of the lease year.

#### Operating leases as lessee

##### Turnstar Holdings Limited

One of the leases for a land is held under a 75 year lease commencing from 1 April 2001 expiring on 31 March 2076. Upon expiry of the lease period the property will revert to the Lessor with the development thereon. Consideration for this lease is payable at the rate of 10% of the gross rentals received from the property built on this land, net of operating expenses for the first 10 years. Thereafter, the rental increases by 2.5% of the gross rental (net of recoveries) every five years up to 30th year of lease. The lease rentals are held at 20% for 31st year to 50th year and thereafter at 25% from 51st year to the 75th year. These rental payments are recognised as contingent rent expenses.

With effect from 1 February 2013, the company's management has renegotiated the lease with the lessor (Roman Catholic Church). As per the addendum, rent will be calculated at an agreed percentage as mentioned above on gross rental income billed. This change in the rental calculation is prospective. During the year the company accounted for rental expenses of P20 687 382 (2025: P19 884 669).

Future leasing charges for the land are based at 17.5% of the gross rentals received, net of recoveries, which cannot be estimated reliably beyond one year. Estimated charges for the immediate following year would be P21 716 701 (2025: P23 364 486).

##### Mlimani Holdings Limited

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Figures in Pula	Group		Company	
	2026	2025	2026	2025

### 24. Operating lease arrangements (continued)

The lease of land is held under a 50 years ground lease from the University of Dar es Salaam commencing from 01 October 2004 expiring on 30 September 2054, subject to a further 35 years renewal. Consideration for the lease is payable at the rate of 10% of the gross rentals received from the property built on this land net of operating costs. These rental payments are recognised as contingent rent expenses during the year amounting to P13 900 883 (2025: P13 270 134).

Future leasing charges for the land are based at 10% of the gross rentals received, net of recoveries, which cannot be estimated reliably beyond one year. Estimated charges for the immediate following year would be P10 536 733 (2025: P14 597 147).

### 25. Cash generated from operations

Profit (loss) before taxation	64 350 996	188 559 801	(44 694 459)	105 382 827
<b>Adjustments for:</b>				
Depreciation and amortisation	679 025	646 097	198 181	183 847
Losses/ (gains) on foreign exchange	9 501 066	4 071 715	8 057 497	(2 316 804)
Finance income	(3 134 368)	(501 406)	(12 839 616)	(17 288 056)
Interest paid	43 237 065	38 888 505	43 237 065	38 888 505
Fair value (gains) /losses	79 962 074	(41 080 006)	125 513 584	(13 179 746)
Movements in operating lease assets and accruals	4 807 718	(4 197 797)	2 239 609	(1 075 278)
Dividend income	-	-	(26 504 057)	(23 794 902)
<b>Changes in working capital:</b>				
Trade and other receivables	(6 227 608)	(5 375 427)	(2 027 824)	(7 663 443)
ECL movement on debtors	(3 796 526)	(3 315 065)	(21 556)	(442 414)
Prepayments - loan arrangement fees	-	1 960 526	-	1 960 526
Trade and other payables	(52 000)	(1 872 818)	(790 694)	2 161 687
Unclaimed debenture interest and dividend	303 565	935 708	303 565	935 708
	<b>189 631 007</b>	<b>178 719 833</b>	<b>92 671 295</b>	<b>83 752 457</b>

### 26. Tax paid

Balance at beginning of the year	117 262	117 262	117 262	117 262
Current tax for the year recognised in profit or loss	(2 959 039)	(2 664 757)	-	-
Balance at end of the year	(167 309)	(117 262)	(167 309)	(117 262)
	<b>(3 009 086)</b>	<b>(2 664 757)</b>	<b>(50 047)</b>	<b>-</b>

### 27. Dividends and debenture interest paid

Final distribution of prior year	(57 215 306)	(57 215 306)	(57 215 306)	(57 215 306)
Proposed dividends	(114 430 612)	(114 430 612)	(114 430 612)	(114 430 612)
Balance at end of the year	57 215 306	57 215 306	57 215 306	57 215 306
	<b>(114 430 612)</b>	<b>(114 430 612)</b>	<b>(114 430 612)</b>	<b>(114 430 612)</b>

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	2026	2025	2026	2025
<b>28. Basic and diluted earnings per linked unit</b>				
<b>Basic and diluted earnings per linked unit is calculated by dividing the earnings attributable to the Linked unit holders by the weighted average number of Linked unit holders in issue during the year. Basic and diluted earnings attributable to linked unit holders</b>				
- from continued operations	50 707 188	135 462 041	(16 926 726)	84 344 246
Basic earnings per linked unit (in Pula)	0,09	0,24	(0,03)	0,15
Diluted earnings per linked unit (in Pula)	0,09	0,24	(0,03)	0,15
Weighted average number of linked units (as at year end)	572 153 603	572 153 603	572 153 603	572 153 603
Weighted average number of linked units (including issues after year end)	572 153 603	572 153 603	572 153 603	572 153 603
<b>29. Directors linked unit holdings</b>				
G. H Abdoola- Beneficial	75 369 240	75 369 240	75 369 240	75 369 240
S N Puvimanasinghe	-	10 000	-	10 000
	<b>75 369 240</b>	<b>75 379 240</b>	<b>75 369 240</b>	<b>75 379 240</b>

The Directors had the beneficial interest in Turnstar Holdings Limited as at year end.

### 30. Linked unitholders information

G H Group (Proprietary) Limited	54 205 467	75 369 240	54 205 467	75 369 240
Associated Investment and Development Corporation (Proprietary) Limited	59 083 407	59 083 407	59 083 407	59 083 407
SCBN (pty) LTD RE BPOPF Local equity portfolio Alan Gray	112 720 935	112 720 935	112 720 935	112 720 935
FNBB NOMINEES VUNANI BPOPF	42 958 609	23 388 850	42 958 609	23 388 850
Alan Gray Re Debswana Pension Fund	34 501 175	34 501 175	34 501 175	34 501 175
FNB BOTSWANA NOMINEES RE: BIFM - ACT MEM & DP EQ	74 504 015	78 761 701	74 504 015	78 761 701
Motor Vehicle Accident Fund	31 021 292	31 021 292	31 021 292	31 021 292
STANBIC NOMINEES BOTSWANA RE BIFM PLEF	16 076 705	15 921 392	16 076 705	15 921 392
SCBN (PTY) LTD RE: AG 028922700004	8 298 847	11 298 847	8 298 847	11 298 847
STANBIC NOMINEES BOTSWANA RE BPOPF WT PRO PORT MC	15 295 607	23 388 849	15 295 607	23 388 849
	<b>448 666 059</b>	<b>465 455 688</b>	<b>448 666 059</b>	<b>465 455 688</b>
Public	72 %	72 %	72 %	72 %
Non-public	28 %	28 %	28 %	28 %
	<b>100 %</b>	<b>100 %</b>	<b>100 %</b>	<b>100 %</b>

### 31. Contingencies

Litigation is in the process against the company by applicant relating to claims in respect in Mlimani City in Tanzania for P 5 164 324, with interest at prime lending rate plus 2% per annum calculated from the due date to the final repayment date. However the group has instituted counterclaim for P 3 818 750 with interest calculated at prime lending rate from date of service to final date of payment in respect of Mlimani City. The case is still ongoing.

The Group issued a guarantee in favour of Botswana Power Corporation for P 584 000 (2025: P 584 000).

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Figures in Pula	Group		Company	
	2026	2025	2026	2025

### 31. Contingencies (continued)

#### Tax Authority Claims

The Company is currently involved in several tax disputes with the Tanzania Revenue Authority (TRA) relating to withholding tax assessments for the years 2013-2019, with a total potential liability of TZS 7,261,345,544.36 (USD 2,957,778.23). These disputes fall into two main categories: withholding tax on services by non-residents and withholding tax on interest from foreign loans.

#### 1. Withholding Tax on Interest from Foreign Loans (2013-2016)

On April 10, 2025, the Tanzania Revenue Authority issued a demand notice (Ref: TRA/LTD/102-953-738/MLTCE/04/042) requiring payment of TZS 3,814,414,026.02 (USD 1,553,732.80), comprising principal withholding tax of TZS 2,360,462,589.00 (USD 961,491.89) and interest charges of TZS 1,453,951,437.02 (USD 592,240.91). This assessment relates to withholding tax on interest paid to a foreign lender (Turnstar Holdings Limited, a related company) for the income years 2013 to 2016..

