

**PHUTHUMA NATHI INVESTMENTS (RF) LIMITED**

**ANNUAL FINANCIAL STATEMENTS  
for the year ended 31 March 2015**



#### PROMINENT NOTICE

These annual financial statements have been audited by our external auditors PricewaterhouseCoopers Inc. in compliance with the applicable requirements of the Companies Act, 2008. Nazeer Wadee CA (SA) supervised the preparation of the annual financial statements.

#### COMPANY INFORMATION

|                      |                                    |
|----------------------|------------------------------------|
| Registration number: | 2006/036320/06                     |
| Registered address:  | 251 Oak Avenue<br>Randburg<br>2194 |
| Postal address:      | P O Box 1502<br>Randburg<br>2125   |
| Auditors:            | PricewaterhouseCoopers Inc.        |

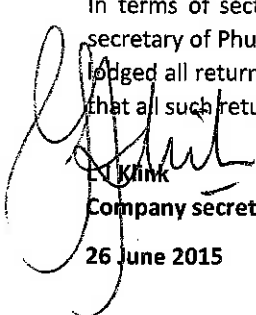
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#### CERTIFICATE BY THE COMPANY SECRETARY for the year ended 31 March 2015

In terms of section 88(2)(e) of the Companies Act No 71 of 2008, I, Lurica Jineanne Klink, in my capacity as company secretary of Phuthuma Nathi Investments 2 (RF) Limited, confirm that the company has, for the year ended 31 March 2015, lodged all returns and notices required of a public company with the Companies and Intellectual Property Commission, and that all such returns and notices are, to the best of my knowledge and belief, true, correct and up to date.

  
L J Klink  
Company secretary

26 June 2015

**DIRECTORS' STATEMENT OF RESPONSIBILITY**  
for the year ended 31 March 2015

The directors are responsible for the preparation, integrity and fair presentation of the annual financial statements of Phuthuma Nathi Investments (RF) Limited. The annual financial statements presented on pages 7 to 22 have been prepared in accordance with International Financial Reporting Standards (IFRS) and the Companies Act of South Africa, and include amounts based on judgements and estimates made by management.

The directors consider that in preparing the annual financial statements, they have used the most appropriate accounting policies, consistently applied and supported by reasonable prudent judgements and estimates, and that all IFRS that they consider to be applicable have been followed. The annual financial statements fairly present the results of operations for the year and the financial position of the company at year end in accordance with IFRS.

The directors have responsibility for ensuring that accounting records are kept. The accounting records should disclose, with reasonable accuracy, the financial position and results of the company to enable the directors to ensure that the financial statements comply with the relevant legislation.

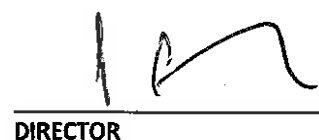
The company operates in an established control environment, which is documented and regularly reviewed. This incorporates risk management and internal control procedures, which are designed to provide reasonable, but not absolute, assurance that assets are safeguarded and the risks facing the business are being controlled. Nothing has come to the attention of the directors to indicate that any material breakdown in the functioning of these controls, procedures and systems has occurred during the year under review.

The going concern basis has been adopted in preparing the annual financial statements. The directors have no reason to believe that the company will not be a going concern in the foreseeable future, based on forecasts and available cash resources. These annual financial statements support the viability of the company.

The annual financial statements have been audited by the independent auditors, PricewaterhouseCoopers Inc., who were given unrestricted access to all financial records and related data, including minutes of all meetings of shareholders, the board of directors and committees of the board. The directors believe that all representations made to the independent auditors during their audit are valid and appropriate.

The audit report of PricewaterhouseCoopers Inc. is presented on page 6.

The annual financial statements were approved by the board of directors on 26 June 2015 and are signed on its behalf by:

  
\_\_\_\_\_  
DIRECTOR  
\_\_\_\_\_  
DIRECTOR

REPORT OF THE AUDIT COMMITTEE  
for the year ended 31 March 2015

As the company's only major asset is an investment in MultiChoice South Africa Holdings Proprietary Limited, the board deems it appropriate that all its members be appointed to the audit committee. The audit committee has pleasure in submitting this report, as required by section 94 of the South African Companies Act No 71 of 2008 ("the Act").

#### FUNCTIONS OF THE AUDIT COMMITTEE

The audit committee has discharged the functions ascribed to it in terms of its charter and ascribed to it in terms of the Act as follows:

- Reviewed the year-end financial statements, culminating in a recommendation to the board to adopt them. In the course of its review the committee:
  - took appropriate steps to ensure that the financial statements are prepared in accordance with International Financial Reporting Standards (IFRS) and in the manner required by the Act;
  - considered and, when appropriate, made recommendations on internal financial controls;
  - dealt with concerns or complaints relating to accounting policies, the auditing or content of annual financial statements, and internal financial controls; and
  - reviewed legal matters that could have a significant impact on the organisation's financial statements.
- Reviewed external audit reports on the annual financial statements;
- Verified the independence of the external auditors and nominated PricewaterhouseCoopers Inc. as the auditors for 2015 and noted the appointment of Mrs SN Madikane as the designated auditor;
- Approved audit fees and engagement terms of the external auditors;
- Approved the non-audit services provided by the external auditors.

