



**eMedia**  
Holdings

**INTEGRATED ANNUAL  
REPORT 2023**

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## KEY FOCUS AREAS

To ensure long-term value creation, we focused on:



Invest in local content with local producers and source world-class entertainment from our international partners



Recruit and retain the best talent



Long-term strategic direction and execution








Appropriate capital allocation



Environmental, social and governance (ESG) integration

## YEAR IN REVIEW

### Performance highlights

		2023 R'000	% Change	2022* R'000	Further reading
 <b>Financial capital</b>	Advertising revenue	2 278 025	(0.6)	2 262 585	
	Other revenue	847 026	(0.6)	882 398	
	EBITDA	667 216	–	667 099	
	Profit before tax	518 110	0.1	517 765	
	Headline earnings	254 273	(11.1)	285 902	
	Earnings per share	57.47	(10.1)	63.96	
	Headline earnings per share	57.41	(11.0)	64.54	
	Headline earnings per share – continuing operations (cents)	57.33	(10.7)	64.21	
	Net asset carrying value per share (cents)	615	(1.1)	622	Read page 56
 <b>Manufactured capital and intellectual capital</b>	Total catalogue size in minutes	336 820		288 563	
	Total viewed minutes	511 079 245		155 206 926	
	Total movie minutes	41 441 384		19 431 425	Read page 28
 <b>Human capital</b>	The majority of our employees are from previously disadvantaged groups	86%		83.7%	Read pages 33 to 35
 <b>Social and relationship capital</b>	Public service announcement spend	R44 630 000		31 588 717	Read pages 36 to 37
 <b>Natural capital</b>	Scope 1 and 2 emissions decreased by 14% year-on-year	6 085 tCO <sub>2</sub> e	(14)	7 087 tCO <sub>2</sub> e	Read pages 31 to 32

\* Restated for discontinued operations.

## ABOUT THIS REPORT

**eMedia Holdings Limited (eMedia Holdings) presents this integrated annual report for the year ended 31 March 2023. This report aims to provide stakeholders with a comprehensive overview of the Group, highlighting its financial performance and its social, environmental and economic impact during this period.**

### Scope and boundary

This integrated report (IR or report) presents the performance and activities of eMedia Holdings Limited (eMedia Holdings) for the financial year ended 31 March 2023.

It includes information on performance, sustainable value creation, ethical leadership, corporate citizenship, stakeholder interactions and our commitment to good corporate governance and compliance. While this report is primarily aimed at our providers of financial capital, it does offer additional information about our social, environmental and economic impacts for a broader range of stakeholders as well.

### Reporting frameworks

This report is aligned with relevant reporting standards, frameworks and best practice. We have applied the guiding principles and content elements of the International Integrated Reporting Framework and considered other relevant guidelines and regulations in preparing this report, including:

- Companies Act, 71 of 2008 (Companies Act)
- International Financial Reporting Standards (IFRS)
- JSE Listings Requirements
- King Code on Corporate Governance 2016™\*\* (King IV™)

The financial information in this report has been extracted from the financial statements (AFS) prepared in accordance with the International Financial Reporting Standards as issued by the International Accounting Standards Board and the IFRS Interpretations Committee (collectively, IFRS).

This report aligns with the requirements of the International Financial Reporting Standards (IFRS), the Companies Act of South Africa, 2008 (as amended), and the Johannesburg Stock Exchange's listings requirements.

### Materiality

The principle of materiality informed our preparation for this report. We consider that a matter is material if it can substantively affect our ability to create and sustain value over the short, medium or long term. The principle of materiality did inform our preparation of this report and therefore offers a balanced mix of information to enable readers to assess our ability to create and preserve value and prevent value erosion.

The Board of Directors (Board) and management are of the view that the material matters published on pages 8 to 9 of this report offer a balanced mix of information, allowing readers to assess our performance and prospects. These material matters were identified through our materiality determination

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workshops, risk management process, strategy deliberations and stakeholder engagements.

### Assurance

A combined assurance model has been applied. The summarised annual financial statements included in this report have been audited by independent auditors, BDO South Africa Incorporated.

The broad-based black economic empowerment information in the sustainability report has been verified by Empowerdex. The carbon footprint information for the Carbon Disclosure Project was compiled with the assistance of Catalyst Solutions.

### Report approval

The Directors collectively confirm that they have reviewed the content of this report and believe that it fairly represents the integrated performance of the Group, and addresses all the material issues that are relevant for key stakeholders.

This report was approved by the eMedia Holdings Board on 26 July 2023.

*Khalik Sherrif*

**Khalik Sherrif**  
Chief Executive Officer

26 July 2023

### Forward-looking statements

This report may contain forward-looking statements relating to the financial performance and position of the Group. All forward-looking statements are solely the views and considerations of the Directors as at the date of this report.

While these forward-looking statements represent the Directors' judgements and future expectations, several risks, uncertainties and other important factors could cause actual developments and results to differ from their expectations. These factors include but are not limited to global and local market and economic conditions, industry factors, as well as regulatory factors, all of which are not necessarily within the Group's control.

eMedia is not under any obligation to (and expressly disclaims any such obligation) to update or alter its forward-looking statements, whether because of new information, future events or otherwise. This forward-looking information has not been reviewed or reported on by the external auditors.

## NAVIGATING OUR REPORT

### How we report







This report has been designed for an enhanced digital experience and ease of use. The landscape layout supports readability on computer screens and tablets, while the digital navigation capability in the report will assist you, the reader, to easily move between different sections or topics in the report.

### Interactive pdf:

- ≡ Home/Contents
- < Back
- > Forward

### Six capitals

The following icons are used to illustrate our capitals:

-  Financial capital
-  Manufactured capital
-  Intellectual capital
-  Human capital
-  Social and relationship capital
-  Natural capital

### Request for feedback

Your feedback on the contents and presentation of this report is welcome and will assist us in improving the quality and relevance of future reports. Please send an email to [info@emediaholdings.co.za](mailto:info@emediaholdings.co.za) with your comments and questions.



# GROUP AT A GLANCE

eMedia Investments is a significant media player with influential independent broadcasters reaching millions of people in southern Africa and across the continent.

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## GROUP AT A GLANCE

The Group's main asset is a controlling stake in the South African-based media Group, eMedia Investments (Pty) Ltd. eMedia Investments has a number of core assets in the television and radio broadcasting sector, with additional assets in the content, properties and facilities sectors.

### ABOUT eMEDIA

#### Our business philosophy

#### Our purpose

Remarkable content creation that rewards audiences through strategic and responsible content investments.

#### Our vision and mission

To be South Africa's largest broadcaster.

#### Our values

- Accountability
- Honesty
- Integrity
- Mutual respect
- Professionalism

#### Who we are

eMedia Holdings is a media investment holding company, with media assets housed in eMedia Investments, incorporated in South Africa and listed on the JSE under the media sector. These investments are constantly reviewed and new opportunities are sought to complement them.

##### e.tv

e.tv is South Africa's first and only free-to-air commercial television station. It continues to garner a significant audience share of the free-to-air audience. The success of e.tv has also spawned a number of spin-off entertainment channels broadcast through a variety of platforms.

##### eSat.tv

eSat.tv operates the 24-hour channel (eNCA), which is available on certain DSTV bouquets and gains a significant share of the available news audience. eNCA also boasts an impressive online offering.

eSat.tv has recently utilised its pay-TV licence and, through the Openview platform, launched Ultraview, a unique pay-TV offering. For more information, visit [www.ultraview.tv](http://www.ultraview.tv).

#### Platco Digital

Platco Digital operates Openview, a free-to-air satellite television platform, which broadcasts a number of channels, including e.tv's multi-channel offering – eExtra, eMovies, eMovies Extra, eReality, eToonz, and recently added eXposed and ePlesier.

The platform hosts 21 channels as well as 28 radio channels and recently added two pay-TV bouquets comprising of two channels each.

##### eVOD

Viewers can watch shows and movies on any device, at any time, where and when they want. eVOD is a video-on-demand platform allowing them to watch exclusive movies and shows (never seen before) and only available on eVOD.

eVOD brings viewers hours of entertainment, from locally produced high-end dramas and movies, Afrikaans dramas, documentaries and so much more, there is something for everyone. Viewers can catch up on some of their old favourites and the fast-forward features enables them to see episodes of some dramas in advance.

#### Y

Y is a "youth" radio station based in Johannesburg, South Africa. Y speaks to the young adult market in Gauteng. The station is known as the capital of youth culture.

As the most influential proponents of local South African music, culture and trends, Y is home to the young adult. The station speaks to working individuals who enjoy life and are working towards creating a financially stable future for themselves.

##### Properties and facilities division

The properties and facilities division is primarily concerned with providing appropriate solutions for media companies. Companies like Media Film Service, Sasani Africa and the Cape Town Film Studios have continued to facilitate some of the world's leading films, commercials and television series.

##### Non-core operations

In line with its strategic decision to invest in its core broadcasting and content-focused operations, the Group has continued to exit non-core operations during the period under review.

### What differentiates us?

#### We understand our customers' needs

Our understanding of customer preferences, content curation and local content development is a key differentiator.

#### Content curation and local content development

Content is a key differentiator and includes locally produced content that we commission and own, and co-produce with third parties.

We also supplement direct content licensing and production through distribution partnerships with third-party content providers in the SVOD space, which is made available through our connected devices.

#### Ownership

eMedia Holdings' major shareholder is the JSE-listed Hosken Consolidated Investments (HCI). HCI is a black empowerment investment holding company which counts the Southern African Clothing and Textile Workers Union (SACTWU) as its major shareholder.

eMedia Holdings owns a 67.7% stake in eMedia Investments.

The balance of eMedia Investments' shares are held by Venfin Media Beleggings Proprietary Limited (Venfin), a subsidiary of Remgro Limited.

## OUR COMPANIES



### Broadcasting

- e.tv
- eSat.tv
- Platco Digital
- YFM



### Content

- Open News
- eMedia Content



### Properties and facilities

- Media Film Service
- Cape Town Film Studios
- Sasani Africa
- eMedia Properties
- Dreamworld Management company



# MATERIALITY

## MATERIAL MATTERS

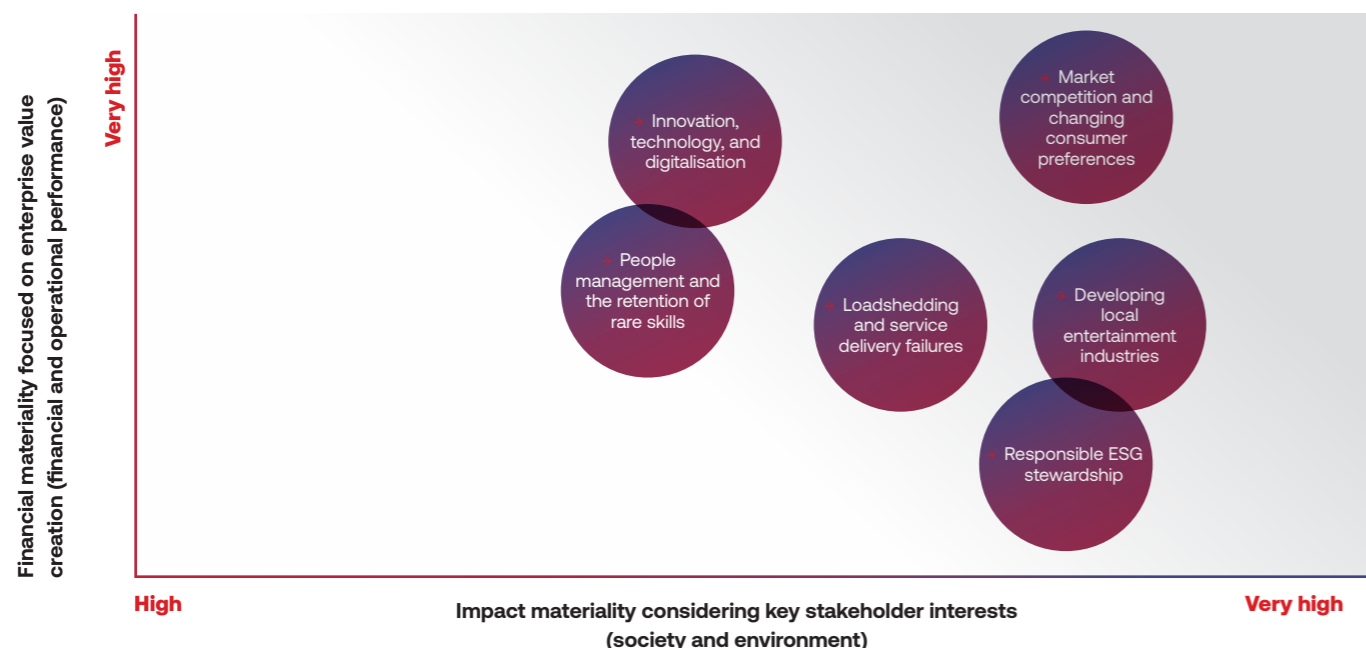
An integrated approach was taken to identify material matters that could influence the Group’s ability to create value in the short, medium and long term. These matters inform the Group’s strategy and how it mitigates risks.

### Materiality determination process

The Board followed a consultative process of identifying material matters, which included a three-phased approach to identifying material matters was adopted:

1. Relevance	2. Identification	3. Prioritised
Relevance of material matters was established through an external review of the operating environment, and an internal review of internal documents and engagements.	We identified material matters by considering their impact on key aspects of our business, namely our strategic objectives and resource allocation.	Identified material matters were prioritised according to their impact on eMedia and their importance to our stakeholders. These matters helped guide our Board to assess which material information to include in this IR.