The Company disputes this claim based on provisions in its Performance Contract with the Government of Tanzania, which explicitly states in Clause 1.1(i) that the Company is exempt from withholding tax on foreign loan interest. The Performance Contract further stipulates in Clause 1.2 that the Government would provide Government Notices (GNs) to formalize this exemption. As of the reporting date, the Government has not issued the necessary GNs, which has precipitated TRA's demand.

The Company filed an objection and paid a deposit of TZS 118,023,129.00 (USD 48,074.59) to validate the objection. With respect to this specific dispute only, the Court of Appeal ruled in favor of TRA on April 9, 2025 (Civil Appeal No. 505 of 2022). However, it is important to note that the appeal process has not been fully exhausted as the Company has filed an application for review of this judgment on April 23, 2025.

While the Company maintains that the claim is without merit based on the Performance Contract, TRA possesses statutory enforcement powers that could potentially lead to collection actions. Management has assessed that an outflow of resources is possible but not probable, given the ongoing remedies being pursued.

#### 2. Withholding Tax on Interest from Foreign Loans (2017-2019)

The Company was issued with an additional assessment (TDN: 558572037) of TZS 3,082,513,782.34 (USD 1,255,606.43) for withholding tax on interest from foreign loans for the years 2017-2019. The Company has filed an objection and subsequent appeal against this assessment. An appeal hearing is scheduled for May 2, 2025 (Tax Appeal No. 309 of 2024). No demand notice has been issued by TRA for this assessment as Tanzanian tax laws prohibits TRA from enforcing collection until all appeal processes have been exhausted up to the Court of Appeal. This provides the Company with additional time to resolve the dispute through administrative and/or legal channels.

#### 3. Withholding Tax on Services by Non-Residents (2013-2016)

The Company was assessed TZS 346,462,916.00 (USD 141,125.42) (DN438077905) for withholding tax on services provided by non-residents for the years 2013-2016. The Company appealed this assessment but lost in the Court of Appeal of Tanzania (Civil Appeal No. 265 of 2021). The Company deposited TZS 57,743,819.00 (USD 23,520.90) with the TRA as a prerequisite for the admission of its objection.

#### University of Dar es Salaam (UDSM) Rent Demand

The Company was issued with a demand notice dated January 4, 2016, from the University of Dar es Salaam (UDSM) for payment of rent amounting to USD 309,458, representing the difference between the amount actually paid to UDSM versus the amount claimed by UDSM for the period May 1, 2006 - June 30, 2014. The said difference arises from bad debts and recoveries from conference rental, both of which were not included in calculating rent payable to UDSM.

The Company has since made a robust defence and provided all evidence in support of its position. UDSM has not responded further to the Company's defence. The matter remains technically under negotiation, and the directors believe that the amount will either be significantly reduced or completely waived.

#### Actions Taken and Ongoing Remedies

The Company has taken the following steps to address these matters:

1. On April 15, 2025, the Board of Directors convened an emergency meeting to deliberate on these matters and resolved to pursue inter-ministerial meetings with the Government of the United Republic of Tanzania in accordance with the Performance Contract dated July 13, 2007. The Board of Directors resolved further that should these administrative efforts fail, arbitration proceedings will be initiated against the Government of Tanzania in accordance with Section 23 of the Tanzania Investment Act and Clause 6 of the Performance Contract to address the Government's non-performance of its obligations under the Performance Contract giving rise to the tax liability.

2. On April 16, 2025, filed a formal application for extension of time for payment with the Commissioner for Large Taxpayers, pursuant to Section 55(1) of the Tax Administration Act (Cap.438 Revised Edition 2019), requesting a ninety (90) day extension to allow for the arrangement and conduct of the inter-ministerial meetings to resolve this matter amicably.

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	2026	2025	2026	2025

### 31. Contingencies (continued)

3. On April 16, 2025, filed a separate application for waiver of the interest component (TZS 1,453,951,437.02 (USD 592,240.91)) with TRA under Section 70(1) of the Tax Administration Act, 2015. Management believes there exists good reasons for the Commissioner to waive the interest.

4. On April 23, 2025, filed an application for review of the Court of Appeal judgment in Civil Appeal No. 505 of 2022, which specifically relates to the Withholding Tax on Interest from Foreign Loans (2013-2016).

5. The Company has notified key stakeholders, including the Minister of Finance and the Executive Director of the Tanzania Investment Centre, of these actions as part of a coordinated approach to resolve the dispute.

The timing of potential resolution remains uncertain and depends on the outcome of the ongoing legal proceedings, waiver applications, inter-ministerial interventions, and potential arbitration proceedings.

In total, the Company has deposited TZS 175,766,948.00 ( USD 71,595.50) with the TRA relating to these disputed assessments. All these deposits were made as a prerequisite for the admission of objections to the respective tax assessments, as required by Tanzanian tax laws.

Management continues to monitor the situation closely and will take all necessary administrative and/or legal actions to protect the Company's interests in accordance with the terms of its Performance Contract.

Apart from the above, the directors are of the opinion that there are no other contingent liabilities as at the year end.

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### 32. Related parties

#### Relationships

Subsidiaries

Related party (directors who have significant influence or shareholding)

Refer to note 5

A1 Filling Station (Proprietary) Limited  
 Okavango Tobacco Company (Proprietary) Limited  
 Sterling Management Services (Proprietary) Limited  
 Seeds of Success (Proprietary) Limited  
 AC Smart (Proprietary) Limited  
 Azzurro (Proprietary) Limited  
 Diamond Bource Botswana (Proprietary) Limited  
 CBD Filling Station (Proprietary) Limited  
 Collectus (Proprietary) Limited  
 Collectus South Africa (Proprietary) Limited  
 Damstock (Proprietary) Limited  
 Exponential Investments Limited  
 FFND People Solutions (Proprietary) Limited  
 G H Investments (Proprietary) Limited  
 GH Group (Proprietary) Limited  
 House of Giam (Proprietary) Limited  
 Parano (Proprietary) Limited  
 The Square Mart (Proprietary) Limited  
 Zebuidenthout (Proprietary) Limited  
 Mirrorlix (PTY) Limited

#### Related party balances

##### Loan accounts - Owning (to) by related parties

Mlimani Holdings Limited	-	-	64 555 121	123 970 517
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##### Investment in Subsidiaries

Mlimani Holdings Limited	-	-	5	5
Island View (Proprietary) Limited	-	-	521 713 939	521 713 939
Turnstar Investment Limited	-	-	19 815 285	19 815 285
	-	-	<b>541 529 229</b>	<b>541 529 229</b>

##### Amounts included in Trade receivable regarding related parties

Mlimani Holdings Limited	-	-	4 143 206	3 928 190
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#### Related party transactions

##### Directors fees

H S Manake	171 827	207 155	171 827	207 155
S S Mantswe (Resigned 28 July 2025)	98 737	244 575	98 737	244 575
B D Phirie	193 459	190 783	193 459	190 783
V T Tebele	219 996	288 158	219 996	219 769
A Chetty	215 730	241 765	215 730	158 171
G S Macholo (Appointed 28 July 2025)	124 383	-	124 383	-
	<b>1 024 132</b>	<b>1 172 436</b>	<b>1 024 132</b>	<b>1 020 453</b>

##### Amounts in other operating income relating to related parties

Mlimani Holdings Limited (management fees received)	-	-	3 933 873	3 571 873
Island View (Proprietary) Limited (management fees received)	-	-	264 276	104 507

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Figures in Pula	Group		Company	
	2026	2025	2026	2025
<b>32. Related parties (continued)</b>				
	-	-	4 198 149	3 676 380
<b>Dividend &amp; interest received</b>				
Mlimani Holdings Limited ( dividend received)	-	-	(26 504 057)	(23 794 902)
Mlimani Holdings Limited ( interest received)	-	-	(9 705 248)	(16 786 650)
	-	-	<b>(36 209 305)</b>	<b>(40 581 552)</b>
<b>Compensation to directors and other key management</b>				
G H Abdoola	5 626 300	4 956 750	5 626 300	4 956 750
S Puvimanasinghe	247 824	2 355 140	247 824	2 355 140
C Rankgomo	2 245 468	1 517 991	2 245 468	1 517 991
K K Mothetho	1 545 000	-	1 545 000	-
	<b>9 664 592</b>	<b>8 829 881</b>	<b>9 664 592</b>	<b>8 829 881</b>

Compensation to directors and other key management comprises of salaries paid.