#### MEMBERS OF THE AUDIT COMMITTEE

The audit committee consists of the non-executive directors of the company. All the members act independently as described in section 94 of the Act. All committee members served on the committee for the full financial year.

| Name of committee member | Qualifications                                                                                                                   |
|--------------------------|----------------------------------------------------------------------------------------------------------------------------------|
| PO Goldhawk              | Chartered Accountant (SA)                                                                                                        |
| M Langa                  | Diploma in Offset Litho Printing (London College of Printing) and<br>Certificate in Periodical Journalism (University of London) |
| CP Mack                  | LLB - University of Cape Town                                                                                                    |

#### ATTENDANCE

The external auditors, in their capacity as auditors to the company, attended and reported at the meeting of the board and audit committee. Relevant senior managers attended meetings by invitation.

#### CONFIDENTIAL MEETINGS

Audit committee agendas provide for confidential meetings between the committee members and the external auditors.

#### INDEPENDENCE OF EXTERNAL AUDITORS

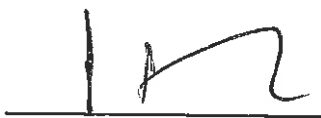
During the year under review, the audit committee reviewed a representation by the external auditors and, after conducting its own review, confirmed the independence of the auditors.

#### EXPERTISE AND EXPERIENCE OF FINANCE FUNCTION

The committee satisfied itself that the composition, experience and skills set of the finance function met the company's requirements.

#### DISCHARGE OF RESPONSIBILITIES

The committee determined that during the financial year under review it had discharged its legal and other responsibilities as outlined in terms of the Act. The board concurred with this assessment.



PO Goldhawk

On behalf of the audit committee of the board

26 June 2015

**DIRECTORS' REPORT**

for the year ended 31 March 2015

**Nature of operations**

Phuthuma Nathi Investments (RF) Limited was incorporated on 19 May 2006 under the laws of the Republic of South Africa. The principal activities of Phuthuma Nathi Investments (RF) Limited are to:

- a) carry on the main business of holding only MultiChoice South Africa Holdings Proprietary Limited ordinary shares, cash and such assets as are received and acquired solely by virtue of or in relation to the holding of MultiChoice South Africa Holdings Proprietary Limited ordinary shares, and
- b) receive and distribute dividends and other distributions in terms of its holding in MultiChoice South Africa Holdings Proprietary Limited.

**Operating and financial review**

The financial results of the company are set out on pages 7 to 22.

**Share capital**

Refer to note 4 for details of the authorised and issued share capital.

**Dividends**

The board recommends that dividends of 1,837.04 cents per ordinary share be declared (2014: An ordinary dividend of 165.93 cents per ordinary share and preference share were declared. A special dividend of 586.40 cents per ordinary and 53.40 cents per preference share were also declared)

**Directors, secretary and auditors**

The directors of the company are listed below and the company secretary is Ms L Klink, who was appointed on 1 February 2013. The registered address and postal address for the secretary is the same as those of the company as detailed on page 1.

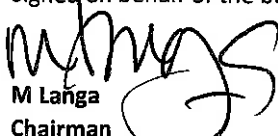
| Name        | Date last appointed | Category                   |
|-------------|---------------------|----------------------------|
| CP Mack     | 3 September 2014    | Independent, non-executive |
| M Langa     | 5 September 2012    | Independent, non-executive |
| PO Goldhawk | 4 September 2013    | Independent, non-executive |

PricewaterhouseCoopers Inc. will continue in office as auditors in accordance with section 94 of the South African Companies Act.

**Subsequent events**

No events have occurred subsequent to 31 March 2015 and up to the date of signing these financial statements that have required the company to disclose or adjust the results as presented in these annual financial statements.

Signed on behalf of the board:

  
M Langa  
Chairman  
26 June 2015

## INDEPENDENT AUDITOR'S REPORT TO THE SHAREHOLDERS OF PHUTHUMA NATHI INVESTMENTS (RF) LIMITED

We have audited the financial statements of Phuthuma Nathi Investments (RF) Limited set out on pages 7 to 22, which comprise the statement of financial position as at 31 March 2015, and the statement of profit or loss, the statement of comprehensive income, statement of changes in equity and statement of cash flows for the year then ended, and the notes, comprising a summary of significant accounting policies and other explanatory information.

### *Directors' Responsibility for the Financial Statements*

The company's directors are responsible for the preparation and fair presentation of these financial statements in accordance with International Financial Reporting Standards and the requirements of the Companies Act of South Africa, and for such internal control as the directors determine is necessary to enable the preparation of financial statements that are free from material misstatement, whether due to fraud or error.

### *Auditor's Responsibility*

Our responsibility is to express an opinion on these financial statements based on our audit. We conducted our audit in accordance with International Standards on Auditing. Those standards require that we comply with ethical requirements and plan and perform the audit to obtain reasonable assurance about whether the financial statements are free from material misstatement.

An audit involves performing procedures to obtain audit evidence about the amounts and disclosures in the financial statements. The procedures selected depend on the auditor's judgement, including the assessment of the risks of material misstatement of the financial statements, whether due to fraud or error. In making those risk assessments, the auditor considers internal control relevant to the entity's preparation and fair presentation of the financial statements 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 entity's internal control. An audit also includes evaluating the appropriateness of accounting policies used and the reasonableness of accounting estimates made by management, as well as evaluating the overall presentation of the financial statements.

We believe that the audit evidence we have obtained is sufficient and appropriate to provide a basis for our audit opinion.