## MATERIAL MATTERS MATRIX



Material matters	Context/description	Stakeholders impacted	Time frame
<b>1</b> Market competition and changing consumer preferences	<ul style="list-style-type: none"> <li>→ Support customer acquisition and retention</li> <li>→ Changing consumer preferences</li> <li>→ Delivering customer satisfaction and value</li> <li>→ Extensive availability of competitive media and entertainment offerings</li> <li>→ Increased competition for subscribers and content</li> <li>→ Differentiated and disruptive offerings</li> </ul>	<ul style="list-style-type: none"> <li>→ Providers of financial capital</li> <li>→ Customers</li> <li>→ Suppliers</li> </ul>	Short to medium term
<b>2</b> Volatile socioeconomic	<ul style="list-style-type: none"> <li>→ Volatile macroeconomic environment</li> <li>→ High inflation and interest rate environment.</li> <li>→ Uncertain sociopolitical environment</li> <li>→ Tightening consumer spend and rising unemployment</li> </ul>	<ul style="list-style-type: none"> <li>→ Providers of financial capital</li> <li>→ Customers</li> <li>→ Our people</li> </ul>	Short to medium term
<b>3</b> Developing local entertainment industries	<ul style="list-style-type: none"> <li>→ Supporting local entertainment industries</li> <li>→ Local entertainment content creates jobs</li> <li>→ Promote and develop homegrown talent</li> </ul>	<ul style="list-style-type: none"> <li>→ Customers</li> <li>→ Our people</li> <li>→ Suppliers</li> </ul>	Short to medium, long term
<b>4</b> Innovation, technology, and digitalisation	<ul style="list-style-type: none"> <li>→ Digitalisation and refreshing distribution channels to remain competitive</li> </ul>	<ul style="list-style-type: none"> <li>→ Providers of financial capital</li> <li>→ Customers</li> </ul>	Short to medium, long term
<b>5</b> People management and the retention of rare skills	<ul style="list-style-type: none"> <li>→ Attract and retain scarce skills</li> <li>→ Equal opportunities, representation, diversity and inclusion</li> </ul>	<ul style="list-style-type: none"> <li>→ Our people</li> </ul>	Short to medium, long term
<b>6</b> Loadshedding and service delivery failures	<ul style="list-style-type: none"> <li>→ Energy security and consumption</li> </ul>	<ul style="list-style-type: none"> <li>→ Our people</li> <li>→ Customers</li> </ul>	Short, medium, and long term
<b>7</b> Responsible ESG stewardship	<ul style="list-style-type: none"> <li>→ Climate change and resilience</li> <li>→ Employee health, wellness and wellbeing</li> <li>→ Human rights</li> </ul>	<ul style="list-style-type: none"> <li>→ Our people</li> <li>→ Customers</li> </ul>	Short, medium, and long term



## HOW THE GROUP CREATES VALUE

### Value-creation process

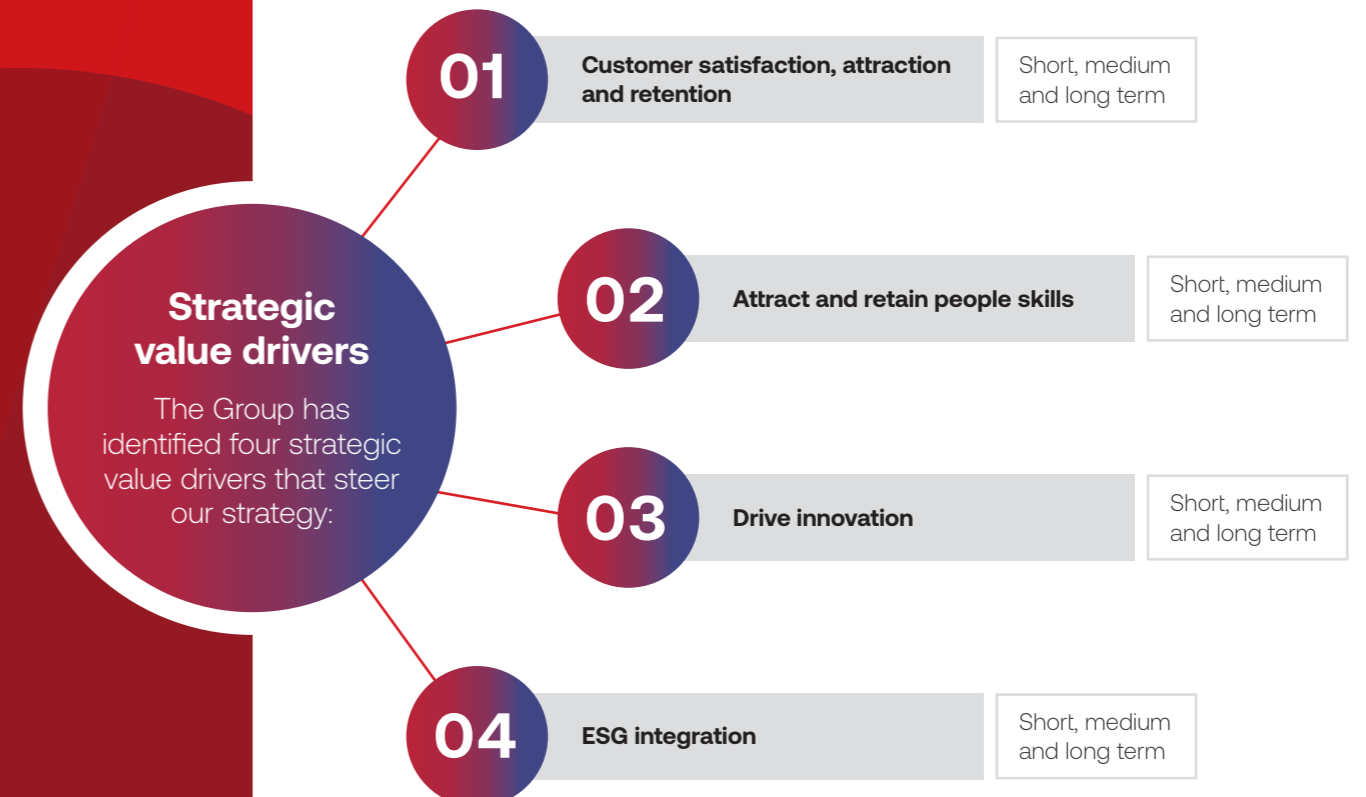
We strive to create long-term value for all stakeholders through the broadcast of local and international entertainment programming as well as news and information programming.

A multi-channel and multi-platform strategy enables the Group to provide valuable advertising opportunities for marketers.

Our goal is to deliver providers of financial capital with a return on their investment while empowering community members through job creation and CSI initiatives. This is reflected in the integrated way in which we measure our success – using its technology, infrastructure and platforms to assist South African businesses and non-profit organisations.

The Board determines the strategic objectives, related risks and mitigating responses during formal strategic planning sessions.

### HOW STRATEGY SUPPORTS VALUE CREATION



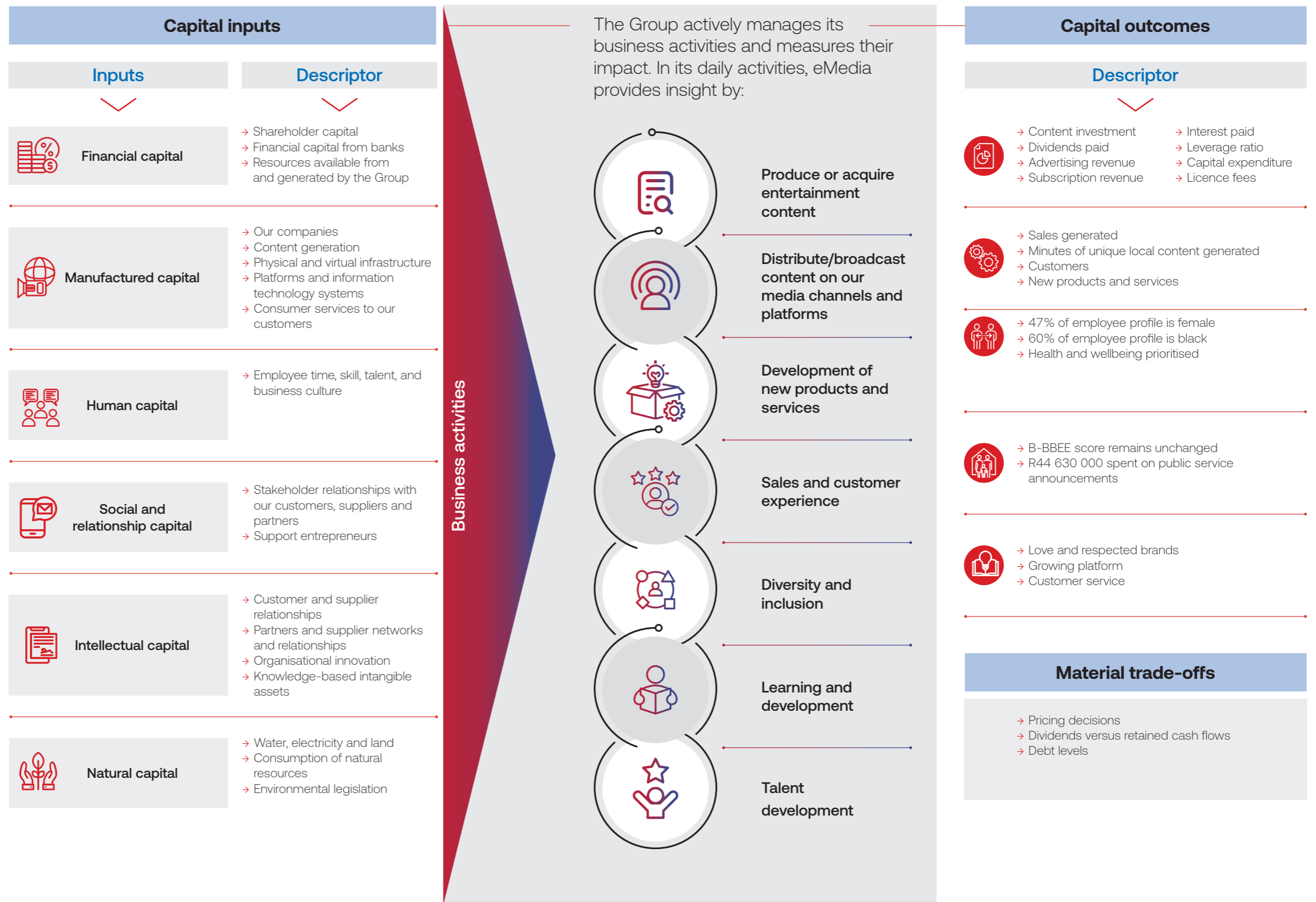
## BUSINESS MODEL

### BUSINESS MODEL

Value creation, preservation and erosion are the outcomes of how eMedia deploys capital inputs in our daily business activities.

We recognise the interconnectivity between the capital inputs we use and adapt our strategy to accommodate changes in the availability, quality and affordability of inputs to drive business success and remain sustainable.

Our business model illustrates how we adapt to changes in the availability, quality, and affordability of its inputs to remain a sustainable business.





## STAKEHOLDER ENGAGEMENT

We align our efforts to build long-term partnerships with our key stakeholders. This focused approach to relationships enables us to create and sustain mutual value and enhance engagement.

The Board is committed to reporting transparently on the material matters impacting the Group, which may influence stakeholder decisions. The Group uses multiple engagement channels. Six major stakeholder groups have been identified. The tables below provide an overview of the engagement with each constituency, their key concerns and eMedia's response.

### Enhancing stakeholder relationships

Stakeholder group	Method of engagement	Quality of relationship
<b>Customers</b>	<ul style="list-style-type: none"> <li>→ Call centre service centre</li> <li>→ Corporate websites</li> <li>→ Our media channels via eMedia and eVOD</li> <li>→ Telephone and email channels</li> <li>→ We engage with our customers through our DStv and GOtv platforms, mass media, sponsorships and activations. We also reach customers through our investments</li> </ul>	●●
<b>Providers of capital and market analysts</b>	<ul style="list-style-type: none"> <li>→ Annual General Meeting (AGM)</li> <li>→ Individual shareholder calls and meetings (in person or via video)</li> <li>→ Investor roadshows and conferences</li> <li>→ JSE Stock Exchange News Service (SENS) announcements</li> <li>→ Regulatory reporting and press announcements</li> <li>→ Results presentations</li> </ul>	●●
<b>Employees</b>	<ul style="list-style-type: none"> <li>→ Employee email and WhatsApp group for dissemination of immediate information</li> <li>→ Employee newsletter</li> <li>→ In-person employee engagements</li> <li>→ Virtual meetings</li> </ul>	●●●
<b>Suppliers and partners</b>	<ul style="list-style-type: none"> <li>→ Email, conference calls, face-to-face meetings, and attendance at industry conferences</li> <li>→ Suppliers and partners' engagement</li> </ul>	●●●
<b>Government and regulators</b>	<ul style="list-style-type: none"> <li>→ Comply with the necessary requirements</li> <li>→ Engage key government departments and industry stakeholders</li> <li>→ Oral and written representations about legislative and regulatory processes</li> </ul>	●●
<b>Communities and environment</b>	<ul style="list-style-type: none"> <li>→ Corporate Social Investment (CSI) initiatives</li> </ul>	●●

Good ●● Excellent ●●●

### Opportunities

Change the business strategy from a linear television channel provider to becoming a content provider across terrestrial, satellite and digital platforms.

## RISK MANAGEMENT PROCESS

The employment of an effective risk management (ERM) process is critical to eMedia achieving its strategic and operational goals, particularly considering the current socioeconomic environment.

The Group recognises that risk is intrinsic to the business and that there is a balance to strike between mitigating risks and exploiting opportunities. The Group incorporates sound governance and oversight structures into the risk management process.

The Board and key subcommittees provide an oversight function to the Group's risk management activities and are ultimately accountable for all risk and opportunity management. They determine the risk appetite and risk tolerances, ensuring they are aligned with strategy by ensuring mitigating controls are monitored and measured.

Executive Management formulate strategic plans to mitigate risks, which are then reviewed and recommended by the Audit and Risk Committee (ARC) to the Board for approval. This process determines the residual risks to be assessed and thereby determines the Group's risk appetite.

Our risk table guides eMedia. These risks are identified in terms of their probability and potential impact on the business.