### 33. Directors' emoluments

#### Executive

#### 2026

	Emoluments	Total
G H Abdoola (Resigned 28 July 2025)	3 304 500	3 304 500
S Puvimanasinghe (Resigned 28 February 2025)	247 824	247 824
C Rankgomo - Managing Director (Appointed 28th February 2025)	2 245 468	2 245 468
K K Mothetho (Appointed 28 July 2025)	1 545 000	1 545 000
	<b>7 342 792</b>	<b>7 342 792</b>

#### 2025

	Emoluments	Total
G H Abdoola (Resigned 28 July 2025)	4 956 750	4 956 750
S Puvimanasinghe (Finance Director)	2 355 140	2 355 140
	<b>7 311 890</b>	<b>7 311 890</b>

\* Directors emoluments is salaries paid to the executives.

#### Non-executive

#### 2026

	Directors' fees	Committees fees	Directors' fees for services as directors' of subsidiaries	Retainers	Total
V T Tebele	46 162	38 469	50 734	84 631	219 996
B D Phirie	66 000	38 469	-	88 990	193 459
A Chetty	61 550	-	69 549	84 631	215 730
S S Mantswe (Resigned 28 July 2025)	30 775	25 646	-	42 316	98 737
H S Manake	61 550	38 469	-	71 808	171 827
G S Macholo (Appointed 28 July 2025)	30 775	51 292	-	42 316	124 383
	<b>296 812</b>	<b>192 345</b>	<b>120 283</b>	<b>414 692</b>	<b>1 024 132</b>

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Consolidated And Separate Annual Financial Statements for the year ended 31 January 2026

## Notes to the Consolidated And Separate Annual Financial Statements

Figures in Pula	Group		Company	
	2026	2025	2026	2025

### 33. Directors' emoluments (continued)

2025

	Directors' fees	Committees fees	Directors' fees for services as directors' of subsidiaries	Retainers	Total
V T Tebele	74 924	74 211	68 390	70 634	288 159
B D Phirie	78 262	24 807	-	87 714	190 783
A Chetty	74 924	12 613	83 594	70 634	241 765
S S Mantswe (Resigned 28 July 2025)	74 924	99 018	-	70 634	244 576
H S Manake	74 924	61 598	-	70 634	207 156
	<b>377 958</b>	<b>272 247</b>	<b>151 984</b>	<b>370 250</b>	<b>1 172 439</b>

### 34. Financial instruments and risk management

#### Categories of financial instruments

#### Categories of financial assets

##### Group - 2026

	Note(s)	Amortised cost	Total	Fair value
Lease asset	8	20 699 589	20 699 589	-
Trade and other receivables	9	32 623 118	32 623 118	32 623 118
Cash and cash equivalents	10	64 663 956	64 663 956	64 663 956
		<b>117 986 663</b>	<b>117 986 663</b>	<b>97 287 074</b>

##### Group - 2025

	Note(s)	Amortised cost	Total	Fair value
Lease asset	8	25 507 307	25 507 307	-
Trade and other receivables	9	27 070 803	27 070 803	27 070 803
Cash and cash equivalents	10	45 484 487	45 484 487	45 484 487
		<b>98 062 597</b>	<b>98 062 597</b>	<b>72 555 290</b>

##### Company - 2026

	Note(s)	Amortised cost	Total	Fair value
Loans to group companies	6	64 555 121	64 555 121	-
Lease asset	8	12 665 384	12 665 384	-
Trade and other receivables	9	18 094 124	18 094 124	18 094 124
Cash and cash equivalents	10	53 983 302	53 983 302	53 983 302
		<b>149 297 931</b>	<b>149 297 931</b>	<b>72 077 426</b>

##### Company - 2025

	Note(s)	Amortised cost	Total	Fair value
Loans to group companies	6	123 970 517	123 970 517	-
Lease asset	8	14 904 993	14 904 993	-
Trade and other receivables	9	16 046 487	16 046 487	16 046 487
Cash and cash equivalents	10	36 654 073	36 654 073	36 654 073
		<b>191 576 070</b>	<b>191 576 070</b>	<b>52 700 560</b>

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### 34. Financial instruments and risk management (continued)

#### Categories of financial liabilities

##### Group - 2026

	Note(s)	Amortised cost	Total	Fair value
Trade and other payables	13	41 428 445	41 428 445	-
Borrowings	12	596 014 412	596 014 412	-
		<b>637 442 857</b>	<b>637 442 857</b>	-

##### Group - 2025

	Note(s)	Amortised cost	Total	Fair value
Trade and other payables	13	39 842 750	39 842 750	-
Borrowings	12	596 014 412	596 014 412	-
		<b>635 857 162</b>	<b>635 857 162</b>	-

##### Company - 2026

	Note(s)	Amortised cost	Total	Fair value
Trade and other payables	13	16 450 343	16 450 343	-
Borrowings	12	596 014 412	596 014 412	-
		<b>612 464 755</b>	<b>612 464 755</b>	-

##### Company - 2025

	Note(s)	Amortised cost	Total	Fair value
Trade and other payables	13	16 155 524	16 155 524	-
Borrowings	12	596 014 412	596 014 412	-
		<b>612 169 936</b>	<b>612 169 936</b>	-

#### Capital risk management

The Group's objectives when managing capital are to safeguard the Group's ability to continue as a going concern in order to provide returns for shareholder and benefits for other stakeholders and to maintain an optimal capital structure to reduce the cost of capital.

The capital structure of the Group consists of debt, which includes the borrowings disclosed in notes 12, cash and cash equivalents disclosed in note 10, and equity as disclosed in the statement of financial position.

In order to maintain or adjust the capital structure, the Group may adjust the amount of dividends paid to shareholders, issue new shares or sell assets to reduce debt.

The group management maintains the threshold of borrowing powers in line with the limits specified by the board of directors.

This ratio is calculated as net debt divided by total capital. Net debt is calculated as total borrowings (including 'current and non-current borrowings' as shown in the statement of financial position) less cash and cash equivalents. Total capital is calculated as 'equity' as shown in the statement of financial position plus net debt.

The Group's strategy is to maintain a gearing ratio of between 0% to 40%, subject to bank covenants.

The group has availed credit facilities from ABSA Bank Botswana Limited (now transferred to FNBB at the time of reporting), these credit facilities are attached with financial covenants as referred in note 12. The Group during the year has not breached any of the covenants referred to in that note.

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### 34. Financial instruments and risk management (continued)

There have been no changes to what the group manages as capital, the strategy for capital maintenance or externally imposed capital requirements from the previous year.

The gearing ratio at 2026 and 2025 respectively were as follows:

Borrowings	12	596 014 412	596 014 412	596 014 412	596 014 412
Cash and cash equivalents	10	(64 663 956)	(43 565 594)	(53 983 302)	(34 735 180)
<b>Net borrowings</b>		<b>531 350 456</b>	<b>552 448 818</b>	<b>542 031 110</b>	<b>561 279 232</b>
Equity		2 009 082 651	2 210 632 011	1 388 003 455	1 519 360 791
Gearing ratio		26 %	28 %	39 %	37 %

### Financial risk management

#### Overview

The Group's activities expose it to a variety of financial risks: market risk including currency risk and cash flow interest rate risk, credit risk and liquidity risk.

The Group's overall risk management program focuses on the unpredictability of financial markets and seeks to minimise potential adverse effects on the Group's financial performance.

Risk management is carried out by the Group finance department under policies approved by the board of directors. Group finance department identifies and evaluates financial risks in close co-operation with the Group's operating management. The board of directors provides principles for overall risk management, as well as policies covering specific areas, such as foreign exchange risk, interest rate risk, credit risk, and investment of excess liquidity.

#### Credit risk

Credit risk consists mainly of cash deposits, cash equivalents, trade debtors and loans to group companies. The company only deposits cash with major banks with high quality credit standing and limits exposure to any one counter-party.