### *Opinion*

In our opinion, the financial statements present fairly, in all material respects, the financial position of Phuthuma Nathi Investments (RF) Limited as at 31 March 2015, and its financial performance and its cash flows for the year then ended in accordance with International Financial Reporting Standards and the requirements of the Companies Act of South Africa.

### *Other reports required by the Companies Act*

As part of our audit of the financial statements for the year ended 31 March 2015, we have read the Directors' Report, the Audit Committee's Report and the Company Secretary's Certificate for the purpose of identifying whether there are material inconsistencies between these reports and the audited financial statements. These reports are the responsibility of the respective preparers. Based on reading these reports we have not identified material inconsistencies between these reports and the audited financial statements. However, we have not audited these reports and accordingly do not express an opinion on these reports.

  
PricewaterhouseCoopers Inc.

Director: SN Madikane

Registered Auditor

Johannesburg

26 June 2015

PricewaterhouseCoopers Inc., 2 Eglin Road, Sunninghill 2157, Private Bag X36, Sunninghill 2157, South Africa  
T: +27 (11) 797 4000, F: +27 (11) 797 5800, www.pwc.co.za

Africa Senior Partner: S P Kana  
Management Committee: H Boegman, T P Blandin de Chelair, B M Deegan, J G Louw, S N Madikane, P J Mothibe, T D Shango, S Subramoney, A R Tilakdari, F Tonelli  
The Company's principal place of business is at 2 Eglin Road, Sunninghill where a list of directors' names is available for inspection.  
Reg. no. 1998/012055/21, VAT reg.no. 4950174682

STATEMENT OF FINANCIAL POSITION  
as at 31 March 2015

|                                          | Notes | 2015<br>R'000    | 2014<br>R'000    |
|------------------------------------------|-------|------------------|------------------|
| <b>ASSETS</b>                            |       |                  |                  |
| <b>Non-current assets</b>                |       | 3 022 675        | 2 972 185        |
| Investment in associate                  | 3     | 3 022 675        | 2 972 185        |
| <b>Current assets</b>                    |       | 51 541           | 43 128           |
| Other receivables                        |       | 848              | 942              |
| Current tax asset                        |       | 2 234            | -                |
| Cash and cash equivalents                | 14    | 48 459           | 42 186           |
| <b>Total assets</b>                      |       | <b>3 074 216</b> | <b>3 015 313</b> |
| <b>EQUITY AND LIABILITIES</b>            |       |                  |                  |
| <b>Capital and reserves</b>              |       | 3 021 398        | 2 586 810        |
| Share capital and premium                | 4     | 450 000          | 450 000          |
| Other reserves                           |       | 315 783          | 283 831          |
| Accumulated profit                       |       | 2 255 615        | 1 852 979        |
| <b>Non-current liabilities</b>           |       | 135              | 180              |
| Long-term liabilities                    | 5     | 135              | 180              |
| <b>Current liabilities</b>               |       | 52 683           | 428 323          |
| Current portion of long-term liabilities | 5     | -                | 383 443          |
| Other payables                           | 6     | 52 683           | 44 722           |
| Current tax payable                      |       | -                | 158              |
| <b>Total equity and liabilities</b>      |       | <b>3 074 216</b> | <b>3 015 313</b> |

The notes on pages 12 - 22 are an integral part of these annual financial statements

PHUTHUMA NATHI INVESTMENTS (RF) LIMITED

STATEMENT OF PROFIT OR LOSS  
for the year ended 31 March 2015

|                                                      | Notes | 2015<br>R'000 | 2014<br>R'000 |
|------------------------------------------------------|-------|---------------|---------------|
| <b>Revenue</b>                                       | 7     | -             | 10 184        |
| Operating expenses                                   | 9     | (83)          | (5 488)       |
| <b>Operating (loss) / profit</b>                     |       | (83)          | 4 696         |
| Finance costs                                        | 8     | (11 747)      | (37 290)      |
| Finance income                                       | 8     | 1 557         | 1 098         |
| Share of equity accounted results of associate       | 3     | 751 871       | 834 279       |
| <b>Profit before taxation</b>                        |       | 741 598       | 802 783       |
| Taxation                                             | 10    | (413)         | (1 621)       |
| <b>Net profit for the year</b>                       |       | 741 185       | 801 162       |
| Earnings per share based on 45 000 000 issued shares |       | R 16.47       | R 17.80       |

The notes on pages 12 - 22 are an integral part of these annual financial statements

PHUTHUMA NATHI INVESTMENTS (RF) LIMITED

STATEMENT OF COMPREHENSIVE INCOME  
for the year ended 31 March 2015

|                                                    | Notes | 2015<br>R'000  | 2014<br>R'000  |
|----------------------------------------------------|-------|----------------|----------------|
| Net profit for the year                            |       | 741 185        | 801 162        |
| Share of changes in associate's other equity items | 3     | 31 952         | (120 765)      |
| <b>Total comprehensive income</b>                  |       | <b>773 137</b> | <b>680 397</b> |

The notes on pages 12 - 22 are an integral part of these annual financial statements