### Material risk and opportunity

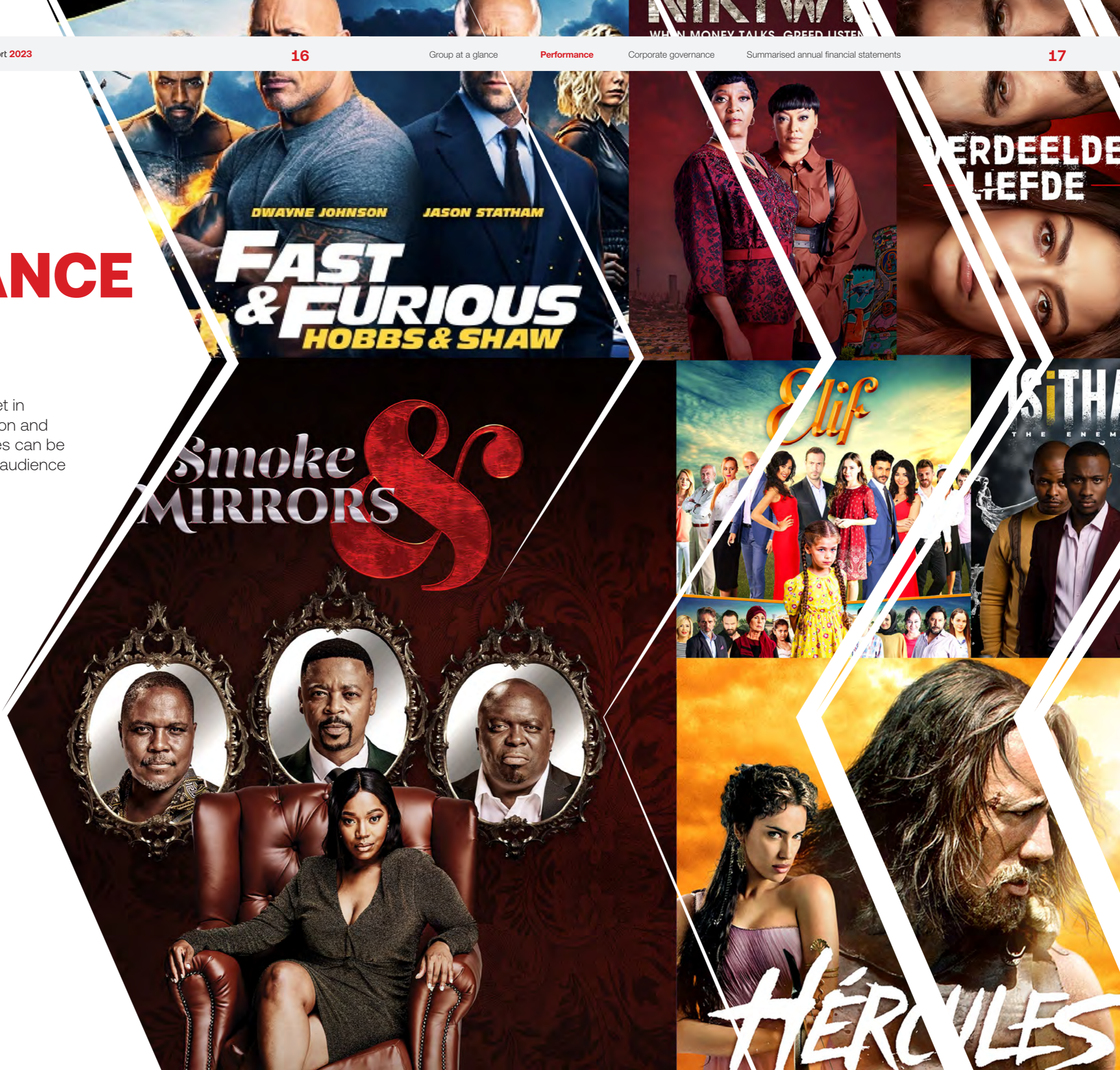
Principal risk landscape	Specific risks the Group is exposed to	Potential impact	Risk responses/mitigation
<b>Macroeconomic environment</b>	<ul style="list-style-type: none"> <li>→ Analogue switch-off</li> <li>→ International geopolitics impact the economy</li> <li>→ MultiChoice exit</li> <li>→ Weakening of the rand</li> </ul>	<ul style="list-style-type: none"> <li>→ Lower revenue, growth and profitability</li> <li>→ Increased programming and operating costs</li> </ul>	<ul style="list-style-type: none"> <li>→ Revise strategic priorities</li> <li>→ Increased focus on cost savings</li> <li>→ Targeted marketing and promotions</li> </ul>
<b>Regulatory change and compliance</b>	<ul style="list-style-type: none"> <li>→ Increased complexity of compliance, eg POPI, CPA and FICA</li> <li>→ Changing B-BBEE requirements</li> <li>→ Adverse change in broadcast and/or licensing requirements</li> </ul>	<ul style="list-style-type: none"> <li>→ Lower revenue, growth and profitability</li> <li>→ Increased programming and operating costs</li> </ul>	<ul style="list-style-type: none"> <li>→ Comprehensive B-BBEE programme</li> <li>→ Actively participate with lawmakers through formal structures</li> </ul>
<b>Operational</b>	<ul style="list-style-type: none"> <li>→ Technology and social trends</li> <li>→ Increased competitiveness, especially in the lower LSM market</li> <li>→ Unreliable electricity supply/loadshedding</li> <li>→ Outdated infrastructure</li> </ul>	<ul style="list-style-type: none"> <li>→ Lower revenue, growth and profitability</li> <li>→ Increased programming and operating costs</li> <li>→ Broadcasting difficulties – reduced market share</li> </ul>	<ul style="list-style-type: none"> <li>→ Market research to timeously spot trends</li> <li>→ Revise strategic priorities</li> <li>→ Investment in facility and back-up upgrades</li> <li>→ Maintain investment in local and international programming to retain audiences and attract advertising</li> <li>→ Effective monitoring of competition</li> </ul>
<b>Human resources</b>	<ul style="list-style-type: none"> <li>→ Limited pool of qualified, trained and talented employees</li> <li>→ Changes in labour legislation</li> <li>→ Lifestyle diseases, including hypertension and diabetes</li> </ul>	<ul style="list-style-type: none"> <li>→ Broadcasting difficulties – reduced market share, reduced profitability and reputational impacts</li> </ul>	<ul style="list-style-type: none"> <li>→ Maintain a healthy work environment</li> <li>→ Fast track and develop talented employees</li> <li>→ Retention of employees through appropriate remuneration structures</li> <li>→ Performance-driven culture</li> </ul>
<b>Cyber, IT and information management</b>	<ul style="list-style-type: none"> <li>→ Cybersecurity, malware, hacking, social engineering</li> <li>→ POPI</li> <li>→ Social media risk</li> <li>→ Technology change management</li> </ul>	<ul style="list-style-type: none"> <li>→ Reputational risk</li> <li>→ Lower revenue, increased costs and profitability</li> <li>→ Increased risk of compliance</li> </ul>	<ul style="list-style-type: none"> <li>→ Continuous monitoring of IT security and infrastructure</li> <li>→ Increased IT auditing and assurance</li> </ul>

# PERFORMANCE OVERVIEW

The Group once again outperformed the market in terms of advertising revenue in both the television and radio market. This benefit in advertising revenues can be attributed to the Group maintaining prime-time audience market share at 34.5% (2022: 34.1%)

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## CHIEF EXECUTIVE OFFICER REVIEW



The net profit for the year of R381.0 million from continuing operations is slightly behind the prior year's profit of R418.7 million (restated for discontinued operations) which is in most part due to the R16 million deferred tax asset raised last year in relation to Platco as well as an increase in marketing spend of approximately R20 million to ensure consistent audience and revenue share.

This decrease is mostly due to matters beyond the general control of the business' performance. These matters include the impact of loadshedding on television audiences and the cost of maintaining a 24-hour television service. In particular, the exorbitant cost of diesel to run generators. Furthermore, the impact of the worsening rand/dollar relationship, and its effect on economic activity in the country, resulted in a reduced ad spend for television. eMedia is still buoyant about its financial results under the circumstances and is on course to deliver a hat-trick of great results with the date of March 2024 in focus.

### Analogue switch-off

After 18 months of delay and successful court action to ensure that more than four million South African households are not cut off from analogue broadcast of television prematurely, it is pleasing to report that eMedia's initial plan of the most feasible way to undertake analogue switch-off has been accepted and implemented by the new Minister of Communications. This means that the objective that the President set out in the SONA of 2021, that is the release of spectrum telcos, will be realised as soon as 31 July 2023, and

**Once again, a great year for eMedia, having returned almost exactly the same EBITDA numbers as in its most exceptional year, March 2022.**

**eMedia is proud to announce a stable set of results for the financial year that ended 31 March 2023, with this year's EBITDA of**

**R667.2 million**  
closely matching the  
previous year, which was  
**R667.1 million.**

that the rest of analogue services below 694Mhz that does not impact services will continue until December 2024.

eMedia is committed to working closely with the Department of Communications and the Minister to achieve the analogue switch-off by the set date.

The alternative to analogue television, which is free-to-air, is eMedia's Openview and to that end, the business is ready and will ensure that its Openview set-top boxes are available in all areas served by transmitters that will be gradually switched off by December 2024. All progress towards analogue switch-off is dependent on support from the state and can only be finalised if, by the assigned deadline, almost all of the four million households have been migrated.

### The most popular satellite television channels

eMedia is proud to consistently have four or five of its channels in the top 10 of all satellite channels in the country for the year ended March 2023.

These channels have become a bone of contention between DStv and eMedia. In May 2022, DStv removed four of eMedia's very popular channels from their platform.

Subsequently, the Competition Appeal Court granted eMedia an interdict, ordering the channels to be reinstated on the DStv platform pending an investigation by the Competition Commission. The Competition Commission sadly found, through its investigation, that eMedia suffers no harm and DStv's behaviour is not anti-competitive, and thus the threat of the channels being removed once again is apparent. eMedia is challenging these findings in available avenues to undertake the challenge. It is strange that the matter of dominance is overlooked in a market of approximately 12 million satellite homes, of which DStv have nine million homes. It is further untenable that this absolute dominance is allowed to impact the revenues of eMedia will have a debilitating effect on eMedia's ability to compete, losing the revenue generated by the percentage of audience viewing the channels on DStv, will have a knock-on effect on eMedia's ability to secure great content.

Although eMedia will take the fight full on for the four channels to remain on the DStv platform, as a matter of urgency, we will have to find alternative ways to make up the loss of advertising revenue.

### DStv and Openview channel ranking (06:00 - 24:00) as at March 2023

Rank	Channel/variable	(R) ARM
1	eExtra	233 574
2	eMovies Extra	164 721
3	Star Life	151 081
4	eMovies	128 679
5	Mzansi Wethu	125 284
6	Big Brother Titans	119 223
7	Mzansi Bioskop	115 745
8	Mzansi Magic	92 051
9	TNT Africa	82 515
10	Cartoon Network	73 637
11	Africa Magic Epic	73 394
12	eToonz	72 216
13	eReality	71 001
14	MTV Base	68 926
15	SABC News Channel	57 752

### The road ahead

As mentioned in a previous CEO report, the Group's focus on technological advancements and premium local content are the two pillars of the future strength of the Group. In this area, the Group's initiatives are as follows:

- eVOD
- Ultraview
- Snapeee

eVOD, the Group's OTT platform, filled mainly with eTV's local content in a video-on-demand format, and positioned as the 'Netflix of South Africa', is growing steadily in three areas:

- Registered viewers
- Minutes viewed
- Advertising revenue

Within the fiscal, ending March 2024, eVOD will receive enhancements that will enable more registered viewers and the ability to generate more ad revenue.

## CHIEF EXECUTIVE OFFICER REVIEW **CONTINUED**

Ultraview, the Group's foray into pay-TV, which started in April 2023 with two bouquets, is following the same course as most pay services do and the Group is confident that in time Ultraview will be a formidable player in the pay-TV market, albeit without sport. In the matter of dominance, as mentioned earlier in this report, the challenge in the pay-TV area is to release the dominance of one player in the market over sporting rights. The regulator ICASA has heard submissions from all stakeholders on the matter of dominance in sport, but has still not acted on all the submissions and evidence provided on the unfairness in the market.

The Group's other technological advancements will be launched in the coming months, and they include the one ready-to-go to market called Snapeeee. Without going into detail of the explanation of what Snapeeee is about right now, its objective for the Group is to transcend what is linear television to a digital experience for the audience through the use of the TV screen and the mobile phone. The Group realised the opportunity having understood that television viewing has morphed into a double-screen experience. The introduction of Snapeeee to the advertising customers has been well-received together with an eagerness to use the opportunity as soon as possible.

The construction of the state-of-the-art VFX studio in Hyde Park is underway. This is an exciting development for the Group, and it is planned that by the end of the fiscal, the studios will be ready. Other developments on the table are exciting for the Group and they include an enhanced set-top box that will bring to the Group the ability to connect with its viewers and the opportunity for increased advertising revenue. This development is undergoing a few delays only because of the slowing down of the economy in South Africa which impacts the sale of set-top boxes.

### The foundation

e.tv remains the leader in the Group with its market share around 34% and it is the objective of the content team in the Group to ensure that the e.tv market share is maintained going forward. Openview achieved its objectives and hopefully is geared to achieve similar numbers in the next fiscal. The eMedia channels that are on Openview are mostly ranked in the top 20 of all satellite channels in the country. The Group is pleased with the growth in market share of its channels on Openview and, with the growth in activations of Openview set-top boxes, the growth in audience market share is almost guaranteed.

Openview's revenue went up to over R500 million compared to R468 million the previous year.

### Conclusion

Management wishes to thank all stakeholders and especially its employees for another great year and wish that the team, despite all the challenges, will repeat the performance for a great 2024 financial year.

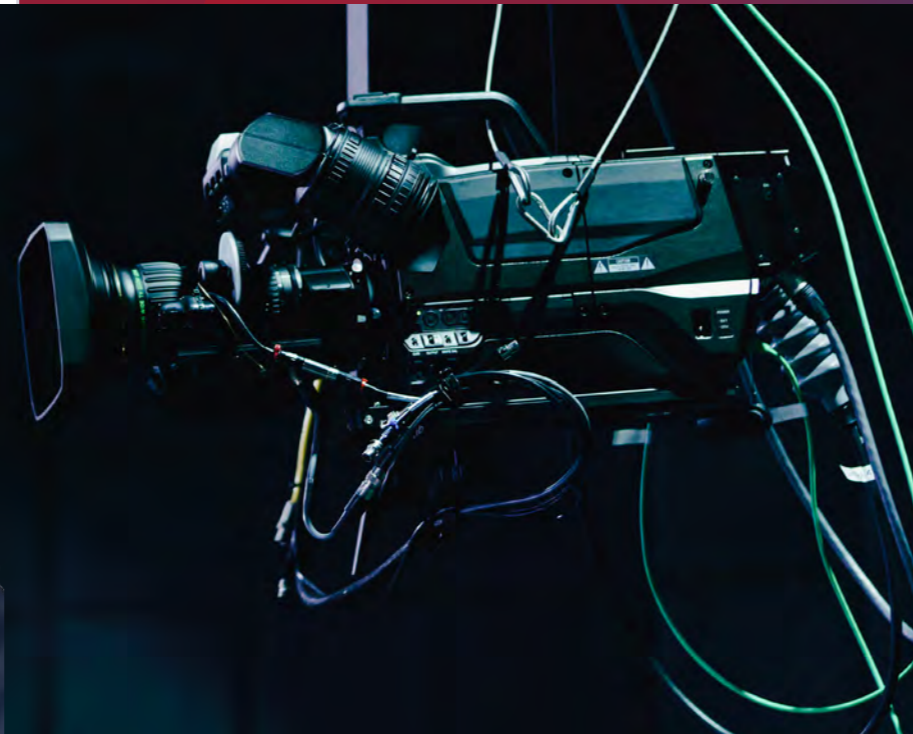
*Khalik Sherrif*

**Khalik Sherrif**  
Chief Executive Officer

26 July 2023



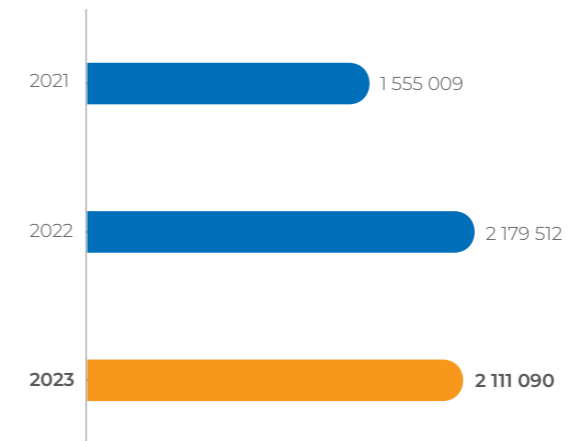
## MESSAGE FROM THE FINANCIAL DIRECTOR



The financial year ended 31 March 2023 ended at 0.68% ahead of the prior year for advertising revenue. The Group also recorded combined advertising revenue of R2.3 billion (2022: R2.3 billion).

### Advertising revenue

#### TV revenue (R'000)



The TV advertising sales team achieved R2.1 billion (2022: R2.1 billion) or 3.34% less than budget. Radio advertising spend achieved R94.5 million (2022: R88 million), 9.80% more than budget.

### Loadshedding costs

Loadshedding, as mentioned throughout has had a significant impact on the South African economy, with the impact on eMedia illustrated below:

	2023 ('000)	2022 ('000)
Cost of generators (R)	1 654	-
Maintenance costs for generators (R)	734	185
Average cost of diesel (R)	13 248	429
<b>Total cost</b>	<b>15 636</b>	<b>614</b>
Volume of diesel (ℓ)	554	21
Carbon emissions due to generator usage (tCO <sub>2</sub> e)	1 104	172

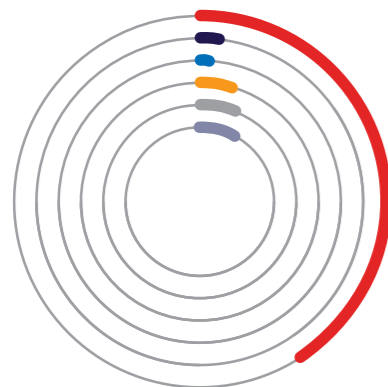
### Market share

At year-end, the Group had a market share of 32.0% (2022: 31.3%) – comparing the SABC at 26.9% (2022: 29.5%) and DStv share at 32.2% (2022: 30.8%).

During prime time, eMedia's share is 34.8% (2022: 32.4%) compared to the SABC of 32.7% (2022: 37.7%) and DStv of 26.5% (2022: 24.6%), making the Group the largest broadcaster in both 06:00 to 24:00 and prime time. This is the second year in a row that the Group has beaten the SABC in prime time.

The financial year saw management deciding to remove Imbewu and Durban General from the schedule and replace it with Smoke & Mirrors and Nikiwe respectively in the new financial year. This, together with a remodelling of The Black Door, renaming it Isitha - The Enemy, hopes to push the market share of the Group even higher.