Credit risk is the risk of financial loss to the Group if a tenant or counterparty to a financial instrument fails to meet its contractual obligations and arises principally from the lease of office space to tenants. The Group has addressed this risk by developing a credit policy, which guides on what steps to take when faced with such risk.

#### Trade debtors

Trade debtors mainly consists of tenants with outstanding rental balances at the reporting date.

An impairment analysis is performed at each reporting date using a provision matrix to measure expected credit losses. The provision rates are based on days past due for groupings of various customer segments with similar loss patterns. The calculation reflects the probability-weighted outcome, the time value of money and reasonable and supportable information that is available at the reporting date about past events, current conditions and forecasts of future economic conditions.

The provision matrix is initially based on the Group's historical observed default rates. The Group will calibrate the matrix to adjust the historical credit loss experience with forward-looking information. For instance, if forecast economic conditions (i.e., gross domestic product) are expected to deteriorate over the next year which can lead to an increased number of defaults in the property sector, the historical default rates are adjusted. At every reporting date, the historical observed default rates are updated and changes in the forward-looking estimates are analysed.

The assessment of the correlation between historical observed default rates, forecast economic conditions and ECLs is a significant estimate. The amount of ECLs is sensitive to changes in circumstances and of forecast economic conditions. The Group's historical credit loss experience and forecast of economic conditions may also not be representative of customer's actual default in the future.

Financial assets exposed to credit risk at year end were as follows:

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### 34. Financial instruments and risk management (continued)

Group		2026			2025		
		Gross carrying amount	Credit loss allowance	Amortised cost / fair value	Gross carrying amount	Credit loss allowance	Amortised cost / fair value
Trade and other receivables	9	38 596 181	(5 973 063)	32 623 118	47 346 113	(9 925 201)	37 420 912
Cash and cash equivalents	10	64 663 956	-	64 663 956	45 484 487	-	45 484 487
		<b>103 260 137</b>	<b>(5 973 063)</b>	<b>97 287 074</b>	<b>92 830 600</b>	<b>(9 925 201)</b>	<b>82 905 399</b>
Company		2026			2025		
		Gross carrying amount	Credit loss allowance	Amortised cost / fair value	Gross carrying amount	Credit loss allowance	Amortised cost / fair value
Loans to group companies	6	64 555 121	-	64 555 121	123 970 517	-	123 970 517
Trade and other receivables	9	18 551 303	(457 179)	18 094 124	19 540 087	(3 493 600)	16 046 487
Cash and cash equivalents	10	53 983 302	-	53 983 302	36 654 073	-	36 654 073
		<b>137 089 726</b>	<b>(457 179)</b>	<b>136 632 547</b>	<b>180 164 677</b>	<b>(3 493 600)</b>	<b>176 671 077</b>

#### Financial instruments and cash deposits

Credit risk from balances with banks and financial institutions is managed by the Group's treasury department in accordance with the Group's policy. Investments of surplus funds are made only with approved counterparties and within credit limits assigned to each counterparty. Counterparty credit limits are reviewed by the Executive Management and submitted to the Group's Board of Directors for approval. The limits are set to minimise the concentration of risks and therefore mitigate financial loss through a counterparty's potential failure to make payments.

#### Liquidity risk

Liquidity risk is the risk that operations cannot be funded and financial commitments cannot be met timeously and cost effectively. The risk arises from both the difference between the magnitude of assets and liabilities and the disproportion in their maturities. Liquidity risk management deals with the overall profile of the statement of financial position, the funding requirements of the company and cash flows. In quantifying the liquidity risk, future cash flow projections are simulated and necessary arrangements are put in place in order to ensure that all future cash flow commitments are met from the working capital generated by the company and also from available financial institutions' facilities.

The table below analyses the group's financial liabilities into relevant maturity groupings based on the remaining period at the statement of financial position to the contractual maturity date. The amounts disclosed in the table are the contractual undiscounted cash flows.

Group - 2026		Carrying amount
<b>Non-current liabilities</b>		
Borrowings	12	596 014 412
<b>Current liabilities</b>		
Trade and other payables	13	41 428 445
		<b>637 442 857</b>

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### 34. Financial instruments and risk management (continued)

#### Group - 2025

		Carrying amount
<b>Non-current liabilities</b>		
Borrowings	12	596 014 412
<b>Current liabilities</b>		
Trade and other payables		40 011 036
Bank overdraft	10	1 918 893
		<u>637 944 341</u>

#### Company - 2026

		Due after one year	2 to 5 years	Total	Carrying amount
<b>Non-current liabilities</b>					
Borrowings	12	-	-	-	596 014 412
<b>Current liabilities</b>					
Trade and other payables				-	16 450 343
				<u>-</u>	<u>612 464 755</u>

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### 34. Financial instruments and risk management (continued)

#### Company - 2025

		<b>Carrying amount</b>
<b>Non-current liabilities</b>		
Borrowings	12	596 014 412
<b>Current liabilities</b>		
Trade and other payables	13	16 600 928
Bank overdraft	10	1 918 893
		<b>614 534 233</b>

#### Foreign currency risk

The Group operates within Africa and Dubai region with exposure to foreign exchange risk arising from various currency exposures, primarily with respect to the US dollar. Foreign exchange risk arises from future commercial transactions, recognised assets and liabilities and net investments in foreign operations.

The Group owns subsidiary companies which holds investment properties in Tanzania and Dubai and is accordingly exposed to foreign exchange risk in respect of financial assets and liabilities that are not in the Group's functional currency which is the Botswana Pula. To mitigate the group's exposure to foreign currency risk, the management tries to balance the exposure between the long term borrowings and the loans receivable from the subsidiaries with similar currency.

#### Group

At 31 January 2026, if the currency had strengthened/weakened by 10% against the US dollar with all other variables held constant, pre-tax profit/impact on equity for the year would have been P 11 049 681 (2025: P 7 093 833) higher/lower, mainly as a result of foreign exchange gains on translation of US dollar denominated financial assets and borrowings.

#### Company

At 31 January 2026, if the currency had strengthened/weakened by 10% against the US dollar with all other variables held constant, pre-tax profit/impact on equity for the year would have been P 805 750 (2025: P 1 370 557) higher/lower, mainly as a result of foreign exchange gains on translation of US dollar denominated financial assets and borrowings.

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Figures in Pula	Group		Company	
	2026	2025	2026	2025
<b>34. Financial instruments and risk management (continued)</b>				
<b>Exposure in foreign currency amounts</b>				
The net carrying amounts, in foreign currency of the above exposure was as follows:				
<b>US Dollar exposure:</b>				
<b>Non-current assets:</b>				
Loans receivable USD 5 061 121 (2025 USD 8 950 671)	-	-	64 555 121	-
<b>Current assets:</b>				
Trade and other receivables	9	30 854 388	24 402 848	-
Cash and cash equivalents	10	32 601 073	13 173 102	21 920 419
<b>Current liabilities:</b>				
Trade and other payables	13	36 306 042	37 123 841	-
<b>Net US Dollar exposure</b>		<b>99 761 503</b>	<b>74 699 791</b>	<b>4 342 688</b>

### Interest rate risk

The Group has significant interest-bearing assets and significant interest-bearing borrowings. The group's income and operating cash flows are substantially affected by the changes in market interest rates.

The Group's interest rate risk arises from long-term borrowings. Borrowings issued at variable rates expose the group to cash flow interest rate risk. During 2026 and 2025, the group's borrowings at variable rate were denominated in Pula and US Dollar.

At 31 January 2026, if interest rates on Pula-denominated borrowings and interest bearing assets had been 10% higher/lower with all other variables held constant, Group pre-tax profit for the year would have been P3 988 009 (2025: P 3 838 710) lower/higher, mainly as a result of higher/lower interest expense on floating rate borrowings.