STATEMENT OF CHANGES IN EQUITY  
for the year ended 31 March 2015

|                                         | Share capital<br>and premium<br>R'000 | Other<br>reserves *<br>R'000 | Accumulated<br>profit<br>R'000 | Total<br>R'000   |
|-----------------------------------------|---------------------------------------|------------------------------|--------------------------------|------------------|
| <b>Balance at 1 April 2013</b>          | 450 000                               | 404 596                      | 1 171 814                      | 2 026 410        |
| Total comprehensive income for the year | -                                     | (120 765)                    | 801 162                        | 680 397          |
| Dividend paid                           | -                                     | -                            | (119 997)                      | (119 997)        |
| <b>Balance at 31 March 2014</b>         | <u>450 000</u>                        | <u>283 831</u>               | <u>1 852 979</u>               | <u>2 586 810</u> |
| <b>Balance at 1 April 2014</b>          | 450 000                               | 283 831                      | 1 852 979                      | 2 586 810        |
| Total comprehensive income for the year | -                                     | 31 952                       | 741 185                        | 773 137          |
| Dividend paid                           | -                                     | -                            | (338 549)                      | (338 549)        |
| <b>Balance at 31 March 2015</b>         | <u>450 000</u>                        | <u>315 783</u>               | <u>2 255 615</u>               | <u>3 021 398</u> |

The notes on pages 12 - 22 are an integral part of these annual financial statements

\* Other reserves consist of the company's share of its associate's existing control business combination reserve, fair value reserve, foreign currency translation reserve, hedging reserve and share-based payment reserve.

STATEMENT OF CASH FLOWS  
for the year ended 31 March 2015

|                                                                      |      | 2015      | 2014      |
|----------------------------------------------------------------------|------|-----------|-----------|
|                                                                      | Note | R'000     | R'000     |
| <b>Cash flow from operating activities</b>                           |      | 740 057   | 614 193   |
| Cash generated from operations                                       | 11   | 5 167     | 13 095    |
| Dividends received from associate                                    | 3    | 733 333   | 600 000   |
| Interest received - bank                                             | 8    | 1 557     | 1 098     |
| <b>Cash utilised in financing activities</b>                         |      | (733 784) | (599 996) |
| Dividends paid to ordinary shareholders                              | 15   | (338 549) | (119 997) |
| Dividends paid on cumulative redeemable preference shares - capital  | 5    | (383 488) | (442 706) |
| Dividends paid on cumulative redeemable preference shares - interest | 5    | (11 747)  | (37 293)  |
| <b>Movement in cash for the year</b>                                 |      | 6 273     | 14 197    |
| Cash and cash equivalents at the beginning of the year               |      | 42 186    | 27 989    |
| <b>Cash and cash equivalents at the end of the year</b>              | 14   | 48 459    | 42 186    |

The notes on pages 12 - 22 are an integral part of these annual financial statements

**1 Summary of significant accounting policies**

The annual financial statements are presented in accordance with, and comply with, International Financial Reporting Standards ("IFRS") and International Financial Reporting Interpretations Committee ("IFRIC") interpretations issued and effective at the time of preparing these financial statements. The financial statements are prepared according to the historical cost convention.

The preparation of the financial statements in conformity with IFRS requires the use of certain critical accounting estimates. It also requires management to exercise judgement in the process of applying the entity's accounting policies. These estimates and assumptions affect the reported amounts of assets, liabilities and contingent liabilities at the reporting date as well as the reported profit or loss for the year. Although estimates are based on management's best knowledge and judgement of current facts as at the reporting date, the actual outcome may differ from these estimates, possibly significantly.

Refer to note 2 as well as the individual notes for details of estimates, assumptions and judgements used.

**1.1 Investments in associates**

Associates are all entities over which the company has significant influence but not control, generally accompanying a shareholding of between 20% and 50% of the voting rights. Investments in associates are accounted for using the equity method of accounting. Under the equity method, the investment is initially recognised at cost, and the carrying amount is increased or decreased to recognise the investor's share of the profit or loss of the investee after the date of acquisition. The company's investment in associates includes goodwill identified on acquisition.

If the ownership interest in an associate is reduced but significant influence is retained, only a proportionate share of the amounts previously recognised in other comprehensive income is reclassified to profit or loss where appropriate.

The company's share of post-acquisition profit or loss is recognised in the income statement, and its share of post-acquisition movements in other comprehensive income is recognised in other comprehensive income with a corresponding adjustment to the carrying amount of the investment. When the company's share of losses in an associate equals or exceeds its interest in the associate, including any unsecured receivables, the company does not recognise any further losses, unless it has incurred legal or constructive obligations or made payments on behalf of the associate.

The company determines at each reporting date whether there is any objective evidence that the investment in the associate has been impaired. If this is the case, the company calculates the amount of the impairment as the difference between the recoverable amount of the associate and its carrying value and recognises the amount adjacent to "Share of equity accounted results of associates" in the income statement.

Profits or losses resulting from upstream and downstream transactions between the company and its associate are recognised in the company's financial statements only to the extent of unrelated investor's interests in the associates. Unrealised losses are eliminated, unless the loss provides evidence of impairment of the asset transferred. Accounting policies of associates have been changed where necessary to ensure consistency of the policies adopted by the company.

Dilution gains and losses arising in investments in associates are recognised in the income statement.

**1.2 Cash and cash equivalents**

Cash and cash equivalents are carried in the statement of financial position at amortised cost. Cash and cash equivalents comprise cash on hand and deposits held at call with banks.

**1.3 Share capital**

Ordinary shares are classified as equity.

**1.4 Financial assets**

The company classifies its financial assets as loans and receivables. The classification depends on the purpose for which the financial assets were acquired. Management determines the classification of its financial assets at initial recognition. At 31 March 2014 and 2015, the company had no financial assets carried at fair value through profit or loss, held to maturity financial assets or available for sale financial assets.