#### Revenue in 2023



TV revenue	70%
Radio	3%
Content sales	2%
Decoder sales	6%
Facility income	8%
Licence fees	11%

The Group's revenue for the fiscal of

# R3.1 billion

is only R20 million less than the previous year despite the under-pressure television advertising cake due to a record number of loadshedding days (282) and a reduction in the eNCA licence fee received from MultiChoice. This was underscored by television advertising revenue ending on

# R2.1 billion

and an increase of 49% (R86 million) on the property and facility income driven mainly by the recovery of Media Film Service.

### Market share

The Group once again outperformed the market in terms of advertising revenue in both the television and radio market. This benefit in advertising revenues can be attributed to the Group maintaining prime-time audience market share at

# 34.8% ↑

(2022: 32.4%)

Further analysis of the Group's market share reveals an increase in both shoulder and prime time. The share ended at

# 31.8%

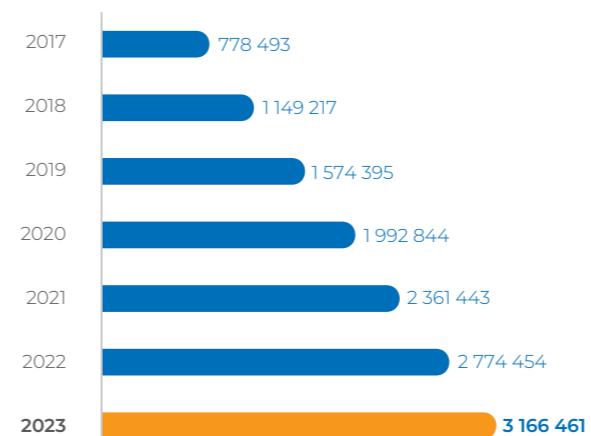
making the Group the biggest broadcaster in audience share in prime time in South Africa.

MESSAGE FROM THE FINANCIAL DIRECTOR CONTINUED



At the year-end, 3 166 461 boxes (2022: 2 774 454 boxes) have been activated. This number is growing by 1 074 boxes per day (2022: 1 200 boxes per day), following the announcement of the SABC partnership and the launch of the SABC sports channel together with the SABC switching off its analogue signal.

Box activations (boxes)



Our DTH business unit accounted for 23.8% (2022: 21.9%) of advertising revenue generated – amounting to R501.3 million (2022: R468.1 million) up 7.09% year-on-year. Profitability continues for this business unit, with content costs pegged at R381.0 million (2022: R446.3 million).

During the year, the Group launched Power Up in answer to the continued loadshedding which plagues the country and impacted the available audiences to sell negatively. The vice programming scheduled on eXposed proved unsuccessful and management has reinvented the channel, showing immediate success, increasing the share from 0.1% to 0.4%.

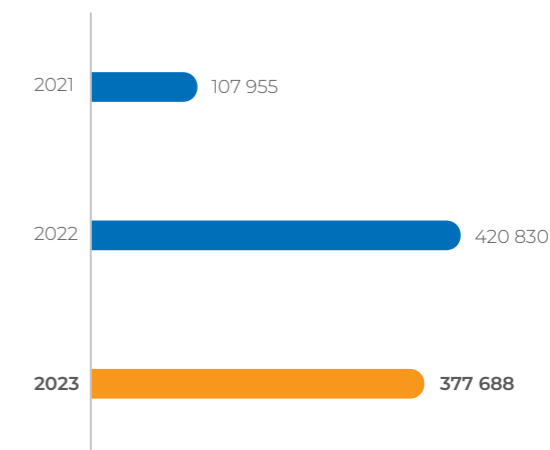
Net profit

The net profit from continuing operations ended the year at R381.0 million (2022: R420.8 million). The increase in profits when compared to the prior year is:

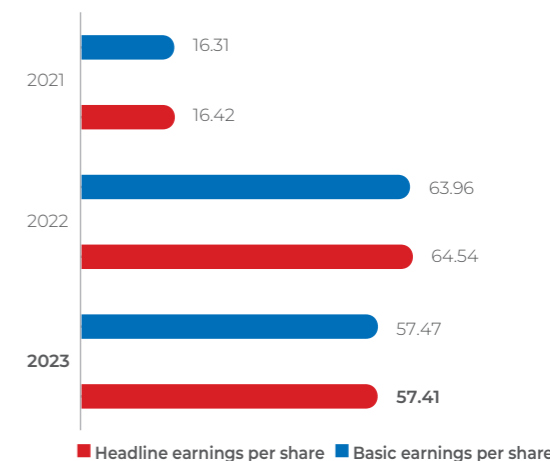
- Advertising revenue increase – 15.4 million (2022: R649.5 million).
- Increased programme costs – R4.7 million (2022: R149.6 million).

With DSTv not accepting the four entertainment channels (eExtra, eMovies, eMovies Extra and eToonz) to continue in the new agreement, it has necessitated schedule changes on e.tv and looking at the channel offering on Openview.

Net profit 2023 (R'000)



Earnings per share (cents)



Conclusion

The Group is forging ahead with numerous technology advances and strategic planning to continue to be the audience share market leader. Our investment in Openview provides the Group with strategic flexibility and is the plan to address the challenges of the transition that digital migration brings with it.

With the sale of non-core assets, the Group is now focused on its core business of broadcasting, content creation, platform advancements and a granular focus on technology that improves broadcasting.

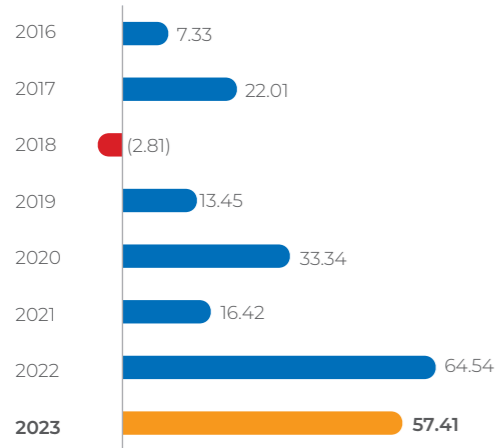
Antonio Lee

Antonio Lee  
Financial Director

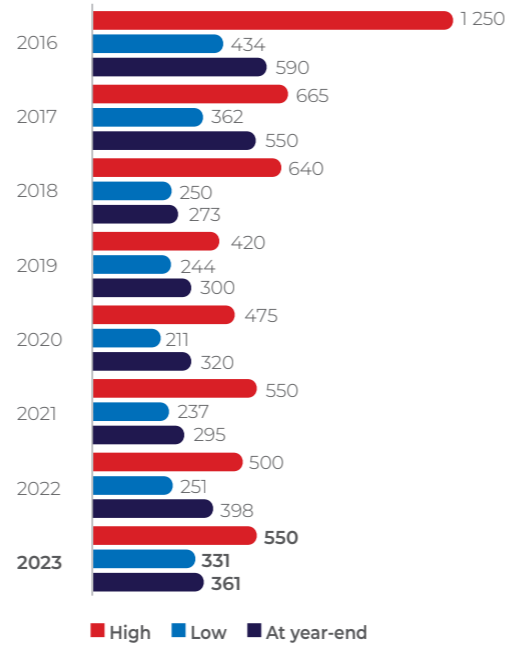
26 July 2023

# EIGHT-YEAR REVIEW

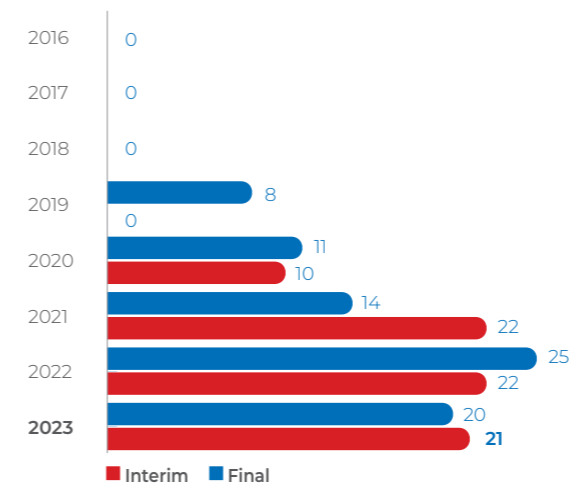
Headline earnings/(loss) per share (cents)



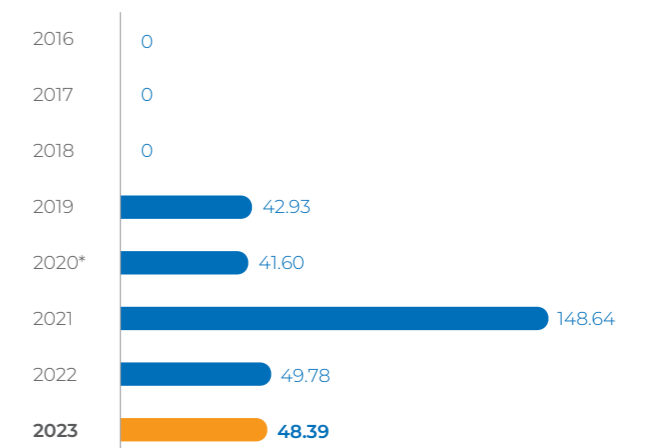
Share price per share – N ordinary shares (cents)



Dividend per share (cents)

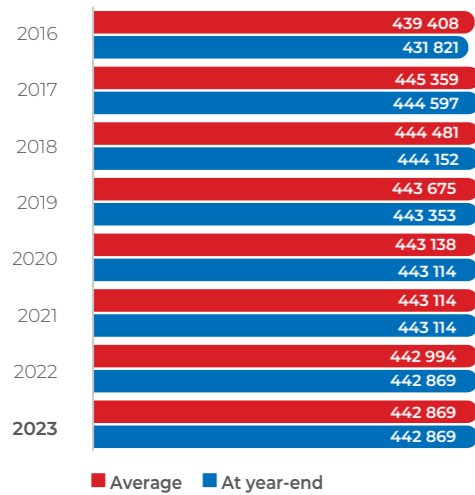


Dividends declared/PAT (%)

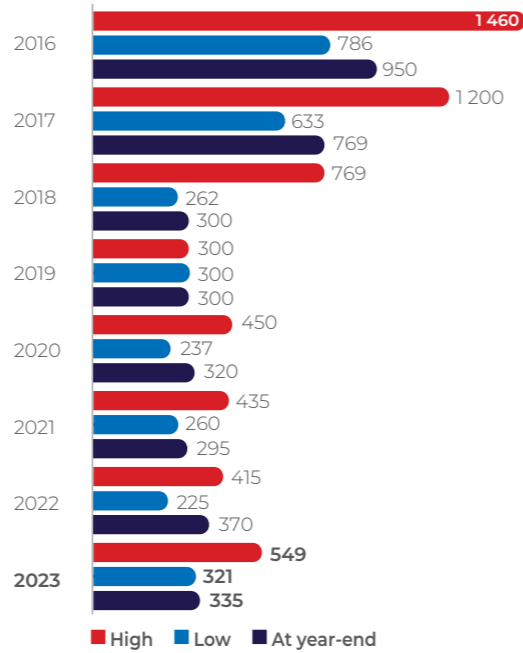


\* Impairment of goodwill (R2 billion) added back.

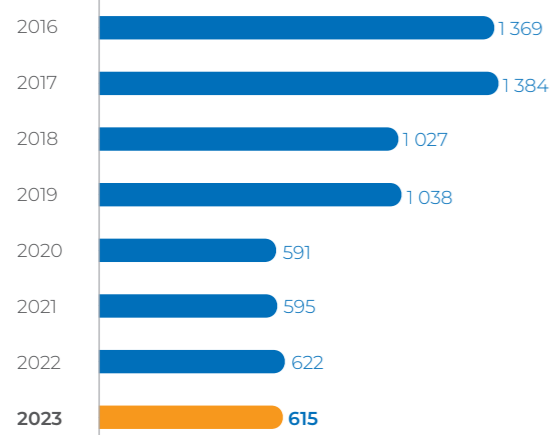
Shares in issue (net of treasury) ('000)



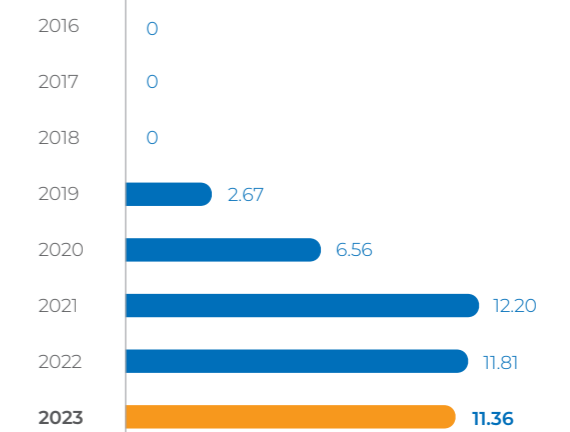
Share price per share – ordinary shares (cents)



Net asset carrying value per share after treasury shares (cents)



Dividend yield (dividend per share/ share price)



## eMEDIA'S STREAMING PLATFORM

eVOD is South Africa's fastest-growing streaming service, launched by eMedia on 5 August 2021. The app allows viewers to watch movies, series, Afrikaans telenovelas and much more on any device, at any time. The main content driver is eVOD original movies and series, with a strong focus on local content. eVOD has racked up 823 574 subscribers (2022: 461 611 subscribers).



Total series minutes

469 637 861



Total viewed minutes:

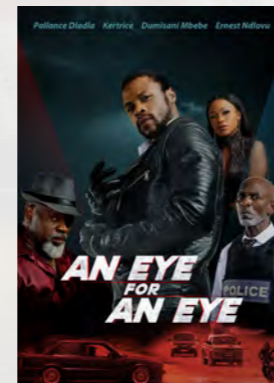
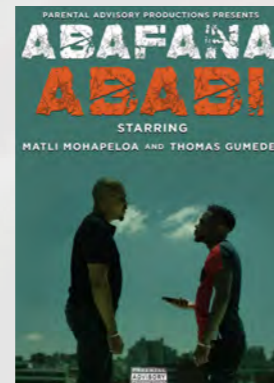
511 079 245



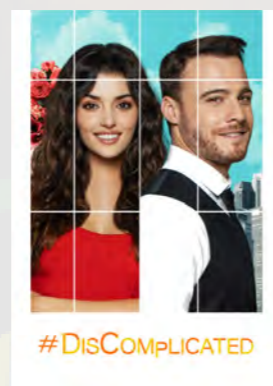
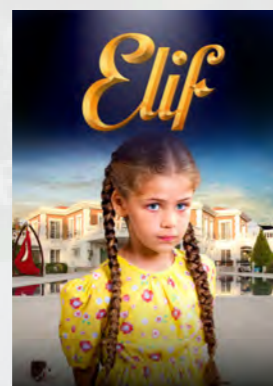
Total movie minutes

41 441 384

### Top 3 movies



### Top 3 series



## ACHIEVEMENTS AND ACCOLADES

### The South African Film and Television Awards

The awards honour, celebrate and promote the creativity, quality and excellence of South African film and television talent and productions, and serves to encourage entrepreneurship and the development of new talent within the industry.

Each award recipient is presented with a trophy, the 'Golden Horn', which has three heads symbolising collective effort, community, and the recognition of the individual as part of a team and experience inherent to the film and television industry where collaboration is the cornerstone of successful productions.