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Figures in Pula	Group		Company	
	2026	2025	2026	2025

### 34. Financial instruments and risk management (continued)

#### Interest rate profile

The interest rate profile of interest bearing financial instruments at the end of the reporting period was as follows:

Group	Note	Average effective interest rate		Carrying amount	
		2026	2025	2026	2025
<b>Assets</b>					
Cash and cash equivalents	10	- %	- %	36 963 956	15 484 487
Short term deposits	10	13,26 %	7,50 %	27 700 000	30 000 000
				<b>64 663 956</b>	<b>45 484 487</b>
<b>Liabilities</b>					
Bank overdraft	10	7,01 %	6,01 %	-	1 918 893
Borrowings in Botswana Pula at local rate	12	7,29 %	4,21 %	596 014 412	596 014 412
				<b>596 014 412</b>	<b>597 933 305</b>

Company	Note	Average effective interest rate		Carrying amount	
		2026	2025	2026	2025
<b>Assets</b>					
Loans to group companies	6	9,15 %	11,80 %	64 555 121	123 970 517
Cash and cash equivalents	10	- %	- %	26 283 302	6 654 073
Short term deposits		13,26 %	7,50 %	27 700 000	30 000 000
				<b>118 538 423</b>	<b>160 624 590</b>
<b>Liabilities</b>					
Bank overdraft	10	7,01 %	6,01 %	-	1 918 893
Borrowings in Botswana Pula at local rate	12	7,29 %	4,21 %	596 014 412	596 014 412
				<b>596 014 412</b>	<b>597 933 305</b>

### 35. Fair value information

#### Fair value hierarchy

The table below analyses assets and liabilities carried at fair value. The different levels are defined as follows:

Level 1: Quoted unadjusted prices in active markets for identical assets or liabilities that the group can access at measurement date.

Level 2: Inputs other than quoted prices included in level 1 that are observable for the asset or liability either directly or indirectly.

Level 3: Unobservable inputs for the asset or liability.

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## Notes to the Consolidated And Separate Annual Financial Statements

### 35. Fair value information (continued)

#### Levels of fair value measurements

##### Level 3

##### Recurring fair value measurements

	Note(s)				
Assets					
Investment property	3				
Investment property		<u>2 576 575 186</u>	<u>2 792 036 806</u>	<u>1 337 514 706</u>	<u>1 456 795 008</u>

#### Reconciliation of assets and liabilities measured at level 3

	Note(s)	Opening balance	Gains/losses recognised in profit or loss	Additions	Foreign exchange movement	Closing balance
<b>Group - 2026</b>						
Assets						
Investment property	3					
Investment property		<u>2 792 036 806</u>	<u>(79 962 074)</u>	<u>6 233 282</u>	<u>(141 732 828)</u>	<u>2 576 575 186</u>
<b>Group - 2025</b>						
Assets						
Investment property	3					
Investment property		<u>2 726 602 519</u>	<u>41 080 006</u>	<u>3 944 977</u>	<u>20 409 304</u>	<u>2 792 036 806</u>
<b>Company - 2026</b>						
Assets						
Investment property	3					
Investment property		<u>1 456 795 008</u>	<u>(125 513 584)</u>	<u>6 233 282</u>	<u>-</u>	<u>1 337 514 706</u>
<b>Company - 2025</b>						
Assets						
Investment property	3					
Investment property		<u>1 439 670 285</u>	<u>13 179 746</u>	<u>3 944 977</u>	<u>-</u>	<u>1 456 795 008</u>

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### 35. Fair value information (continued)

#### Information about valuation techniques and inputs used to derive level 3 fair values

##### Investment property - Retail segment Botswana

Retail segment comprises of the following properties Game City Shopping Centre, Nzano Shopping Centre and Super Save Mall. The fair values of these properties is P1 235 100 000 (2025: P 1 357 350 000). The fair values of these properties are estimated using an income approach which capitalises the estimated rental income stream, net of projected operating costs, using a discount rate derived from market yields implied by recent transactions in similar properties. The estimated market rental per square meter used by the valuer in the projected cash flows are within the range of future contractual rent agreed by the Company with its tenants. The estimated rental stream takes into account current occupancy level, estimates of future vacancy levels, rental escalation as per lease agreements signed by the tenants.

##### Investment property - Commercial segment Botswana

Commercial segment comprises of the following properties; Turnstar House and Plot 63 in Commerce Park. The fair values of these properties determined by independent valuers is P65 460 000 (2025: P 60 450 000). The fair values of these properties are estimated using an income approach which capitalises the estimated rental income stream, net of projected operating costs, using a discount rate derived from market yields implied by recent transactions in similar properties. The estimated market rental per square meter used by the valuer in the projected cash flows are within the range of future contractual rent agreed by the company with its tenants. The estimated rental stream takes into account current occupancy level, estimates of future vacancy levels, rental escalation as per lease agreements signed by the tenants.

##### Investment property - Residential segment Botswana

Residential segment comprises of the following properties Mogoditshane Flats and Tapologo Apartments. The fair values of these properties are determined by independent valuers is P 49 620 0000 (2025: P 49 380 000). The fair values of these properties are estimated using an income approach which capitalises the estimated rental income stream, net of projected operating costs, using a discount rate derived from market yields implied by recent transactions in similar properties. The estimated market rental per square meter used by the valuer in the projected cash flows are within the range of future contractual rent agreed by the company with its tenants. The estimated rental stream takes into account current occupancy level, estimates of future vacancy levels, rental escalation as per lease agreements signed by the tenants. For all investment property that is measured at fair value, the current use of the property is considered the highest and best use.

The most significant inputs, all of which are unobservable, are the discount rate, long term revenue growth rate, long term expenditure growth rate, estimated rental value, reversionary capitalisation rate and assumptions about vacancy levels. The estimated fair value increases if the estimated rental increases, long term revenue growth rate increases, long term expenditure rate reduces, rental escalation increases, discount rate and reversionary discount rate declines. The overall valuations are sensitive to all these assumptions. The valuation was done on 31 January 2026 and the inputs used in the valuations for the year ended 31 January 2026 were as follows:

Assumptions used for valuation of properties in Botswana - 2026	Retail	Commercial	Residential
Average discount rate	8.10-9.0%	8.85- 9.5%	6.5-6.88%
Average occupancy rate	97%	91%	100%
Long-term revenue Growth Rate - As per valuation	3%	3%	3%
Long-term expenditure Growth Rate - As per Valuation	4.5%	4.5%	4.5%
Average lease period	2 - 25 Yrs	3 - 5 Yrs	1 - 2 Yrs
Average Escalation/ Rental- From MDA accounting system	5-8%	5-10%	5-6%
Assumptions used for valuation of properties in Botswana - 2025	Retail	Commercial	Residential
Average discount rate	7.5-8.25%	8.75- 9.5%	6.0- 6.5%
Average occupancy rate	99%	87%	100%
Long-term revenue Growth Rate - As per valuation	6%	5%	6%
Long-term expenditure Growth Rate - As per Valuation	5%	10%	8%
Average lease period	2 - 25 Yrs	3 - 5 Yrs	1 - 2 Yrs
Average Escalation/ Rental- From MDA accounting system	5-8%	5-10%	5-6%

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### 35. Fair value information (continued)

#### Palazzo Venezia Dubai property

Turnstar Investments Limited, a subsidiary company owns, Palazzo Venezia Holding property a commercial property valued at P41 283 301, USD2 477 024, (2025: P 33 428 132, USD3 410 000) The fair values of these properties are estimated using an income approach which capitalises the estimated rental income stream, net of projected operating costs, using a discount rate derived from market yields implied by recent transactions in similar properties. The estimated market rental per square meter used by the Director in the projected cash flows are within the range of future contractual rent agreed by the company with its tenants. The estimated rental stream takes into account current occupancy level, estimates of future vacancy levels, rental escalation as per lease agreements signed by the tenants. For all investment property that is measured at fair value, the current use of the property is considered the highest and best use.