Loans and receivables are non-derivative financial assets with fixed or determinable payments that are not quoted in an active market. They are included in current assets, except for maturities greater than 12 months after the end of the reporting period. The company's loans and receivables comprise "other receivables".

Regular purchases and sales of financial assets are recognised on the trade-date the date on which the company commits to purchase or sell the asset. Investments are initially recognised at fair value plus transaction costs. Loans and receivables are subsequently carried at amortised cost using the effective interest method.

The company assesses at each reporting period whether there is objective evidence that a financial asset or group of financial assets is impaired. A financial asset or group of financial assets is impaired and impairment losses are incurred only if there is objective evidence of impairment as a result of one or more events that occurred after the initial recognition of the asset that has an impact on the estimated future cash flows of the financial asset that can be reliably estimated.

For loans and receivables, the amount of the loss is measured as the difference between the asset's carrying amount and the present value of estimated future cash flows, discounted at the financial asset's original effective interest rate. The carrying amount of the asset is reduced and the amount of the loss is recognised in the income statement.

If, in a subsequent period, the amount of the impairment loss decreases, and the decrease can be related objectively to an event occurring after the impairment was recognised, the reversal of the previously recognised impairment loss is recognised in the income statement.

Financial assets and liabilities are offset and the net amount reported in the Statement of Financial Position when there is a legally enforceable right to offset the recognised amounts and there is an intention to settle on a net basis or realise the asset and settle the liability simultaneously.

## 1.5 Financial liabilities

### Classification as debt or equity

Debt and equity instruments are classified as either financial liabilities or as equity in accordance with the substance of the contractual arrangement.

### Cumulative redeemable preference shares

The cumulative redeemable preference shares are classified as debt. The liability is initially recorded at fair value, net of transaction costs incurred. These liabilities are subsequently carried at amortised cost; any difference between the proceeds (net of transaction costs) and the redemption value is recognised in the income statement over the period of the borrowings using the effective interest method.

### Other payables

Accounts payable are classified as current liabilities if payment is due within one year or less (or in the normal operating cycle of the business if longer). If not, they are presented as non-current liabilities. Other payables are recognised initially at fair value and subsequently measured at amortised cost using the effective interest method.

## 1.6 Current and deferred income tax

The tax expense for the year comprises current tax. Tax is recognised in the income statement, except to the extent that it relates to items recognised in other comprehensive income or directly in equity. In this case, the tax is also recognised in other comprehensive income or directly in equity, respectively. The current income tax charge is calculated on the basis of the tax laws enacted or substantively enacted at the reporting date. Management periodically evaluates positions taken in tax returns with respect to situations where the applicable tax regulations are subject to interpretation and establishes provisions where appropriate on the basis of amounts expected to be paid to tax authorities.

The normal South African company tax rate used at the reporting date is 28%. Deferred tax liabilities are calculated using this rate, being the rate that the entity expects to apply to the periods when the liabilities are settled. There are no deferred tax assets or liabilities at 31 March 2014 and 2015.

## 1.7 Revenue recognition

Dividend income from associates is recognised when the right to receive payment is established.

Revenue from rendering of services relates to administrative fees charged for facilitation of share transactions. Revenue is recognised when it is probable that the economic benefits associated with a transaction will flow to the company and the amount of revenue and associated costs incurred or to be incurred, can be measured reliably. The amount of revenue is not considered to be reliably measurable until all contingencies have been resolved.

## 1.8 Borrowing costs

Borrowing costs are recognised in profit or loss in the period in which they are incurred.

## 1.9 Dividend distributions

Dividend distributions to the company's shareholders are recognised as a liability in the entity financial statements in the period in which the dividends are approved by the company's shareholders.

#### 1.10 New standards and interpretations

##### Standards, amendments and interpretations effective and adopted in 2015

- Offsetting Financial Assets and Financial Liabilities (Amendments to IAS 32) (effective 1 Jan 2014)
- IAS 36 – Recoverable Amount Disclosures for Non-Financial Assets (effective 1 Jan 2014)
- IAS 39 – Novation of Derivatives and Continuation of Hedge Accounting (effective 1 Jan 2014)
- IFRS 10, IFRS 12 and IAS 27 – Investment Entities (effective 1 Jan 2014)

##### Interpretations early adopted by the company

The company has not adopted any standards or interpretations early in the current year.

##### Standards, amendments and interpretations to existing standards that are not yet effective and have not been early adopted by the company

- IFRS 9, '*Financial Instruments*' (effective 1 January 2018)
- IFRS 11, '*Joint arrangements on acquisition of an interest in a joint operation*' (effective 1 January 2016)
- IAS 16, '*Property, plant and equipment*' and IAS 38, '*Intangible assets*' (effective 1 January 2016)
- IFRS 5, '*Revenue from contracts with customers*' (effective 1 January 2017)

None of these standards or interpretations are expected to have a significant financial impact on the company.