### TV Soaps/Telenovela winners



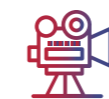
#### Best Achievement in Scriptwriting – TV Soap

Ameera Patel, Sanele Zulu, Grace Mahlaba, Thomas Hall, Myolisi Sikupela, Nonhlanhla Simelane, Omphile Molusi, Rosalind Butler, Teresca, Muishond, Themba Mahlangu and Kelly Robinson – Scandal



#### Best Supporting Actress – TV Soap

Natasha Sutherland – Scandal



#### Best Achievement in Wardrobe – TV Soap/Telenovela

Beverly Mogorosi and Teddy Geldart – House of Zwide



#### Best Supporting Actor – TV Soap

Jerry Mofokeng Wa Makhetha – Scandal



#### Best Achievement in Sound – TV Soap/Telenovela

Tshepiso Matlou, Janno Muller, Jonty Everton, Thapelo Makhubo and Jeanre Greyling – House of Zwide



#### Best Actor – TV Soap

Thabo Malema – Scandal



#### Best Achievement in Editing – TV Soap/Telenovela

LJ Rice, Sibongeleni Mabuyakhulu and Simphiwe Nhlumayo – House of Zwide



#### Best Actress – Telenovela

Nthathi Moshesh – Isono



#### Best Achievement in Cinematography – Telenovela

Ryan Lotter and Lekau Mamabolo – House of Zwide



#### Best Supporting Actor – TV Drama

Warren Masemola – Is'phindiselo



## ACHIEVEMENTS AND ACCOLADES CONTINUED

### Royalty Soapie Awards

e.tv dramas have been voted tops by South African viewers. The winners of the best local dramas were announced at the **6th Annual Royalty Soapie Awards**, held at the Galleria in Sandton. All the e.tv dramas received 49 nominations across various industry categories, and e.tv walked away with a total of seven awards, competing against all South African soapies.

### eVOD Original Awards

#### Surviving Gaza – South Africa

- AMAA 2022 Best Achievement in Visual Effects
- AMAA 2022 Best Achievement in Sound
- AMAA 2022 Award for Best Director – Vusi’Africa Sindane

#### Daryn’s Gym

- Screened at International Film Festival in Rotterdam

#### Umbrella Men

- Screened at Toronto International Film Festival

### Journalism awards

#### Vodacom Journalist of the Year Awards

The Vodacom Journalist of the Year Awards recognise leading South African journalism, those who have contributed to upholding democracy and protecting the right of freedom of expression, so vitally important to South African society.

### Gauteng Regional

#### Overall National Sports Journalist of the Year Award (March 2023)

Sports Reporter, Hloni Mtimkulu

### KwaZulu-Natal (KZN) and Mpumalanga Regional

#### Overall National Award

##### Live Reporting and Breaking News Category:

Senior Reporter, Dasen Thathiah with contributors Nkanyiso Mdlalose, Sandile Makhubela and Susanna Holmes

### North West, Limpopo, Free State and Northern Cape Regional

#### Investigative Award

Zinhle Khanyane of Checkpoint and the Checkpoint Team comprising Tshidiso Lechuba, Ashley Market, Nkepile Mabuse and Tshepo Dlamini

#### Financial and Economics category

Mpho Lakaje received a commendation for his piece entitled ‘The Battle for Commuters’

### Winners



#### House of Zwide took four awards

- Outstanding Lead Actor – Vusi Kunene as Funani Zwide
- Outstanding Young Performer – Karabo Magongwa as Kelts
- Outstanding Sound Mixing and Editing
- Outstanding Wardrobe



#### Imbewu walked away with two awards

- Outstanding Male Villain – Jack Devnarain as Sunil Maharaj
- Outstanding Cinematography



#### The Black Door bagged one award

- Outstanding Lighting Direction

## SUSTAINABILITY REVIEW



### ENVIRONMENTAL STEWARDSHIP

#### Our approach to ESG

We remain committed to continual improvement in how we manage our ESG considerations, as well as how we report on our progress. We understand that we need to create sustained value for all our stakeholders. We believe this means looking beyond short-term returns and integrating long-term ESG factors into our everyday business.

We integrate sustainability into our long-term decision-making. We subscribe to the following sustainability objectives:

- Using energy, water and materials responsibly by reducing, reusing, and recycling
- Engaging meaningfully with stakeholders around issues of sustainability

#### Carbon disclosure project

The Group remains committed to minimising its impact on the environment and participates in an annual carbon disclosure project (CDP) along with its majority shareholder, Hosken Consolidated Investments (HCI). This sustainability review includes the Group’s largest entities e.tv, eSat.tv, Platco, eMedia Properties and Sasani Africa.

Key greenhouse gas (GHG) emissions are measured and monitored allowing for the effective management of its emissions. The annual GHG emissions report submitted by Catalyst Solutions outlines the latest assessment and reports in terms of GHG Protocol and tCO<sub>2</sub>e tonne, which is the universal unit measure.

The carbon footprint was calculated according to the Greenhouse Gas (GHG) Protocol GHG Protocol Corporate Accounting and Reporting Standard. As was done last year, this year’s conversion factors were sourced from the Intergovernmental Panel on Climate Change (IPCC) 2006 Guidelines and the South African Department of Environmental Affairs’ Technical Guidelines for Monitoring, Reporting and Verification of GHG Emissions by Industry. These conversion factors do not change on an annual basis, making the carbon footprinting process easier.

Some emission factors, such as those for business travel captured under scope 3 emissions, were still sourced from the United Kingdom’s Department for Environment, Food and Rural Affairs (DEFRA).

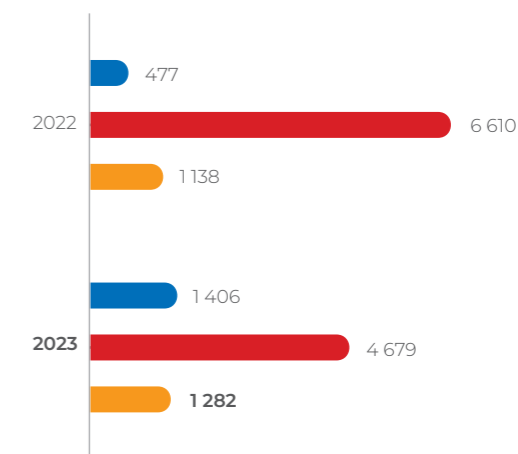
The organisational boundary was set according to the operational control approach, whereby eMedia reports on all GHG emissions from facilities and activities over which it has operational control.

The following steps were taken to calculate the carbon and water footprints:

- A carbon questionnaire was prepared and issued to eMedia for the collection of data
- Catalyst Solutions used the completed data questionnaire to calculate the carbon footprint for eMedia
- Values that seemed irregular were queried in email and telephone discussions with the entity representatives
- The final carbon footprint was sent to entity representatives for approval

Emissions from waste, refrigerants and oils and lubricants were excluded because of inaccuracies in the data. GHG emissions from these sources are likely to be minor in comparison to emissions from sources such as fuel combustion and electricity use. There were no restatements made to the carbon footprint for the current year. The summary below accounts for the latest findings:

#### GHG emissions (tCO<sub>2</sub>e)



### The South African National Parks (SANPARKS) Kudu Awards (November 2022)

#### Best Television News Coverage Award

Senior Reporter: Silindelo Masikane

#### Best In-depth Television News Feature Award

Crime Watch presenter: Yusuf Abramjee

## ENVIRONMENTAL STEWARDSHIP CONTINUED

The Group will continue to monitor its electricity consumption throughout to ensure efficient use of resources.

<b>Direct GHG emissions</b>	Direct emissions occur from sources that are owned or controlled by the company, for example, emissions from company-owned vehicles.
<b>Electricity/Steam indirect emissions</b>	Scope 2 accounts for GHG emissions from the generation of purchased electricity/steam consumed by the company.
<b>Indirect emissions</b>	Scope 3 emissions are all indirect emissions (not included in scope 2) that occur in the value chain of the reporting company including both downstream and upstream emissions.

### Scope 1 and 2 emissions

eMedia's scope 1 and 2 emissions in the 2023 financial year were 8 459 tCO<sub>2</sub>e. This represents an increase of 19% relative to the scope 1 and 2 emissions for the 2022 financial year which were 7 087 tCO<sub>2</sub>e.

The biggest contributor to eMedia's scope 1 and 2 emissions was electricity consumed in eMedia's properties. Emissions from electricity consumed in eMedia's properties constituted 83% of eMedia's scope 1 and 2 emissions.

The increase of 19% in eMedia's scope 1 and 2 emissions resulted primarily from increases in stationary diesel consumption and electricity consumption for Johannesburg and Cape Town.

#### Scope 1

Scope 1 emissions were 1 406 tCO<sub>2</sub>e in the 2023 financial year. This is a 194% increase relative to the scope 1 emissions in the 2022 financial year.

The main contributor to scope 1 emissions was diesel used in generators. It was responsible for 79% of eMedia's scope 1 emissions. The remaining 21% was made up of diesel consumed in company-owned vehicles (14%) and petrol consumed in company-owned vehicles (14%).

The increase in scope 1 emissions is primarily a result of an increase in loadshedding which required the use of diesel in generators.

### Scope 1 emissions



**Fuel** 79%  
Fuel consumed in company-owned vehicles 21%

### Scope 2 emissions

Scope 2 emissions totalled 7 053 tCO<sub>2</sub>e in the reporting year. This is a 7% increase relative to the scope 2 emissions in the 2022 financial year.

Scope 2 emissions consist solely of purchased electricity that is consumed by eMedia and not recovered from tenants.

The biggest contributors to eMedia's scope 2 emissions were the Johannesburg office (40%), then the Cape Town office (34%), followed by Sasani Studios (26%).

The increase in scope 2 emissions is mainly due to an increase in electricity consumption in the Johannesburg and Cape Town offices.

### Scope 3 emissions

Scope 3 emissions from eMedia are attributable to emissions from business travel and emissions from electricity consumed by tenants in properties that are owned and operated by eMedia.

Scope 3 emissions totalled 1 282 tCO<sub>2</sub>e in the reporting year. This is a 13% increase relative to emissions in the 2022 financial year which were 1 138 tCO<sub>2</sub>e.

Electricity consumed by tenants in Sasani Studios is the largest contributor to scope 3 emissions by far (97%). Its contribution to eMedia's scope 3 emissions increased due to a decrease in business travel.

The increase in scope 3 emissions results from increased electricity consumption by Sasani's tenants.



## OUR PEOPLE STRATEGY

**“If you want to go fast, go alone. If you want to go far, go together.”**  
– African proverb.

**“The Group’s goal is to create a working environment that fosters diversity, excellence, respect and opportunity for its employees.”**

### Promoting an ethical culture

Employees are provided with the necessary resources and support to excel in their roles to enable the business to create value for our stakeholders.

The Group recognises that a corporate culture that embraces inclusivity and diversity fosters a healthy work environment, and encourages a wide range of perspectives and ideas, ultimately enhancing business resilience and driving overall performance.

The Group's Code of Conduct underpins its business practices. All employees are expected to adhere to this code. It provides guidance and clarification on matters such as conflicts of interest, acceptance and giving of donations and gifts, compliance with laws and the dissemination of Group confidential information. In line with the principles in this code, it is expected of all employees to be accountable for their actions and act in a manner that adheres to the following core values:

- Accountability
- Honesty
- Integrity
- Mutual respect
- Professionalism

### Employee profile

	2023	2022
Total permanent employees	<b>944</b>	962
Percentage of contract/casual employees (%)	<b>9</b>	9
Percentage of permanent employees (%)	<b>91</b>	91
Average age (years)	<b>39</b>	39
Male (%)	<b>53</b>	52
Female (%)	<b>47</b>	48
African (%)	<b>60</b>	58
Coloured (%)	<b>19</b>	21
Indian (%)	<b>6</b>	6
White (%)	<b>15</b>	15
Foreign nationals (%)	<b>1</b>	1

### Workforce composition

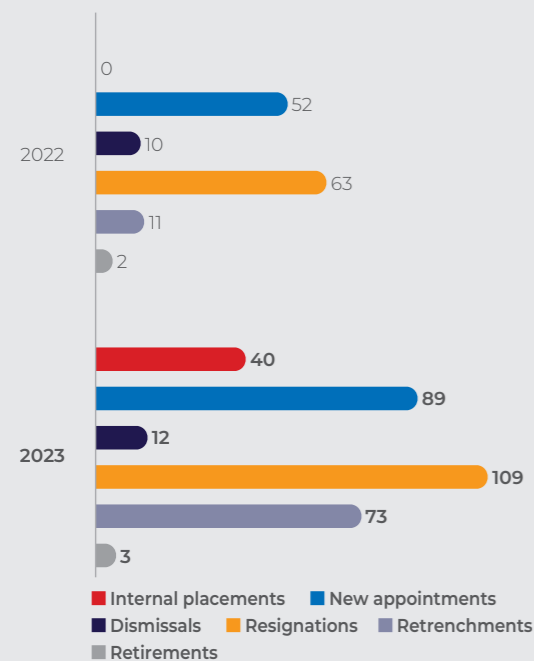
Our workplace continues to reflect a diverse, inclusive environment and a source of pride reflecting the various cultural dynamics of our country.

With 86% of our employees are from previously disadvantaged groups, a metric that increases year-on-year, and 85% of our Top Management are Coloured and Indian, consistent with the previous year, with 39% of management being female.

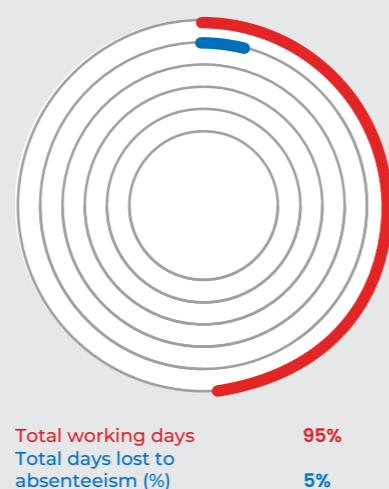


## OUR PEOPLE STRATEGY CONTINUED

### Employee turnover



### Total working days



### Employment equity profile

Occupational level	Male				Female				Total
	African	Coloured	Indian	White	African	Coloured	Indian	White	
Top Management	-	1	1	-	-	-	-	-	2
Senior Management	2	1	1	2	-	2	2	1	11
Professionally qualified	9	8	4	13	12	17	11	13	87
Skilled technical	152	39	14	57	85	29	17	34	427
Semi-skilled	124	32	1	7	119	53	10	12	358
Unskilled	33	5	-	4	16	1	-	-	59
<b>Total permanent</b>	<b>320</b>	<b>86</b>	<b>21</b>	<b>83</b>	<b>232</b>	<b>102</b>	<b>40</b>	<b>60</b>	<b>944</b>
Top Management	-	-	-	-	-	-	-	-	-
Senior Management	-	-	-	1	-	-	-	-	1
Professionally qualified	-	-	-	-	-	-	-	-	-
Skilled technical	3	-	-	7	3	1	-	2	16
Semi-skilled	17	1	1	1	24	6	2	-	52
Unskilled	8	-	-	-	12	-	-	-	20
<b>Total non-permanent</b>	<b>28</b>	<b>1</b>	<b>1</b>	<b>9</b>	<b>39</b>	<b>7</b>	<b>2</b>	<b>2</b>	<b>89</b>
<b>Grand total</b>	<b>348</b>	<b>87</b>	<b>22</b>	<b>92</b>	<b>271</b>	<b>109</b>	<b>42</b>	<b>62</b>	<b>1 033</b>

### Employees' skills development and talent retention

#### Developing talent internally

Employee training needs are identified during employee reviews, while the collective skills base is assessed annually to identify skills gaps and development areas. We view ongoing skills development as well as creating a talent pipeline in the business and industry as key to our learning and development initiatives.