Assumptions	2026	2025
	Commercial	Commercial
Income capitalisation rate	8,00%	8,00 %
Discount rate	9,00%	9,00 %
Long-term revenue Growth Rate - As per valuation	5,00%	5,00 %
Discounted cash flow period	5	5
Average lease period	1	1
Average Escalation/ Rental- From MDA	5,00%	5,00 %
Average Occupancy rate	90 - 100%	90,00 %

#### Mlimani Holdings Limited properties consist of Retail, Office Park, Conference centre and Housing units

Mlimani Holdings Limited properties comprises of the following properties Retail, Office Park, Conference centre, Housing units and unutilised bulk land with their fair values determined by independent valuers at P 799 031 640 (USD 66 000 000), P 197 336 602 (USD 16 300 000), P 100 484 282 (USD 8 300 000), P 61 743 354 (USD 5 100 000) and P 47 215 506 (USD 3 900 000) respectively, (2025: P 872 469 636 (USD 64 650 000), P221 322 537 (USD 16 400 000), P97 165 992 (USD 7 200 000), P68 825 911 (USD 5 100 000) and P52 631 579 (USD 3 900 000). The fair values of these properties are estimated using an income approach which capitalises the estimated rental income stream, net of projected operating costs, using a discount rate derived from market yields implied by recent transactions in similar properties. The estimated market rental per square meter used by the valuer in the projected cash flows are within the range of future contractual rent agreed by the subsidiary with its tenants. The estimated rental stream takes into account current occupancy level, estimates of future vacancy levels, rental escalation as per lease agreements signed by the tenants. However for property where there is no income earned during the year, a comparable market approach was considered taking into account the location of the property. For all investment property that is measured at fair value, the current use of the property is considered the highest and best use.

Assumptions for the properties located in Tanzania and Dubai	2026		2025	
	Retail	Office Park	Retail	Office Park
Income capitalisation rate	8.25%	8.75%	8.25%	8.75%
Discount rate	12.25%	12.75%	12.5%	12.75%
Average occupancy rate	90-100%	90-100%	90-100%	90-100%
Long-term revenue Growth Rate - As per valuation	3.25%	3.25%	3.25%	3.25%
Long-term expenditure Growth Rate - As per Valuation	4.00%	4.00%	4.00%	4.00%
Discounted cash flow period	5 years	5 years	5 years	5 years
Average lease period	3 -5 years	3 - 5 years	3 - 5 years	3 - 5 years
Average Escalation/ Rental- From MDA	2 - 4%	2 - 4%	2 - 4%	2 - 4%

#### Valuation processes applied by the Group

The fair value of investment properties is determined by qualified property valuers, having appropriate recognised professional qualifications and recent experience in the location and category of property being valued. The valuation company provides the fair value of the Group's investment portfolio basis.

Sensitivity analysis for investment property carried at fair value

The best evidence of fair value is current prices in an active market for similar properties. In the absence of such information the company and group determines the estimated fair value internally.

The key assumptions underlying the investment method is capitalisation rate used.

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### 35. Fair value information (continued)

#### Capitalisation rate sensitivity

	Group		Company	
	2026	2025	2026	2025
Weighted average capitalisation rate	8.21%	7.91%	8.15%	7.66%
1% upward shift	313M	353M	166M	190M
1% downward shift	313M	353M	166M	190M

#### Fair value of financial instruments measured at amortised cost

Following types of financial instruments which are measured at amortised cost for which the carrying amount disclosed in the respective notes are considered a reasonable approximation of fair value:

- trade and other receivables
- cash and cash equivalents
- trade and other payables
- borrowings

### 36. Events after the reporting period

The Group has evaluated events occurring after the reporting date of 31 January 2026 through to the date of approval of the the consolidated statement.

No events have occurred that would require adjustment to or disclosure in these financial statements.

## Turnstar Holdings Limited

(Registration number BW00000973397)

Consolidated And Separate Annual Financial Statements for the year ended 31 January 2026

### Notes to the Consolidated And Separate Annual Financial Statements

#### 37. Segment report

##### Primary segment - Geographical segment

	2026	2025	2026	2025	2026	2025	2026	2025
	Botswana	Botswana	Tanzania	Tanzania	Dubai	Dubai	Consolidated	Consolidated
	180 022 652	173 613 374	171 603 647	168 087 528	2 770 351	2 413 412	354 396 650	344 114 314
Revenues from external customers	66 724 454	60 790 457	50 329 263	51 974 342	1 812 766	2 109 236	118 866 483	114 874 035
Inter segment revenues	113 298 198	112 822 917	121 274 384	116 113 186	957 585	304 176	235 530 167	229 240 279
<b>Total segment revenues</b>	<b>180 022 652</b>	<b>173 613 374</b>	<b>171 603 647</b>	<b>168 087 528</b>	<b>2 770 351</b>	<b>2 413 412</b>	<b>354 396 650</b>	<b>344 114 314</b>
Segment property direct and indirect expenses								
Segment operating profit	1 337 514 706	1 456 795 008	1 197 777 179	1 301 813 666	41 283 301	33 428 132	2 576 575 186	2 792 036 806
<b>Segment Assets</b>								
Segment assets include the following:								
- Investment property	462 366	486 808	2 114 067	2 441 097	-	-	2 576 433	2 927 905
- Property plant and equipment	8 749 862	14 904 993	11 949 727	10 602 314	-	-	20 699 589	22 127 819
- Operating lease asset	20 976 932	18 760 243	28 937 208	22 272 233	1 634 446	324 667	51 548 586	41 357 143
- Trade and other receivables	53 983 302	36 654 073	10 680 654	8 830 414	-	-	64 663 956	45 484 487
- Cash and cash equivalents								
<b>Total segment assets</b>	<b>1 421 687 168</b>	<b>1 527 601 125</b>	<b>1 251 458 835</b>	<b>1 345 959 724</b>	<b>42 917 747</b>	<b>33 752 799</b>	<b>2 716 063 750</b>	<b>2 903 934 160</b>
<b>Segment Liabilities</b>								
Segment liabilities include the following:								
- Borrowings	596 014 412	596 014 412	-	-	-	-	596 014 412	596 014 412
- Deferred tax	23 024 252	50 791 985	25 712 098	(13 905 168)	-	-	48 736 350	36 886 817
- Trade and other payables	20 854 622	2 119 994	37 327 406	37 008 707	258 011	115 133	58 440 039	58 492 040
- Unclaimed debenture interest and dividend payable	3 790 301	3 486 736	-	-	-	-	3 790 301	3 486 736
- Bank overdraft	-	1 918 893	-	-	-	-	-	1 918 893
<b>Total segment liabilities</b>	<b>643 683 587</b>	<b>654 332 020</b>	<b>63 039 504</b>	<b>23 103 539</b>	<b>258 011</b>	<b>115 133</b>	<b>706 981 102</b>	<b>696 798 898</b>

## Turnstar Holdings Limited

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Consolidated And Separate Annual Financial Statements for the year ended 31 January 2026

### Notes to the Consolidated And Separate Annual Financial Statements

#### 37. Segment report (continued)

##### Secondary segment- Operating segment

	2026		2025		2026		2025		2026		2025		2026		2025	
	Botswana		Tanzania		Botswana		Tanzania		Commercial		Dubai		Dubai		Consolidated	
	2026	2025	2026	2025	2026	2025	2026	2025	2026	2025	2026	2025	2026	2025	2026	2025
Rental income from external customers	167 031 633	161 831 973	115 386 758	118 163 083	12 991 019	11 781 401	56 216 889	49 924 445	2 770 351	2 413 412	2 770 351	2 413 412	354 396 650	344 114 314		
Inter segment revenues	-	-	-	-	-	-	-	-	-	-	-	-	-	-	-	-
<b>Total segment revenues</b>	<b>167 031 633</b>	<b>161 831 973</b>	<b>115 386 758</b>	<b>118 163 083</b>	<b>12 991 019</b>	<b>11 781 401</b>	<b>56 216 889</b>	<b>49 924 445</b>	<b>2 770 351</b>	<b>2 413 412</b>	<b>2 770 351</b>	<b>2 413 412</b>	<b>354 396 650</b>	<b>344 114 314</b>		
Utilities	27 185 367	23 453 568	17 200 754	18 630 673	532 422	593 843	-	-	302 697	321 768	302 697	321 768	45 221 240	42 999 852		
Cleaning and Hygiene	3 899 532	3 991 462	3 733 887	3 244 324	247 237	228 816	91 477	1 005 253	30 953	13 059	30 953	13 059	8 003 086	8 482 914		
Rates	58 463	58 463	696 560	1 261 371	104 085	105 791	-	28 268	63 370	26 132	63 370	26 132	922 478	1 480 025		
Rent Paid	20 687 382	19 884 669	9 853 996	9 570 024	172 718	-	4 046 886	3 700 115	-	-	-	-	34 760 982	33 154 808		
Repairs and maintenance	8 170 488	7 012 368	6 247 747	5 416 352	1 576 007	1 422 285	4 339 599	4 547 464	201 203	454 251	201 203	454 251	20 535 044	18 852 720		
Security	2 903 867	3 153 554	2 877 222	2 736 455	527 887	506 030	-	828 639	-	-	-	-	6 308 976	7 224 679		
Facility Management	164 241	151 962	-	-	120 199	227 644	-	129 708	945 657	1 243 020	945 657	1 243 020	1 230 097	1 752 334		
General Expenses	374 559	-	-	-	-	-	1 241 134	875 697	268 885	51 006	268 885	51 006	1 884 578	926 703		
<b>Total segment expenses</b>	<b>63 443 899</b>	<b>57 706 046</b>	<b>40 610 166</b>	<b>40 859 199</b>	<b>3 280 555</b>	<b>3 084 409</b>	<b>9 719 096</b>	<b>11 115 144</b>	<b>1 812 765</b>	<b>2 109 236</b>	<b>1 812 765</b>	<b>2 109 236</b>	<b>118 866 481</b>	<b>114 874 035</b>		
Segment operating profit	103 587 734	104 125 927	74 776 591	77 303 884	9 710 464	8 696 990	46 497 793	38 809 302	957 585	304 176	957 585	304 176	235 530 167	229 240 279		