|                                                                                                                                                                                                                                                                                                                                                                                                         | 2015<br>R'000     | 2014<br>R'000     |
|---------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------|-------------------|-------------------|
| <b>2 Critical accounting estimates</b>                                                                                                                                                                                                                                                                                                                                                                  |                   |                   |
| Estimates and judgements are continually evaluated and are based on historical experience and other factors, including expectations of future events that are believed to be reasonable under the circumstances. The company applies judgement when assessing the impairment of goodwill included in its investment in associate carrying amount (refer to note 3).                                     |                   |                   |
| <b>3 Investment in associate</b>                                                                                                                                                                                                                                                                                                                                                                        |                   |                   |
| The company has a 13.3% interest in MultiChoice South Africa Holdings Proprietary Limited, a company incorporated in South Africa. This is an unlisted investment.                                                                                                                                                                                                                                      |                   |                   |
| <b>Movement in carrying amount</b>                                                                                                                                                                                                                                                                                                                                                                      |                   |                   |
| At the beginning of the year                                                                                                                                                                                                                                                                                                                                                                            | 2 972 185         | 2 858 671         |
| Share of net profit                                                                                                                                                                                                                                                                                                                                                                                     | 751 871           | 834 279           |
| Share of changes in other reserves                                                                                                                                                                                                                                                                                                                                                                      | 31 952            | (120 765)         |
| Dividends received                                                                                                                                                                                                                                                                                                                                                                                      | (733 333)         | (600 000)         |
| At the end of the year                                                                                                                                                                                                                                                                                                                                                                                  | 3 022 675         | 2 972 185         |
| <b>Analysis of carrying amount</b>                                                                                                                                                                                                                                                                                                                                                                      |                   |                   |
| Cost                                                                                                                                                                                                                                                                                                                                                                                                    | 2 250 000         | 2 250 000         |
| Share of post-acquisition reserves                                                                                                                                                                                                                                                                                                                                                                      | 772 675           | 722 185           |
|                                                                                                                                                                                                                                                                                                                                                                                                         | 3 022 675         | 2 972 185         |
| The cost of the investment in associate includes goodwill of R2.0 billion.                                                                                                                                                                                                                                                                                                                              |                   |                   |
| Although the company holds less than 20% of the equity shares in MultiChoice South Africa Holdings Proprietary Limited, it exercises significant influence by virtue of its contractual right to appoint directors to the board of directors of that company and has the power to participate in the financial and operating policy decisions of MultiChoice South Africa Holdings Proprietary Limited. |                   |                   |
| There has been no objective evidence of impairment of the associate in the current or prior years.                                                                                                                                                                                                                                                                                                      |                   |                   |
| <b>Summarised financial information of unlisted associate as per its annual financial</b>                                                                                                                                                                                                                                                                                                               |                   |                   |
| Non-current assets                                                                                                                                                                                                                                                                                                                                                                                      | 12 359 673        | 11 517 925        |
| Current assets                                                                                                                                                                                                                                                                                                                                                                                          | 8 628 579         | 8 569 419         |
| Assets of disposal group classified as held for sale                                                                                                                                                                                                                                                                                                                                                    | 108 662           | -                 |
| <b>Total assets</b>                                                                                                                                                                                                                                                                                                                                                                                     | <b>21 096 914</b> | <b>20 087 344</b> |
| Non-current liabilities                                                                                                                                                                                                                                                                                                                                                                                 | 4 612 964         | 4 720 318         |
| Current liabilities                                                                                                                                                                                                                                                                                                                                                                                     | 8 121 689         | 7 399 336         |
| Liabilities of disposal group classified as held for sale                                                                                                                                                                                                                                                                                                                                               | 15 901            | -                 |
| <b>Total liabilities</b>                                                                                                                                                                                                                                                                                                                                                                                | <b>12 750 554</b> | <b>12 119 654</b> |
| Revenue                                                                                                                                                                                                                                                                                                                                                                                                 | 31 580 077        | 27 464 776        |
| Net profit                                                                                                                                                                                                                                                                                                                                                                                              | 5 639 035         | 6 295 719         |
| Other comprehensive income/(losses)                                                                                                                                                                                                                                                                                                                                                                     | 194 907           | (901 696)         |
| Total comprehensive income                                                                                                                                                                                                                                                                                                                                                                              | 5 833 942         | 5 394 023         |

The company's associate had no contingent liabilities as at 31 March 2015 and 2014.

|                                               | 2015<br>R'000 | 2014<br>R'000 |
|-----------------------------------------------|---------------|---------------|
| <b>4 Share capital and premium</b>            |               |               |
| <b>Authorised</b>                             |               |               |
| 90 000 000 ordinary shares of R0.0000001 each | *             | *             |
| <b>Issued (and fully paid up)</b>             |               |               |
| 45 000 000 ordinary shares of R0.0000001 each | *             | *             |
| Share premium                                 | 450 000       | 450 000       |
|                                               | 450 000       | 450 000       |

\* Amount less than R1 000.

#### Capital management

The company's objectives when managing capital are to safeguard the entity's ability to continue as a going concern, so that it can continue to provide adequate returns for shareholders and benefits for other stakeholders.

#### 5 Long-term liabilities

|                                                                                     |           |           |
|-------------------------------------------------------------------------------------|-----------|-----------|
| Variable rate, cumulative redeemable preference shares with issue price of R10 each | 135       | 383 623   |
| Current portion of long-term liabilities                                            | -         | (383 443) |
|                                                                                     | 135       | 180       |
| At 31 March 13,501 (2014: 38,362,278) preference shares were in issue.              |           |           |
| Preference share liability reconciliation                                           |           |           |
| Opening balance at 01 April                                                         | 383 623   | 826 329   |
| Interest on preference share liability - note 8                                     | 11 747    | 37 293    |
| Repayment                                                                           | (395 235) | (479 999) |
| Closing balance at 31 March                                                         | 135       | 383 623   |