The purpose of training is to enhance our skills base, contribute to value creation, succession planning, increase internal employees' eligibility for promotion, and to support employment equity initiatives.



### Unlocking opportunities for unemployed youth

We prioritised unemployed internships and learnerships, successfully concluding 20 internships across the business. Four interns were placed in permanent positions. In addition, we are hosting 10 disabled, unemployed learnerships for an NQF Level 4 in Business Administration.

### Understanding employee turnover rates

Employee turnover	2023	2022
Internal placements	40	-
New appointments	89	52
Dismissals	12	10
Resignations	109	63
Retrenchments	73	11
Retirements	3	2

### Working days

	2023	2022
Total working days	251	252
Total days lost to absenteeism (%)	5	4

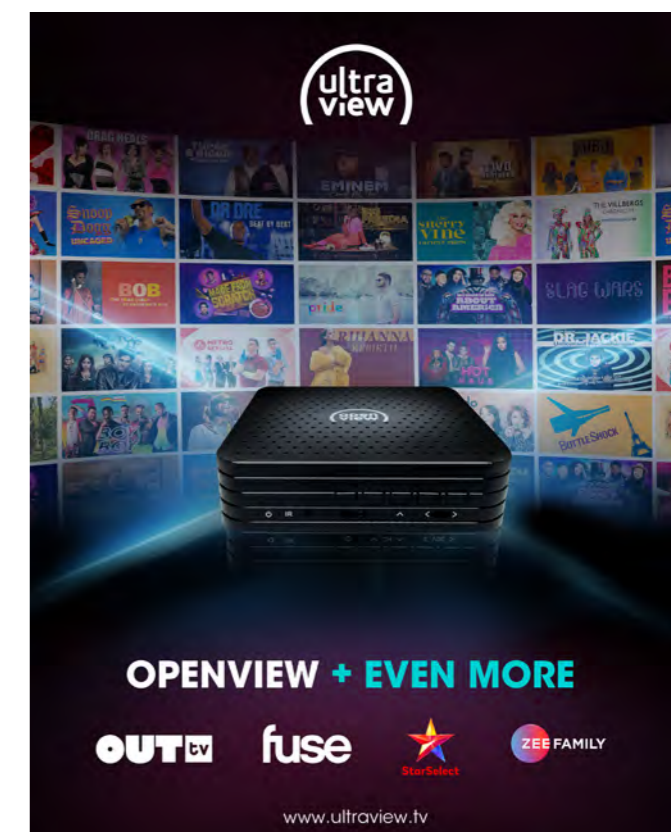
### Performance management

Through effective performance management, the company assists and supports employees in optimising their performance in their current roles and in supporting employees' ongoing development and growth.

Performance is reviewed annually against KPIs to ensure the company's strategic objectives are met and that employees achieve their goals. The Remuneration Committee works to ensure the remuneration strategy is based on a fair and responsible reward policy, which aims to attract, retain and motivate employees and Directors to achieve in line with the company's strategic objectives.

### Health, safety and wellness

Our management team emphasised health, safety and wellness, and the Group introduced programmes to proactively support employees' wellbeing, be it, physical, emotional, financial and/or legal. There is no doubt that these experiences forged stronger human connections, driving higher performance and building resilience for our team in a difficult economy and industry. Through this experience, we did not lose sight of important measures that define our progressive culture.



OUR PEOPLE STRATEGY CONTINUED



INVESTING IN OUR COMMUNITIES

The Group continues to invest in enterprise development. The Legacy series profiles entrepreneurs who are part of the HCI Club.

Contribution to South Africa's transformation

Broad-based black economic empowerment (B-BBEE)

The Group's B-BBEE performance is evaluated and consolidated at an HCI level on an annual basis. The Group is proud to have achieved a Level 2 B-BBEE rating (2022: Level 2).

The annual compliance report will be submitted and the certificate uploaded to the Group's website of which shareholders are notified via SENS once this is completed.

The following companies are included on the HCI B-BBEE certificate: eMedia Holdings, eMedia Investments, etv, eSattv, YFM, Sasani Africa, Platco Digital, eMedia Properties (previously Sabido Properties) and Media Film Service.

Under the current B-BBEE Codes of Good Practice, exempted microenterprises (EMEs) and qualifying small enterprises

The following HCI Club members advertising videos were produced by eMedia, and aired on the various etv channels during the FY2023 financial year:

	R'000
B.U.E Landscaping	4 324 761
Devor Cosmetics	9 999 000
Geotra Exporters	3 002 000
ICU Eye Care	4 786 100
Idwala Property	4 779 000
Isivuno Container	4 632 000
JC Cleaning	3 699 600
Kwame Diamonds	4 234 500
Lumley's Place	9 966 400
Magauta Designs	6 328 314
Native Nosi	4 587 000
Olympic Paints	3 994 500
Rockaville Transport	4 281 326
Shabalala Designs	2 700 513
Tsheto Leadership	2 001 000
Twasa Training	5 038 500
Tych Business Solutions	4 449 000
	<b>82 803 514</b>

(QSEs) can achieve compliance through the completion of an affidavit, provided that they meet the required black-ownership criteria. Subsidiaries that will complete affidavits include Open News and eMedia Content.

Enterprise development

The Group continues to invest in enterprise development. The Legacy series profiles entrepreneurs who are part of the HCI Club – small and medium-sized innovative businesses in South Africa using our most powerful medium, television.

The inserts provide a detailed look at the entrepreneur, the business's history and current operations. This otherwise unaffordable television airtime is offered free of charge. It allows the entrepreneurs to market their businesses to a national audience, which has benefits for sales and brand awareness and can lead to new partnerships and investments.

Spotlight on our entrepreneurs

<b>VRB Hotel Services</b>	"A very big thank you to you and your team. I got so many well-wishers and an overwhelming response from the abundance of airings. Mostly job seekers, a few SMEs and start-ups looking for advice and mentorship, some booking enquiries (which I forwarded to the hotel) and a couple of companies interested in our services. It really did save my business from total collapse. Thank you so much, I really appreciate every single thing that you and your team have done for me."  – Vinesh Karamchund, Director
<b>NQ Jewellery Design Services</b>	"What started as a small business in a back room in Soweto has become one of the biggest jewellery brands in South Africa."  Nkosi, who won the Tsogo Sun Entrepreneur of the Year Award in 2016, coming out on top among 200 SMMEs, has had businesswoman Dr Tshepo Motsepe don a pair of his earrings.

Public service announcements

At eMedia we support various non-profit organisations through on-air announcements and airtime across our channels. The below list shows the organisations which benefitted from the exposure:

Description	e.tv R	eNCA R	Openview R	Total R
Arrive Alive	1 800 000	900 000	900 000	3 600 000
Boys Town	900 000	450 000	450 000	1 800 000
Breast Health Foundation	900 000	450 000	450 000	1 800 000
Bushytails	900 000	450 000	450 000	1 800 000
Greenpeace	300 000	150 000	150 000	600 000
Guide Dog	900 000	450 000	450 000	1 800 000
Ladles of Love	1 800 000	900 000	900 000	3 600 000
We Solve Mazinga Productions	900 000	450 000	450 000	1 800 000
Physical Literacy for kids	900 000	450 000	450 000	1 800 000
Pink Drive	1 500 000	750 000	750 000	3 000 000
Reach for a Dream	430 000	200 000	200 000	830 000
Red Cross Childrens Hospital	900 000	450 000	450 000	1 800 000
Smile Foundation	1 800 000	900 000	900 000	3 600 000
Sunflower Fund	600 000	300 000	300 000	1 200 000
Tears	900 000	450 000	450 000	1 800 000
The Boucher Legacy	1 800 000	900 000	900 000	3 600 000
The Round Table	600 000	300 000	300 000	1 200 000
Tsiba University	1 800 000	900 000	900 000	3 600 000
Wildlife Fund	900 000	450 000	450 000	1 800 000
Wings 4 Life/Red Bull	1 800 000	900 000	900 000	3 600 000
				44 630 000

OUR PEOPLE STRATEGY CONTINUED



## ENTERPRISE DEVELOPMENT TESTIMONIALS

### Khomotso Ramodipa

Thank you once more for the support you guys have shown us. We had a lot of requests for our services from the advert.



### Luyanda Nsibanyoni

I just want to thank you and your team for the remarkable way in which you have captured our business. You made the whole process so seamless and easy to get through. Thank you for your patience and creative nature. I have finally seen it and absolutely love it!



### Curtis Myeki

We would like to say thank you so much for the eNCA advert that has helped our business with leads and new clients since the running of the advert. We have been so overwhelmed with people across the country calling and asking and purchasing our products and also have met with a few investors to help grow the business.

Thank you so much and we also want to thank the employees that helped put the advert together.



# CORPORATE GOVERNANCE & REMUNERATION

Ethical conduct, good corporate governance and risk governance are fundamental to the way that eMedia Holdings manages its business. Stakeholders' interests are balanced against effective risk management and eMedia Holdings' obligations to ensure ethical management and responsible control.

## In this section

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# MY GUEST TONIGHT

with  
*Annika Larsen*



# THE LAST WORD

WITH SHAHAN RAMKISSOON

# OUR LEADERSHIP

## Board CVs



**Khalik Sherrif (62)**  
*(Chief Executive Officer)*

**BA (UHDE), B.Ed, MBA, CM(SA)**

**Executive**

Khalik has well over 25 years of extensive media sales experience. He enjoyed a successful career in the radio industry – occupying various roles at Radio Lotus (rebranded Lotus FM under his tenure) and then at the broader SABC Radio Group – where he eventually became National Sales Manager. He later worked as the National Sales Manager of MultiChoice SA, before joining the eMedia Group in 2002 as the Sales and Trade Marketing Director. He became the Group's Chief Commercial Officer in 2008. Khalik was appointed to the Board on 13 November 2018 and become the Chief Executive Officer on 30 November 2018.

**Antonio Lee (50)**  
*(Financial Director)*

**BCom (Acc), PGDA, CA(SA)**

**Executive**

Antonio is the Financial Director of eMedia Holdings and Chief Financial Officer of eMedia Investments. He has 24 years' post-article experience, including 20 years' experience in the media sector. Antonio was appointed to the Board in December 2014.

**John Copelyn (73)**  
*(Chairperson)*

**BA Hons, BProc**

**Non-executive**

Johnny joined Hosken Consolidated Investments Limited (HCI) as Chief Executive Officer in 1997. Prior to this, he was a member of Parliament and General Secretary of the Southern African Clothing and Textile Workers' Union (SACTWU). He is the Chairperson of the HCI subsidiary companies Deneb Investments (Deneb) and Tsogo Sun (Tsogo) and associate company Southern Sun which are listed on the Johannesburg Stock Exchange (JSE). Johnny was appointed to the Board as a Non-executive Director in May 2005.

**TG (Kevin) Govender (52)**

**BCom Hons, BCompt Hons**

**Non-executive**

Kevin is an Executive Director at HCI. He was the Chief Financial Officer of HCI from 2001 to 2019. He was also the acting Chief Executive Officer of eMedia Holdings from 2014 to 2017. He holds directorships in numerous HCI subsidiaries including JSE-listed companies Deneb and Frontier Transport Holdings (Frontier). He is a trustee and Chairperson of the Finance Committee of the HCI Foundation (HCIF). Kevin was appointed to the Board as a Non-executive Director in October 2008.

**Yunis Shaik (65)**

**BProc**

**Non-executive**

Yunis is an Executive Director at HCI. Prior to his appointment at HCI in 2014 he was an attorney of the High Court and served as an acting judge in the Labour Court. He is a former Deputy General Secretary of SACTWU and served as a Senior Commissioner to the CCMA in KwaZulu-Natal. He is a Director of Deneb and Tsogo and Chairperson of Frontier. Yunis was appointed to the Board as a Non-executive Director in July 2018.

**Rachel Watson (64)**

**Lead independent non-executive**

Rachel retired from a managerial position at a regional broadcaster. She was previously employed at SACTWU as a Trade Union Representative and National Media Officer. She is a Director of HCI, Frontier and Tsogo and a trustee of the HCI Foundation. Rachel was appointed to the Board as an independent Non-executive Director in August 2009.

**Velaphi Elias Mphande (64)**

**Independent non-executive**

Elias was appointed as Chairperson of HCI in 2014. He was the Marketing Director of Viamax Fleet Solutions, a subsidiary of Transnet, before joining Vukani Gaming Corporation as Chief Executive Officer, until 2010. He is a Director of HCI, Tsogo and HCI Coal Proprietary Limited. He also consults for various companies in the gambling industry. Elias was appointed to the Board as an independent Non-executive Director in December 2014.

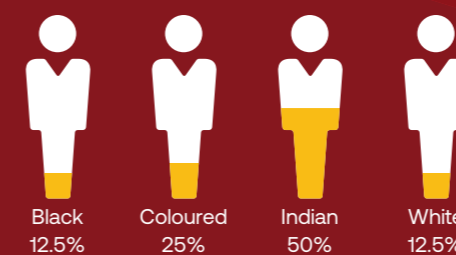
**Loganathan Govender (75)**

**BCom, CTA, CA(SA)**  
**Independent non-executive**

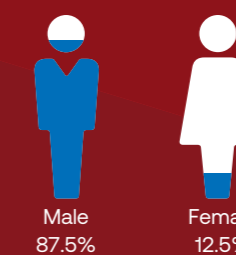
Logie manages his own auditing firm practice in Durban, which is one of South Africa's oldest black-owned auditing practices. He also serves as a Director on the Board of Frontier. Logie was appointed to the Board as an independent Non-executive Director in April 2015.



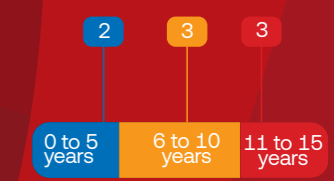
**Race diversity**



**Board composition (%)**



**Tenure**



## GOVERNANCE FRAMEWORK

### Our Board

The Board is regulated by a formal Board charter, which sets out the role of the Board and the responsibilities of the Directors. The Board maintains full and effective control over the company and is accountable and responsible for its performance.

The Board charter codifies the Board's composition, appointment, authorities, responsibilities and processes, and sets out the fiduciary duties of the Directors of the company. It provides the Board with a mandate to exercise leadership, determine the Group's vision and strategy and monitor operational performance.

### Composition of the Board

The composition of the Board comprises a balance of power, with a majority of Non-executive Directors, the majority of the latter being independent.

The Board currently comprises two executive Directors and six non-executive Directors, three of whom are classified as independent. The composition of the Board reflects the need to protect the interest of all stakeholders as well as the demographics of the country. The majority of the Board members are previously disadvantaged individuals as defined in the Employment Equity Act.

### Gender diversity

The Board has adopted a policy on gender diversity at Board level and agreed on voluntary targets. The Board is currently represented by 13% female members, all of who are women from previously disadvantaged backgrounds. The Group remains committed to achieve their target of 25%.

### Race diversity

The Board has adopted a policy on race diversity at Board level. The voluntary target was set at a majority of members being people from previously disadvantaged backgrounds. 87.5% of the members of the Board are people from previously disadvantaged backgrounds.

## OUR APPROACH TO GOVERNANCE AND ETHICS

Ethical conduct, good corporate governance and risk governance are fundamental to the way that eMedia Holdings manages its business. Stakeholders' interests are balanced against effective risk management and eMedia Holdings' obligations to ensure ethical management and responsible control.

The Directors, Officers and Senior Management of eMedia Holdings and its subsidiaries remain committed to a high level of corporate governance and endorse the Code of Corporate Practices and Conduct as enshrined in King IV™.

The Group recognises that sound corporate governance practices enhance shareholder value and by conducting the Group's affairs with integrity, this will ensure the long-term sustainability of the business.