# Turnstar Holdings Limited

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Consolidated And Separate Annual Financial Statements for the year ended 31 January 2026

## Notes to the Consolidated And Separate Annual Financial Statements

### 37. Segment report (continued)

#### Reconciliation of group net profit before tax

	Figures in Pula 2026	Figures in Pula 2025
Total reporting segment operating profit	235 530 167	229 240 279
Salaries and wages	(22 493 782)	(21 703 828)
Loss on exchange difference	(7 209 733)	1 896 753
Profit on exchange difference	(2 291 333)	(5 968 468)
Sundry income	7 005 982	3 232 313
Corporate expenses	(26 125 534)	(20 830 155)
Finance income	3 134 368	501 406
Finance costs	(43 237 065)	(38 888 505)
Fair value adjustments	(79 962 074)	41 080 006
<b>Group profit before tax</b>	<b>64 350 996</b>	<b>188 559 801</b>

Segment information is organised into two, geographical and into operating segments which comprises retail and commercial. The segments are the basis on which the company reports its primary segment information. Retail segment comprises Game City, Nzano, Supa Save and Mlimani shopping centres. The commercial segment incorporates office, residential, industrial properties in Botswana, Tanzania and Dubai.

### 38. Prior period errors

#### Statement of Financial Position as at 31 January 2025

	Group			Company		
	Previously reported	Adjustments	As restated	Previously reported	Adjustments	As restated
<b>Equity</b>						
Opening retained earnings	1 011 148 803	248 859 867	1 260 008 670	881 641 894	5 221 539	886 863 433
<b>Liabilities</b>						
Deferred tax	285 746 684	(248 859 867)	36 886 817	56 013 524	(5 221 539)	50 791 985

#### Statement of Profit or Loss for period ended 31 January 2025

Profit before taxation	188 559 801	-	188 559 801	105 382 827	-	105 382 827
Taxation	(53 097 760)	5 221 539	(47 876 221)	(21 038 581)	5 221 539	(15 817 042)
<b>Profit for the year</b>	<b>135 462 041</b>	<b>5 221 539</b>	<b>140 683 580</b>	<b>84 344 246</b>	<b>5 221 539</b>	<b>89 565 785</b>

#### Statement of Financial Position as at 31 January 2024

	Group			Company		
	Previously reported	Adjustments	As restated	Previously reported	Adjustments	As restated
<b>Equity</b>						
Opening retained earnings	990 117 374	243 638 328	1 233 755 702	911 728 260	-	911 728 260
<b>Liabilities</b>						
Deferred tax	231 234 904	(243 638 328)	(12 403 424)	34 974 943	-	34 974 943

During the preparation of the financial statements for the year ended 31 January 2026, management identified prior period errors in deferred taxation balances, comprising an error in the Botswana operations and in Mlimani Holdings Limited. These errors resulted in the overstatement of deferred tax liabilities and the corresponding understatement of retained earnings in prior periods.

In accordance with IAS 8 – Accounting Policies, Changes in Accounting Estimates and Errors, the errors have been corrected retrospectively and the comparative financial information has been restated accordingly.

# Turnstar Holdings Limited

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Consolidated And Separate Annual Financial Statements for the year ended 31 January 2026

## Notes to the Consolidated And Separate Annual Financial Statements

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### 38. Prior period errors (continued)

#### Botswana – deferred tax measurement error

In the Botswana operations, prior period deferred tax was measured using an incorrect tax base in respect of investment property. In particular, the recoupment-related temporary difference was determined with reference to the tax written down value (“TWDV”), which did not appropriately reflect the tax consequences that would arise on recovery of the asset through disposal. In addition, prior year tax computations included adjustments relating to unrealised foreign exchange items, and subsequent correction attempts resulted in connected inconsistencies in assessed tax losses carried forward. As a result, the deferred tax liability attributable to the Botswana operations was overstated by P5,221,539. Management also reassessed the related tax loss balances and concluded that certain incremental assessed losses arising from retrospective correction would not be utilised. Accordingly, those losses have not been recognised as deferred tax assets, and losses carried forward reflect only those tax attributes expected to be utilised in future periods.

#### Mlimani – Error 1: deferred tax liability recognised on investment property cost portion

In Mlimani Holdings Limited, a deferred tax liability had been recognised on the cost portion of the investment property on the basis that the tax base was nil due to the upfront capital allowance granted under the Strategic Investor arrangement. However, under the relevant Performance Contract with the Government of the United Republic of Tanzania and the ruling of the Tanzania Revenue Authority, rental income is not subject to income tax until the full investment cost has been recovered. Accordingly, recovery of that portion of the investment property does not give rise to future taxable amounts, and the deferred tax liability previously recognised on this component did not meet the recognition criteria in IAS 12. This liability has therefore been reversed in full.

#### Mlimani – Error 2: duplicate inclusion of additions in investment cost base

Management also identified that additions to investment property made in prior years had been included twice in the deferred tax computation. This resulted in an overstatement of the unrelieved investment cost pool and a corresponding overstatement of the deferred tax asset offset. The duplication has been corrected. This error had no impact on the carrying amount of investment property in the financial statements.

#### Combined impact

The combined effect of the two Mlimani errors was a reduction in the net deferred tax liability of USD17,152,139, with a corresponding increase in retained earnings. At consolidated Group level, the combined impact of the Botswana and Mlimani corrections resulted in an increase in opening retained earnings of P243,638,328, with a corresponding reduction in deferred tax liabilities and restatement of comparative balances in the statement of financial position and statement of changes in equity. As the Mlimani errors existed prior to the earliest period presented and remained unchanged across prior periods, the full Mlimani adjustment was recognised against opening retained earnings. The Botswana correction of P5 221 539 was similarly processed as a prior period restatement under IAS 8. Accordingly, no portion of these corrections has been recognised in current year profit or loss.

# Turnstar Holdings Limited

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Consolidated And Separate Annual Financial Statements for the year ended 31 January 2026

## NOTICE OF THE 2026 ANNUAL GENERAL MEETING

Notice is hereby given that the 2026 Annual General Meeting of TURNSTAR HOLDINGS LIMITED will be held at the Centre Management Offices, 1st Floor, Game City Retail Mall, Gaborone, Botswana at 1200 hours on Monday, 27th July 2026 for transacting the following agenda:

### AGENDA:

1. To read the notice convening the meeting.
2. Welcome and opening remarks by the Chairperson.

### ORDINARY RESOLUTIONS

3. To receive, consider and adopt the Audited Financial Statements for the year ended 31 January 2026 together with the Auditors report to the Board.
4. To approve the gross distribution of 20 thebe per linked unit (P114,430,721) as recommended by the Board of Directors for the year ended 31 January 2026.
5. To re-elect the following Directors who retire by rotation in terms of Article 63 of the Articles of Association of the company and being eligible, offer themselves for re-election:

- a. **To re-elect Mr. Butler Phirie, who is eligible and has offered himself for re-election as a Director.**

Mr. Butler Phirie is a Fellow member of the Botswana Institute of Chartered Accountants (FCA) and the Association of Chartered Certified Accountants (UK) (FCCA). He also holds a B. Com Degree obtained from the University of Botswana in 1984. He brings with him a wealth of experience, having served at PricewaterhouseCoopers (Botswana) for 27 years, 13 years of which he was the Managing Partner. He has also served the Botswana Development Corporation as General Manager Finance and Administration for 4 years.