These preference shares bear interest at 75% of the prime rate, compounded monthly. There are no fixed terms of payment of interest. Interest payments will be made upon approval by the directors. During the current year, an interest expense of R11.7 million (2014: R37 million) has been accrued. The preferences shares are held by MIH Holdings Proprietary Limited. The carrying amount at amortised cost approximates the fair value of these instruments. These preference shares are redeemable on any of the following preference redemption dates:

- compulsorily after 10 years or such extended period as permitted by the preference shareholders
- after a trigger event as defined in the preference shareholders' agreement at the option of the preference shareholders, or
- after three years out of sufficient cash resources upon approval by the directors.

|                                                                        | 2015<br>R'000  | 2014<br>R'000  |
|------------------------------------------------------------------------|----------------|----------------|
| <b>6 Other payables</b>                                                |                |                |
| STT and VAT                                                            | 254            | 180            |
| Accrued expenses                                                       | 291            | 150            |
| Ordinary shareholders for dividends (refer to note 14)                 | 32 283         | 13 656         |
| Amounts owing to investors (refer to note 14)                          | 10 588         | 11 150         |
| Other payables                                                         | 9 267          | 19 586         |
|                                                                        | <u>52 683</u>  | <u>44 722</u>  |
| <b>7 Revenue</b>                                                       |                |                |
| Administration fee for services rendered                               |                | 10 184         |
| <b>8 Finance costs - net</b>                                           |                |                |
| Interest on preference shares                                          | 11 747         | 37 293         |
| Interest paid                                                          |                | (3)            |
|                                                                        | <u>11 747</u>  | <u>37 290</u>  |
| Interest received - bank                                               | (1 557)        | (1 098)        |
|                                                                        | <u>(1 557)</u> | <u>(1 098)</u> |
| Finance costs - net                                                    | <u>10 190</u>  | <u>36 192</u>  |
| <b>9 Operating expenses</b>                                            |                |                |
| The following items have been charged in arriving at operating profit: |                |                |
| Audit fees                                                             | 83             | 53             |
| Administration costs                                                   |                | 5 092          |
| Other expenses                                                         |                | 343            |
|                                                                        | <u>83</u>      | <u>5 488</u>   |
| <b>10 Taxation</b>                                                     |                |                |
| South African normal taxation- current year                            | 413            | 1 621          |
|                                                                        | <u>413</u>     | <u>1 621</u>   |
| <b>Tax rate reconciliation</b>                                         |                |                |
| Statutory tax rate                                                     | 28.0%          | 28.0%          |
| Non-taxable income                                                     | -28.4%         | -29.1%         |
| Non-deductible expenditure                                             | 0.5%           | 1.3%           |
| Effective tax rate                                                     | <u>0.1%</u>    | <u>0.2%</u>    |

|                                                | 2015<br>R'000 | 2014<br>R'000 |
|------------------------------------------------|---------------|---------------|
| <b>11 Cash generated from operations</b>       |               |               |
| <b>Profit before taxation</b>                  | 741 598       | 802 783       |
| Adjusted for:                                  |               |               |
| Share of equity accounted results of associate | (751 871)     | (834 279)     |
| Finance costs                                  | 11 747        | 37 293        |
| Interest received - bank                       | (1 557)       | (1 098)       |
|                                                | (83)          | 4 699         |
| <b>Changes in working capital:</b>             |               |               |
| Other receivables                              | 94            | (887)         |
| Payables                                       | 5 156         | 9 283         |
|                                                | 5 167         | 13 095        |

**12 Related parties**

Associate - MultiChoice South Africa Proprietary Limited - refer to note 3

The directors hold in aggregate 10 648 (2014: 10 648) ordinary shares in the company. No directors' fees or remuneration have been paid to the directors of the company. Consulting fees paid to directors by other related parties amount to R27 788 (2014: R117 500).

**13 Financial risk management**

The company's activities expose it to a variety of financial risks, specifically interest rate risk, credit risk and liquidity risk. The company's overall risk management programme focuses on the unpredictability of financial markets and seeks to minimise the potential adverse effects on the company's financial performance. Risk management is carried out under policies approved by the board of directors.

**Foreign exchange and price risk**

The company is not exposed to any significant foreign exchange or price risk.

**Credit Risk**

The company is exposed to certain concentrations of credit risk relating to its cash. It places its cash mainly with major banking companies and high-quality institutions that have high credit ratings. The counterparties that are used by the company are evaluated on a continuous basis. At 31 March 2015, the maximum amount of credit risk that the company is exposed to is as follows:

|                           |        |        |
|---------------------------|--------|--------|
| Cash and cash equivalents | 48 459 | 42 186 |
|---------------------------|--------|--------|

**Interest rate risk**

The company's interest rate risk arises from its long-term borrowings issued at a variable interest rate. Based on simulations performed, the impact on profit or loss of a 100 basis-point increase in the prime interest rate would be a decrease of R1.4m (2014: R6.6m).

| 2015  | 2014  |
|-------|-------|
| R'000 | R'000 |

**13 Financial risk management (continued)****Liquidity risk**

Prudent liquidity risk management implies maintaining sufficient cash and marketable securities, the availability of funding through an adequate amount of committed credit facilities and the ability to close out market positions. In terms of the articles of association of the company, no limitation is placed on its borrowing capacity. The following table details the company's remaining contractual maturity for its financial liabilities. The table is based on undiscounted cash flows of financial liabilities based on the earliest date on which the company can be required to pay. The table includes both interest and principal cash flows.