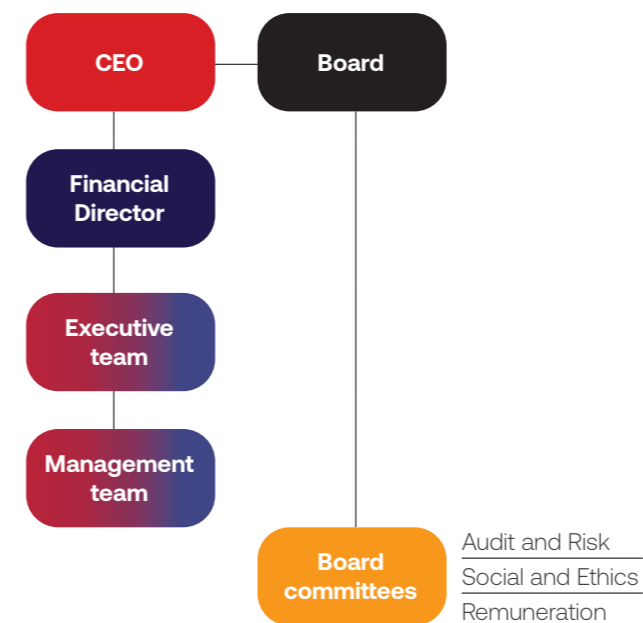
responsibilities. In line with King IV™, all Board committees comprise only of members of the Board but appropriate personnel are also invited to the meetings as required.

All committees are empowered to obtain such external or other independent professional advice as they consider necessary to carry out their duties. These committees play an important role in enhancing good corporate governance and improving internal controls and consequently the company's performance.

Each Board Committee acts according to written terms of reference, approved by the Board and reviewed annually, setting out its purpose, membership requirements, duties and reporting procedures.

Each of the company's major subsidiaries has established Board and committee structures which submit regular reports to the company.

### Governance structure



### Audit and Risk Committee

- L Govender – Chairperson of the Audit and Risk Committee
- VE Mphande
- RD Watson
- NJ Williams has a permanent invite to these meetings and is an Independent Director of eMedia Investments Proprietary Limited

### Social and Ethics Committee

- RD Watson – Chairperson of the Social and Ethics Committee
- JA Copelyn
- L Govender
- HJ Carse has a permanent invite to these meetings and is an Independent Director of eMedia Investments Proprietary Limited
- eMedia Holdings Remuneration Committee

### Remuneration Committee

- RD Watson – Chairperson of the Remuneration Committee
- JA Copelyn
- VE Mphande
- HJ Carse has a permanent invite to these meetings and is an Independent Director of eMedia Investments Proprietary Limited

### The roles of the Chairperson and Chief Executive Officer are separated

To uphold their independence and integrity, Directors disclose all material interests as and when they arise. A list of Directors' interests is tabled annually.

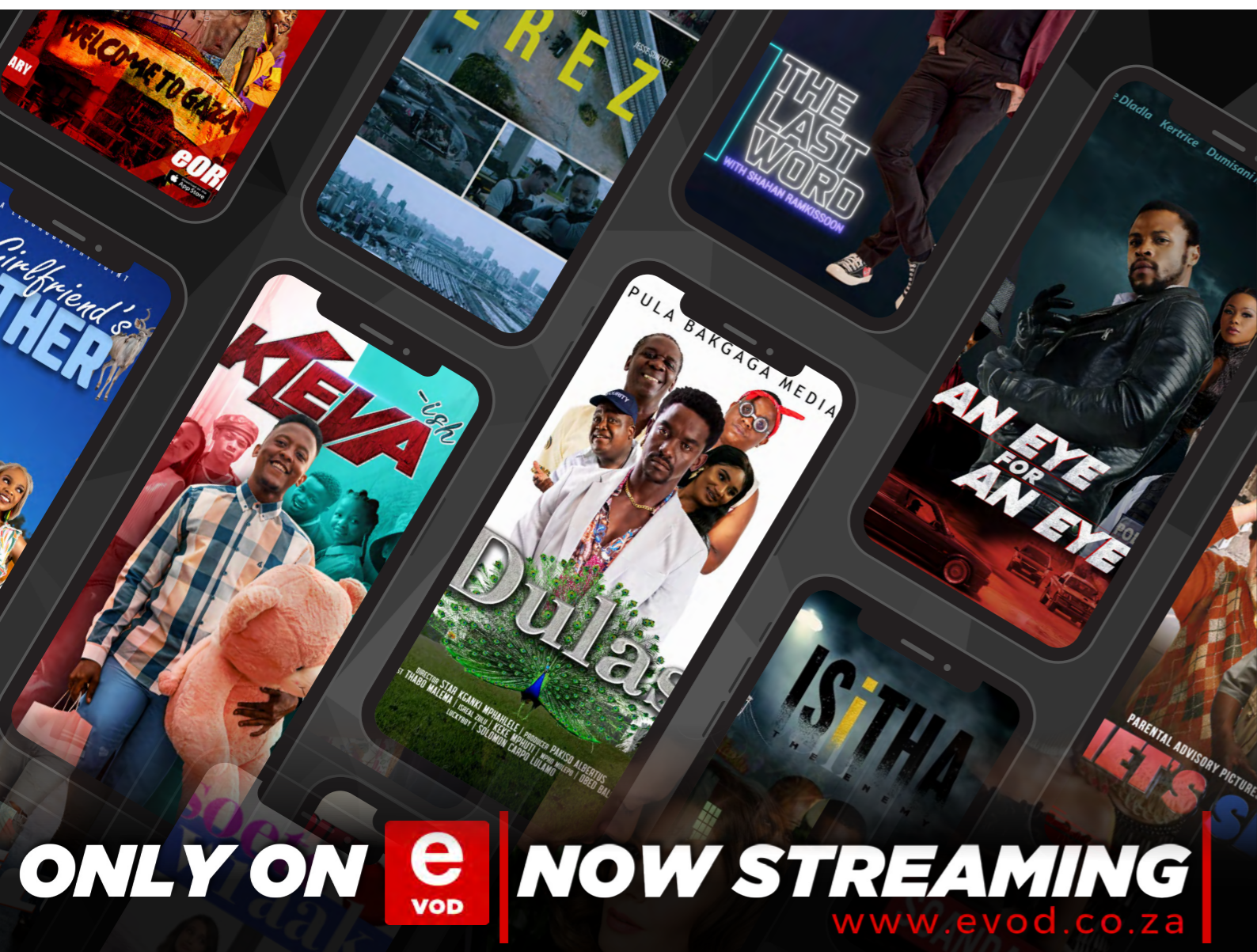
The Directors are entitled to seek independent professional advice at the company's expense concerning the company's affairs and have access to any information they may require in discharging their duties as Directors. Seminars, workshops and lectures by leading experts in their field are given on an ongoing basis to Directors to assist in their duties.

### Board committees

Three Board committees and an Executive Committee have been established to assist the Board in discharging its

### Board members and meeting attendance

During the year eMedia Holdings held four Board meetings. The Directors are comprehensively briefed in advance of the meetings and are provided with the necessary information to enable them to discharge their responsibilities. Individual Directors' attendance at the eMedia Holdings Board meetings are set out in the table on the next page.





OUR APPROACH TO GOVERNANCE AND ETHICS CONTINUED

	Board	Audit and Risk Committee	Social and Ethics Committee	Remuneration Committee
TG Govender	(4/4)	(3/3)	(2/2)	(2/2)
Y Shaik	(4/4)	(3/3)	(2/2)	(2/2)
AS Lee	(4/4)	(3/3)	(2/2)	(2/2)
MKI Sherrif	(4/4)	(3/3)	(2/2)	(2/2)
JA Copelyn	(4/4)	(3/3)	(2/2)	(2/2)
VE Mphande	(4/4)	(3/3)	(2/2)	(2/2)
L Govender	(4/4)	(3/3)	(2/2)	(2/2)
RD Watson	(4/4)	(3/3)	(2/2)	(2/2)

Company secretary

HCI Managerial Services was the appointed company secretary of the Group for the reporting period.

The company secretary is appointed by the Board in terms of the Companies Act and in accordance with JSE Listings Requirements. The company secretary is not a Director of the company. The Board has assessed the company secretary and is satisfied that the appointee has the competence, qualifications and experience to effectively fulfil the role of the company secretary.

The company secretary provides support and guidance to the Board in matters relating to governance, ethical conduct and fiduciary duties. Where required, the secretary facilitates induction and training for Directors and coordinates the annual Board evaluation process. Directors have unrestricted access to the advice and services of the company secretary while maintaining an arm's length relationship between the Board and the company secretary.

Dealing in the company's securities

eMedia Holdings complies with the continuing obligations of the Listings Requirements of the JSE. A Group-wide Share Trading Policy is in place whereby all Directors and employees who have access to financial results and other price-sensitive information are prohibited from dealing in eMedia Holdings shares during certain prescribed restricted periods as defined by the JSE, or when the company is operating under a cautionary announcement. The company secretary regularly disseminates written notices to inform these employees of the insider trading legislation and advice of closed periods. All Directors and Senior Executives are required to obtain written clearance prior to the dealing in shares of the company and to report all share dealings to the company secretary, to ensure that all such dealings are disclosed in terms of the applicable JSE Listings Requirements.

Conflict of interest

The Directors are required to avoid situations where they have direct or indirect interests that conflict with the Group's interests. Procedures are in place for disclosure by Directors of any potential conflicts and for appropriate authorisation to be sought if conflict arises.

Compliance with laws, codes and standards and licence conditions

eMedia Holdings respects and complies with the laws of the countries in which it operates. The Group has identified three critical legislative areas which are material to the company. They deal with compliance with our broadcast licence, human capital management and safety in the workplace.

e.tv's broadcast licence places these obligations on the broadcaster: employment equity, skills development, language diversity, local content, general programming, information programming, news and current affairs programming, children's programming and advertising limitation.

The company has strong and established processes which ensure that all obligations specified in the company's licence conditions are met. Quarterly compliance reports are produced to ensure that targets are met. This allows for any necessary adjustments to be made before submission to the Independent Communications Authority of South Africa.

With regard to laws governing the employer/employee relations and health and safety, the company has formulated policies and delegated responsibility to designated employees to monitor and ensure compliance with the various Acts.

Disclosures

To ensure shareholder parity, eMedia Holdings ensures that accurate and timely disclosure of information that may have a material effect on the value of the securities or influence investment decisions, is made to all shareholders. The company publishes details of its corporate actions and performance via the Stock Exchange News Service (SENS) and the main South African daily newspapers. The company maintains a website through which access is available to the broader community on the company's latest financial, operational and historical information, including its annual report.

Governance of information technology

Due to the inherent risks in information technology, King IV™ has recommended that the Board of Directors be responsible for the assessment, implementation and monitoring of information technology (IT) within the company. As a media investment company and with the convergence of broadcasting and IT, IT governance is critical to governance procedures.

IT governance is a standing item on the Audit and Risk Committee agenda, with the head of information technology for e.tv, eNCA and Platco reporting to the committee on a quarterly basis. An annual external audit evaluates IT in terms of governance. This ensures that policies and procedures are current, relevant and implemented. In addition to the annual external audit there are also internal audits conducted during the year.

The shift away from traditional broadcasting equipment towards information technology infrastructures means that all IT equipment, as related to broadcast infrastructure is purchased with a five-year maintenance warrantee. This ensures that resources are readily available in the event of failure.

With regards to the delivery of television channels for broadcast, the companies use both fibre and satellite delivery mechanisms with the consideration of redundancy always considered.

REPORT OF THE AUDIT AND RISK COMMITTEE

Role and mandate

Functions of the Audit and Risk Committee

The Audit and Risk Committee is formally established as an independent statutory committee in terms of section 94(2) of the Companies Act, 71 of 2008, as amended (the Companies Act). The committee oversees audit and risk matters for all the subsidiaries of eMedia Holdings, as permitted by section 94(2)(a) of the Companies Act.

The Audit and Risk Committee fulfils an independent oversight role regarding the Group's financial statements and the reporting process, including overseeing and evaluating appropriate financial reporting procedures applicable to the Group and all the entities within the Group together with the system of internal financial control, with accountability to both the Board and to shareholders. The committee's responsibilities include the statutory duties prescribed by the Companies Act, recommendations by King IV™ and additional responsibilities assigned by the Board.

The committee is satisfied that, in respect of the financial period under review, it has performed all the functions required by law to be performed by an Audit and Risk Committee, including as set out by section 94 of the Companies Act and in terms of the committee's terms of reference and as more fully set out in the corporate governance report. In this connection the committee has:

- Reviewed the interim, provisional and year-end financial statements, culminating in a recommendation to the Board to adopt them
- Reviewed legal matters that could have a significant impact on the Group's financial statements
- Reviewed the external audit reports on the annual financial statements
- Verified the independence of the external auditor as per section 92 of the Companies Act and accordingly nominates BDO South Africa Incorporated to continue in office as the independent auditor and noted the appointment of Mrs KA Luck as the designated auditor for 2023. The committee has recommended the reappointment of Mrs KA Luck as the designated registered auditor for the 2024 financial year
- Approved the audit fees and engagement terms of the external auditor
- Determined the nature and extent of allowable non-audit services and approved the contract terms for the provision of non-audit services by the external auditor
- The committee has satisfied itself that BDO South Africa Incorporated, the external auditor, and Mrs KA Luck, the designated auditor, are independent of the company and of the Group

The Audit and Risk Committee has reviewed sections 3, 8, 13, 15 and 22 and Schedule 8 of the JSE Listings Requirements and, based on the amended requirements of the JSE accreditation of auditors, effective 15 October 2017, confirms that:

- The audit firm has met all the criteria stipulated in the requirements, including that the audit regulator has completed

- a firm-wide independent quality control (ISQC 1) inspection on the audit firm during its previous inspection cycle
- The auditors have provided to the Audit and Risk Committee, the required IRBA inspection decision letters, findings report and proposed remedial action to address the findings, both at the audit firm and the individual auditor level
- Both the audit firm and the individual auditor understand their roles and have the competence, expertise, experience and skills required to discharge their specific audit and financial reporting responsibilities
- Expertise and experience of the Financial Director and finance function
- During the period under review, the committee considered the expertise and experience of the Financial Director, Antonio Lee CA(SA), and is satisfied that, in terms of section 3.84(h) of the JSE Listings Requirements, the Financial Director has the appropriate skills, expertise and experience to meet the responsibilities of the position. The committee has also, in terms of King IV™, assessed the expertise of the finance function and the committee is satisfied that the finance team has the required and adequate skills to perform their duties

Internal audit

- The Group has appointed GRIPP Advisory Proprietary Limited to perform the internal audit function
- Where appropriate, subsidiaries and/or departments are assessed, with quarterly reports made available and discussed at the eMedia Holdings Audit and Risk Committee meetings

Risk management and internal control

- The Board acknowledges that it is accountable for the process of risk management and the system of internal control of the Group
- The Group operates in a highly regulated environment. Where necessary, Compliance Officers have been appointed at each of the Group's key operating subsidiaries and associated company levels for ensuring adherence to the various Acts and codes that govern the day-to-day operations. Each of the Group's companies has its own Board of Directors responsible for the management, including risk management and internal control, of that company and its business
- The Financial Director, Antonio Lee CA(SA), oversees risk management for eMedia Holdings. Given the changing landscape of broadcasting and media in South Africa, eMedia Holdings realises that enterprise-wide risk management adds value to the robustness and sustainability of an organisation. It improves communication, enhances risk awareness as well as risk mitigation processes. The Group utilises the Committee of Sponsoring Organisations of the Treadway Commission's (COSO) risk management methodology to assess the Group's risk appetite versus the cost of risks. The COSO framework allows organisations to develop cost-effective systems of internal control to achieve important business objectives. At least four times a year, the Audit and Risk Committee documents and reports risks that are apparent and arising

## REPORT OF THE AUDIT AND RISK COMMITTEE CONTINUED

- Through thorough consultation with the Board, the risk appetite and risk-bearing capacity for eMedia Holdings is defined
- A full risk assessment is conducted annually with quarterly updates and reports to the Audit and Risk Committee. eMedia Holdings finds it imperative to ensure that risk management becomes inducted into daily activities which lead to a sustainable risk-aware culture

### Recommendation of the annual financial statements

The committee has evaluated the annual financial statements of eMedia Holdings Limited and the Group for the period ended 31 March 2023 and based on the information provided to the committee, it recommends the adoption of the annual financial statements by the Board.