Mr. Phirie has over the years distinguished himself by holding some prestigious positions in both the public and private sector of Botswana as well as professional and sporting bodies. He is former Director at Air Botswana, Sechaba Breweries Holdings Limited, Fairground Holdings (Chairperson) and several other Companies. Mr Phirie held positions of President of Botswana Institute of Accountants and President of East Central and Southern Federation of Accountants (ECSAFA). He was also involved with Botswana Golf Union as President.

- b. **To re-elect Mr. Amaresh Chetty, who is eligible and has offered himself for re-election as a Director.**

Mr Amaresh Chetty - Director (B Com, PG Dip Bus Management, MBA) I Appointed 1 July 2022.

Mr Chetty is the Chief Investment Officer at Ngwenya Capital and has in excess of 20 years' investment and commercial experience across various sectors including however not limited to real estate, healthcare, mining and financial services.

He has served as a Director at several companies in South Africa that include:

- ✓ Ascendis Health Limited (JSE main board) -member of audit and risk committee, Chairperson of Human Capital Committee and member of Social and Ethics Committee.
  - ✓ Sunstone Capital Limited – Chairman and Past Chairperson of the Investment Committee.
  - ✓ Rencell Ltd – Director.
6. To ratify the remuneration of P 1 024 132 paid to the Non-Executive Directors for the year ended 31 January 2026.
  7. To ratify the remuneration paid to the auditors, Ernst & Young, for the year ended 31 January 2026.
  8. To appoint Grant Thornton as Auditors for the year ending 31 January 2027 and authorise the Directors to fix their remuneration.
  9. Answering of questions raised by linked unit holders in relation to the affairs and the business of the Company by Directors and Management.
  10. To close the meeting.

A member entitled to attend, and vote may appoint a proxy (who need not be a member of the company) to attend and vote for him/her on his/her behalf. The instrument appointing such a proxy must be lodged at or posted to the registered office of the company not less than 48 hours before the meeting.

By order of the Board

GRANT THORNTON BUSINESS SERVICES  
(PROPRIETARY) LIMITED  
Company Secretaries

Date: 7th July 2026

REGISTERED OFFICE:  
Plot 50370, Acumen Park  
Fairgrounds  
P O Box 1157, Gaborone

# Turnstar Holdings Limited

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## PROXY FORM (to be completed by Holders of Linked Units)

Please read the notes overleaf before completing this form.

For use at the Annual General Meeting of shareholders of the company to be held at the Centre Management Offices, 1st Floor, Game City Mall, Gaborone, Botswana at 12:00 hours on Monday, 27th July 2026

I/We

(Name in block letters) \_\_\_\_\_

Of (address) \_\_\_\_\_

Hereby appoint \_\_\_\_\_

Or failing him/her \_\_\_\_\_

Or failing him/her, the Chairman of the meeting as my/our proxy to act for me/us at the 2026 Annual General Meeting, to vote for or against the resolutions and/or abstain from voting in respect of the shares registered in my/our name in accordance with the following instruction.

NUMBER OF SHARES				
		For	Against	Abstain
Ordinary resolution 1	Agenda No 3			
Ordinary resolution 2	Agenda No 4			
Ordinary resolution 3 Mr. Butler Phirie	Agenda No 5 a.			
Ordinary resolution 4 Mr. Amaresh Chetty	Agenda No 5 b.			
Ordinary resolution 5	Agenda No 6			
Ordinary resolution 6	Agenda No 7			
Ordinary resolution 7	Agenda No 8			
Ordinary resolution 8	Agenda No 9			

Signed at: \_\_\_\_\_

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

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

Assisted by (where applicable) \_\_\_\_\_

# Turnstar Holdings Limited

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Consolidated And Separate Annual Financial Statements for the year ended 31 January 2026

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## NOTES TO THE PROXY FORM

1. A Shareholder must insert the names of two alternative proxies of the Shareholders choice in the space provided with or without deleting "Chairman of the General Meeting". The person whose name appears first on the form of proxy and whose name has not been deleted shall be entitled to act as proxy to the exclusion of those whose names follow.
2. A shareholder's instruction to the proxy must be indicated by the insertion of the relevant number of votes exercisable by the Shareholder in the appropriate space provided. Failure to comply herewith will be deemed to authorize the proxy to vote at the General Meeting as he/she deems fit in respect of the Shareholders votes exercisable thereat, but where the proxy is the Chairman, failure to comply will be deemed to authorize the proxy to vote in favor of the resolution. A Shareholder or his/her proxy is obliged to use all the votes exercisable by the Shareholder of by his/her proxy.
3. The completion and lodging of this form will not preclude the relevant Shareholder from attending the General Meeting.
4. The Chairman of the General Meeting may reject or accept any form of proxy not completed and/or received other than in accordance with these notes provided that he/she is satisfied as to the manner in which the Shareholder concerned wishes to vote.
5. An instrument of proxy shall be valid for the General Meeting as well as for any adjournment thereof, unless the contrary is stated thereon.
6. The authority of a person signing the form of proxy under power of attorney or on behalf of a company must be attached to the form of proxy.
7. Where Ordinary Shares are held jointly, all Shareholders must sign. A minor must be assisted by his/her guardian.

## UNITHOLDER ANALYSIS

	Unitholders by size of holdings:	Number of unitholders	Number of units held	% of units held
1	1-500	485	114,287	0.02
2	500-1000	193	147,330	0.03
3	1 001-5 000	302	720,425	0.13
4	5 001-10 000	79	568,822	0.10
5	10 001-100 000	267	9,249,683	1.62
6	Over 100 000	106	561,353,056	98.11
	TOTAL	1432	572,153,603	100.00
Unitholders by classification:				
1	Insurance companies, pension/equity funds	78	435,538,534	76.12
2	Body corporates/trust	63	115,798,390	20.24
3	Individuals	1291	20,816,679	3.64
	Total	1432	572,153,603	100.00
1	Public	1369	456,355,213	80
2	Non-public	63	115,798,390	20
3	Directors interest (including associates)	0	0	0
	Total	1432	572,153,603	100.00
Registered unitholders holding more than 5% at the respective year end:				
1	BOTSWANA PUBLIC OFFICERS PENSION FUND	1	113,953,635	19.92
2	BPOPF MORULA ACT MEM DEP EQ	1	74,504,015	13.02
3	ASSOCIATED INVESTMENT AND DEVELOPMENT CORPORATION	1	59,083,407	10.33
4	G. H. GROUP (PROPRIETARY) LTD	1	54,205,467	9.47
5	BOTSWANA PUBLIC OFFICERS PENSION FUND - TRANSITION	1	42,958,609	7.51
6	DEBSWANA PENSION FUND	1	34,501,175	6.03
7	MOTOR VEHICLE FUND	1	31,021,292	5.42
	Total		410,227,600	71.70
Top 10 Unitholders				
1	BOTSWANA PUBLIC OFFICERS PENSION FUND	1	113,953,635	19.92
2	BPOPF MORULA ACT MEM DEP EQ	1	74,504,015	13.02
3	ASSOCIATED INVESTMENT AND DEVELOPMENT CORPORATION	1	59,083,407	10.33
4	G. H. GROUP (PROPRIETARY) LTD	1	54,205,467	9.47
5	BOTSWANA PUBLIC OFFICERS PENSION FUND - TRANSITION	1	42,958,609	7.51
6	DEBSWANA PENSION FUND	1	34,501,175	6.03
7	MOTOR VEHICLE FUND	1	31,021,292	5.42
8	STANBIC NOMINEES BOTSWANA RE BIFM PLEF	1	16,076,705	2.81
9	NINETY-ONE-DEBSWANA PENSION FUND (DOMESTIC EQUITIES	1	15,295,607	2.67
10	KGORI CAPITAL	1	8,088,044	1.41
	Total		449,687,956	78.60