|                                         | Carrying<br>amount<br>R'000 | Contractual<br>cash flows<br>R'000 | 0-12 months<br>R'000 | 1-5 years<br>R'000 |
|-----------------------------------------|-----------------------------|------------------------------------|----------------------|--------------------|
| <b>2015</b>                             |                             |                                    |                      |                    |
| Cumulative redeemable preference shares | 135                         | -                                  | -                    | -                  |
| Other payables                          | 9 558                       | 9 558                              | 9 558                | -                  |
| Amounts owing to investors              | 10 588                      | 10 588                             | 10 588               | -                  |
| Ordinary shareholders for dividends     | 32 283                      | 32 283                             | 32 283               | -                  |
|                                         | <u>52 564</u>               | <u>52 429</u>                      | <u>52 429</u>        | <u>-</u>           |
| <b>2014</b>                             |                             |                                    |                      |                    |
| Cumulative redeemable preference shares | 383 623                     | 396 790                            | 396 790              | -                  |
| Other payables                          | 19 736                      | 19 736                             | 19 736               | -                  |
| Amounts owing to investors              | 11 150                      | 11 150                             | 11 150               | -                  |
| Ordinary shareholders for dividends     | 13 656                      | 13 656                             | 13 656               | -                  |
|                                         | <u>428 165</u>              | <u>441 332</u>                     | <u>441 332</u>       | <u>-</u>           |

|                                                 | 2015<br>R'000                    | 2014<br>R'000               |                                                  |
|-------------------------------------------------|----------------------------------|-----------------------------|--------------------------------------------------|
| <b>13 Financial risk management (continued)</b> |                                  |                             |                                                  |
| <b>Fair value of financial instruments</b>      | <b>Carrying amount<br/>R'000</b> | <b>Fair value<br/>R'000</b> | <b>Interest income /<br/>(expense)<br/>R'000</b> |
| <b>2015</b>                                     |                                  |                             |                                                  |
| <b>Assets</b>                                   |                                  |                             |                                                  |
| <b>Loans and receivables</b>                    |                                  |                             |                                                  |
| Other receivables                               | 848                              | 848                         | -                                                |
| Cash and cash equivalents                       | 48 459                           | 48 459                      | 1 557                                            |
|                                                 | 49 307                           | 49 307                      | 1 557                                            |
| Non-financial assets                            | 3 024 909                        |                             |                                                  |
| Total assets                                    | 3 074 216                        |                             |                                                  |
| <b>Liabilities</b>                              |                                  |                             |                                                  |
| <b>Financial liabilities at amortised cost</b>  |                                  |                             |                                                  |
| Cumulative redeemable preference shares         | 135                              | 135                         | (11 747)                                         |
| Other payables                                  | 9 558                            | 9 558                       | -                                                |
| Amounts owing to investors                      | 10 588                           | 10 588                      | -                                                |
| Ordinary shareholders for dividends             | 32 283                           | 32 283                      | -                                                |
|                                                 | 52 564                           | 52 564                      | (11 747)                                         |
| Non-financial liabilities                       | 254                              |                             |                                                  |
| Total liabilities                               | 52 818                           |                             |                                                  |
| <b>2014</b>                                     |                                  |                             |                                                  |
| <b>Assets</b>                                   |                                  |                             |                                                  |
| <b>Loans and receivables</b>                    |                                  |                             |                                                  |
| Other receivables                               | 942                              | 942                         | -                                                |
| Cash and cash equivalents                       | 42 186                           | 42 186                      | 1 098                                            |
|                                                 | 43 128                           | 43 128                      | 1 098                                            |
| Non-financial assets                            | 2 972 185                        |                             |                                                  |
| Total assets                                    | 3 015 313                        |                             |                                                  |
| <b>Liabilities</b>                              |                                  |                             |                                                  |
| <b>Financial liabilities at amortised cost</b>  |                                  |                             |                                                  |
| Cumulative redeemable preference shares         | 383 623                          | 383 623                     | (37 293)                                         |
| Other payables                                  | 19 736                           | 19 736                      | 3                                                |
| Amounts owing to investors                      | 11 150                           | 11 150                      | -                                                |
| Ordinary shareholders for dividends             | 13 656                           | 13 656                      | -                                                |
|                                                 | 428 165                          | 428 165                     | (37 290)                                         |
| Non-financial liabilities                       | 338                              |                             |                                                  |
| Total liabilities                               | 428 503                          |                             |                                                  |

The carrying amount of all financial instruments approximate their fair values.

|                                     | 2015<br>R'000 | 2014<br>R'000 |
|-------------------------------------|---------------|---------------|
| <b>14 Cash and cash equivalents</b> |               |               |
| Cash and cash equivalents           | 48 459        | 42 186        |

Cash and cash equivalents includes cash of R10.6 million (2014: R11.1 million) which relates to cash held on behalf of investors.

Cash and cash equivalents includes cash of R32.3 million (2014: R13.7 million) which relates to unclaimed dividends due to ordinary shareholders.

#### **15 Dividends per share**

During the year dividend of 165.93 cents per ordinary share and per preference share were declared (2014: 142.22 per ordinary share and per preference share), as well as a special dividend of 586.40 cents per ordinary and 53.40 per preference share (2014: 124.44 cents per preference share).

#### **16 Subsequent events**

No events have occurred subsequent to 31 March 2015 and up to the date of signing these financial statements that have required the company to disclose or adjust the results presented in these annual financial statements.