### Activities and areas of focus areas

#### The Audit and Risk Committee's terms of reference are formalised in a charter which is reviewed annually

During the year under review, the Audit and Risk Committee conducted its affairs in accordance with the charter and discharged its responsibilities as required by the charter, the Companies Act, the material requirements of King IV™ IFRS, the JSE Listings Requirements and the organisation's Memorandum of Incorporation.

Considered the JSE's most recent report on the proactive monitoring of financial statements, and where necessary, those of previous periods. The committee has taken appropriate action to respond to the findings as highlighted in the JSE's report when preparing the annual financial statements for the year ended 31 March 2023.

The Audit and Risk Committee has pleasure in submitting this report in respect of the past financial year of the Group, as required by section 94 of the Companies Act.

### Meetings

#### Audit and Risk Committee members and meeting attendance

The Audit and Risk Committee consists of three independent Non-executive Directors, elected by the shareholders of eMedia Holdings.

Audit and Risk Committee meetings are held at least four times a year as required by the charter.

The Financial Director and the Group Financial Manager attend the meetings as permanent invitees, along with external audit and the outsourced internal audit. Other Directors and members of management attend as required.

### Private meetings

Audit and Risk Committee agendas provide for private meetings between the committee members and the external auditors which are regularly held.

### Committee performance

#### Audit and Risk Committee evaluation

As part of the annual evaluation, the performance of the Audit and Risk Committee and its members was assessed and found to be satisfactory. In addition, members were assessed in terms of the independence requirements of King IV™ and the Companies Act. All members of the committee continue to meet the independence requirements.

### Key focus areas

#### Key audit matters

- Impairment assessment in respect of goodwill, marketing-related and contract-based intangible assets
  - The committee reviewed the impairment tests performed by management. The value-in-use calculations and assumptions were considered together with the external auditor's opinion on these calculations. The committee is satisfied that goodwill, marketing-related and contract-based intangible assets is not impaired
- Assessment of economic useful lives and impairment indicators relating to distribution rights
  - The committee reviewed the assessment performed by management. The assumptions were considered together with the external auditor's opinion on these calculations
  - The committee is satisfied with the write-off processed for the year and comfortable that no further write-offs are necessary
- Assessment of the valuation of programming rights
  - The committee reviewed the assessment performed by management. The assumptions were considered together with the external auditor's opinion on these calculations
  - The committee is satisfied with the write-off processed for the year and comfortable that no further write-offs are necessary

*Loganathan Govender*

#### Loganathan Govender

Chairperson: Audit and Risk Committee

26 July 2023

## REPORT OF THE SOCIAL AND ETHICS COMMITTEE

### Role and mandate

The committee reports back to the Board of eMedia Holdings and all decisions taken are decided by the Board of Directors. The Social and Ethics Committee's mandate as set out in its terms of reference is aligned to its statutory responsibilities. The Social and Ethics Committee monitors and guides the company with regard to:

- Social and economic development, including the company's standing in terms of the goals and purposes of:
  - The 10 principles set out in the United Nations Global Compact Principles
  - The Organisation of Economic Co-operation and Development recommendations regarding corruption;
  - The Employment Equity Act
  - The Broad-Based Black Economic Empowerment Act
- Good corporate citizenship including:
  - Promotion of equality, prevention of unfair discrimination and reduction of corruption
  - Contribution to development of the communities in which its activities are conducted or within which its products or services are marketed
  - Record of donations, sponsorships and charitable giving
- Environment, health and public safety, including the promotion of Environmental Policies that relate to the activities where the Group has its most significant environmental impacts
- Consumer relationships, including the company's advertising, public relations and compliance with consumer protection laws
- Labour and employment, including the company's standing in terms of its support of the four strategic objectives in respect of the International Labour Organisation Protocol on decent work and working conditions
- The company's employment relationships and its contribution toward the educational development of its employees
- Reporting to the Board on matters discussed at the committee meetings, and making the necessary recommendations to assist the Board in making the required decisions

### Committee composition

#### Committee members:

- At year-end, the Social and Ethics Committee consisted of RD Watson (Chairperson)
- JA Copelyn and L Govender
- HJ Carse has a permanent invitee to these meetings and is an Independent Director of eMedia Investments.

The composition of the committee includes a number of personnel within the company who are the drivers of the underlying functions of the committee. The personnel have been invited to join the meetings the invitees do not have voting powers.

*RD Watson*

#### RD Watson

Chairperson: Social and Ethics Committee

26 July 2023

# REPORT OF THE REMUNERATION COMMITTEE

## Role and mandate

This committee is primarily responsible for overseeing the remuneration and incentives of the Executive Directors and Executive Management.

It takes cognisance of local best remuneration practices in order to ensure that such total remuneration is fair and reasonable to both the employee and the company. The committee utilises the services of independent remuneration consultants to assist in providing guidance on the remuneration for Executive Management. The Group's remuneration philosophy strives to reward employees in a fair, transparent and responsible way which ensures a culture of high performance to deliver returns to shareholders through employees who are motivated, engaged and committed. This philosophy's intended consequence is to attract, retain and develop employees with scarce and critical skills who contribute to sustained business growth and are aligned with the strategic and operational requirements of the business.

The functions and mandates of the Remuneration Committee include:

- Making recommendations to the Board on Directors' fees and the remuneration and service conditions of Executive Directors, including the Chief Executive Officer
- Providing a channel of communication between the Board and management on remuneration matters
- Reviewing the Group's Remuneration Policies, practices and proposals, to change these and to make recommendations in this regard to the Board
- Reviewing and approving the terms and conditions of Executive Directors' employment contracts, considering information from comparable companies
- Determining and approving any grants to Executive Directors and other senior employees made pursuant to the company's employee share option scheme
- Reviewing and approving any disclosures in the annual report or elsewhere on Remuneration Policies or Directors' remuneration

## Committee composition

### Committee members:

- At year-end, the Remuneration Committee consisted of RD Watson (Chairperson)
- JA Copelyn and VE Mphande
- HJ Carse is an Independent Director of eMedia Investments and is a permanent invitee to this committee

Members of the committee are Non-executive Directors with the majority of the members being independent.

In line with the recommendations of King IV™ the Chief Executive Officer attends the meetings of the committee at the request of the committee but recuses himself from the meeting before any decisions are made.

## Remuneration Policy

Executive Directors earn a basic salary which is determined by independent remuneration consultants and escalate in line with inflation for their contracts.

Bonuses payable are purely discretionary and are determined annually after reviewing the performance of the Group and its subsidiaries. This bonus is based on a multiple of the Directors monthly remuneration as decided by the Board and Remuneration Committee.

In the current year, the long-term incentive programme that links to the overall year-end performance of the Group was implemented. The bonus payable is calculated for each Director based on a multiple linked to the profit after tax made by the Group. This bonus is only payable if the Director is still employed by the Group at the time of payment.

At each reporting period, the bonus payable is calculated and reviewed by the committee and signed off by the Group's auditors before payment is made.

Non-executive Directors earn a basic fee which is in line with companies of a similar size. These fees escalate annually in line with inflation and are reviewed every three years by an independent remuneration consultant. Directors can earn up to a maximum of 50% of their Board fees by serving on the committees responsible to the Board of Directors. Non-executive Directors do not receive short-term incentives and do not participate in any long-term incentive schemes.

In the event that the non-binding resolution advisory resolution in respect of the company's remuneration report or its Remuneration Policy, as summarised in this report, is voted against by 25% or more of votes cast at the Annual General Meeting, the Board will seek to engage directly with the disapproving shareholders in order to contemplate the reasons for dissent and implement corrective action, if it deems fit.

Position	Current fee (excl VAT) R'000	Proposed fee (excl VAT) R'000
Non-executive Director	153.50	164.10
Member of Audit Committee	60.65	64.83
Member of Remuneration Committee	57.23	61.20
Member of Social and Ethics Committee	Nil	Nil

## Directors' emoluments

	Salary R'000	Bonus R'000	Retirement and medical contributions R'000	Share options R'000	Directors' fees R'000	Other benefits* R'000	Total R'000
<b>For the year ended 31 March 2023</b>							
<b>Executive Directors**</b>							
MKI Sherrif	6 412	13 431	418	–	–	144	20 405
AS Lee	5 120	7 575	340	–	–	115	13 150
<b>Non-executive Directors</b>							
JA Copelyn (Chairman)	8 623	6 467	–	7 045	–	–	22 135
TG Govender	2 244	1 459	–	3 193	–	–	6 896
Y Shaik	4 455	2 896	–	3 019	–	–	10 370
L Govender	–	–	–	–	418	–	418
VE Mphande	–	–	–	–	1 415	–	1 415
RD Watson	–	–	–	–	1 494	–	1 494
Paid by Hosken Consolidated Investments Limited's subsidiaries not in the eMedia Holdings Group	(15 322)	(10 822)	–	(13 257)	(2 585)	–	(41 023)
	<b>11 532</b>	<b>21 006</b>	<b>758</b>	<b>–</b>	<b>742</b>	<b>259</b>	<b>34 297</b>
<b>For the year ended 31 March 2022*</b>							
<b>Executive Directors**</b>							
MKI Sherrif	5 964	4 346	389	–	–	190	10 889
AS Lee	4 763	2 358	317	–	–	139	7 577
<b>Non-executive Directors</b>							
JA Copelyn (Chairman)	8 158	4 589	–	7 075	–	–	19 822
TG Govender	2 123	1 035	–	3 257	–	–	6 415
Y Shaik	4 215	2 055	–	3 027	–	–	9 297
L Govender	–	–	–	–	397	–	397
VE Mphande	–	–	–	–	824	–	824
RD Watson	–	–	–	–	1 222	–	1 222
Paid by Hosken Consolidated Investments Limited's subsidiaries not in the eMedia Holdings Group	(14 496)	(7 679)	–	(13 359)	(1 737)	–	(37 271)
	<b>10 727</b>	<b>6 704</b>	<b>706</b>	<b>–</b>	<b>706</b>	<b>329</b>	<b>19 172</b>

\* Consist of statutory contributions and other company contributions.

\*\* There is no distinction made in the remuneration packages of Executive Directors for services as Directors and services for carrying on the business of the Group.

*RD Watson*

**RD Watson**

Chairperson: Remuneration Committee

26 July 2023

## SECTOR: KING IV™ – APPLICATION REGISTER

### Principle 1:

#### The governing body should lead ethically and effectively.

The Board of Directors (the Board) endorses a Code of Ethics based on the organisation's five core values of honesty, integrity, mutual respect, accountability and professionalism. The Code of Ethics is a cornerstone for the long-term strategy of the organisation and affirms the way the organisation conducts its business and embodies the standards that the Board has set for itself and for the Group.

In pursuit of strategic objectives and positive outcomes for stakeholders, the Board exhibits, both collectively and individually, characteristics of integrity, competence, responsibility, accountability, fairness and transparency. Through the approved Board charter, which outlines various roles and responsibilities, Board members hold each other accountable for decisions made and ensure that stakeholders' interests are balanced against effective risk management and eMedia Holdings' obligations. This ensures that ethical management and responsible control is inherent within the Group.

### Principle 2:

#### The governing body should govern the ethics of the organisation in a way that supports the establishment of an ethical culture.

The Group's Code of Ethics has clearly defined values which all employees are expected to abide by. The Board determines values which encourage an ethical environment of fairness and transparency. They have delegated the authority to management to promote the Code of Ethics, however the Board remains ultimately responsible for the ethics of the Group.

The Group's Code of Ethics is principle-based. This enables employees to navigate situations conscientiously, as, opposed to being governed by a set of stringent rules that must be implemented and monitored.

eMedia Holdings consider ethical conduct, good corporate governance, risk governance and fair remuneration fundamental to a well-run business.

eMedia Holdings sees itself as a good corporate citizen in all its financial matters. This is illustrated by having received unqualified audit opinions since its inception with no fraud or allegations of fraud being identified.

### Principle 3:

#### The governing body should ensure that the organisation is and is seen to be a responsible corporate citizen.

The Board constantly ensures the protection, investment and enhancement of the economy, environment and society in which the Group operates.

As the owner of some of South Africa's leading channels, eMedia Holdings is in the unique position to use its media

platforms to support non-profit organisations that do important work and raise awareness around important social issues at a national level.

eMedia Holdings is committed to broad-based black economic empowerment and undergoes an annual verification. Part of the Group's commitment to empowerment is evidenced through the promotion of small and medium sized enterprises on its television channels.

The Group also participates in the voluntary Carbon Disclosure Project to monitor the impact its businesses have on the environment and attempt to reduce this impact annually.

The Board ensures that the company is a responsible corporate citizen, by complying with Constitution of SA, relevant laws and regulations, and where applicable, leading practices and standards.

### Principle 4:

#### The governing body should appreciate that the organisation's core purpose, its risks and opportunities, strategy, business model, performance and sustainable development are all inseparable elements of the value creation process.

The Board is cognisant of and appreciates the interdependent and interrelated elements of the value creation process. As such, the Board ensures that the organisation's core purpose, its risks and opportunities, strategy, business model, performance and sustainable development are given sufficient attention for the long-term sustainability of the Group.

The Board ensures that its strategy is aligned with the purpose of the Group, the value drivers of its business and the legitimate interests and expectations of its stakeholders.

As an investment holding company, the Board is actively involved in discussing, reviewing and ultimately approving the acquisition of new business units or the disposal of investments.

The Board continually reviews the resources available to execute its strategy. Resources, include, inter alia, financial resources, processes, systems, infrastructure, intellectual property, positioning, related assets and employees, which support its value chain. The Board takes account of the legitimate expectations of its stakeholders in its decision-making, keeping the best interests of the Group in mind.

Strategy is translated into key performance and risk areas (including but not limited to, finance, ethics, compliance and sustainability) and the associated performance and risk measures are identified and clear. All strategies implemented will have both positive and negative consequences on social and environmental conditions depending on the various advocacy groups which reflect the underlying value differences of the Group. However, the company continues to monitor and assess the risk, including the reputational risk, when determining strategy.

### Principle 5:

#### The governing body should ensure that reports issued by the organisation enable stakeholders to make informed assessments of the organisation's performance, and its short, medium and long-term prospects.

The Group has controls in place which has enabled it to verify and safeguard the integrity, being accuracy and reliability, of its integrated annual report. The Board ensures that the reporting framework complies with the Companies Act of 2008, as amended, and the JSE's Listings Requirements.

The Board reviews the provisional results, interim results, integrated annual report and annual financial statements to ensure that all the reporting requirements are sufficiently met, in terms of both legality and relevance of information to a diverse group of stakeholders. The Board, via its committees, is responsible for the integrity and transparency of all reports and circulars that are published and distributed to stakeholders.

### Principle 6:

#### The governing body should serve as the focal point and custodian of corporate governance in the organisation.

The Board is the focal point and custodian of corporate governance. The Board, on an annual basis, reviews and approves its charter, as well as all committee mandates and terms of reference.

### Principle 7:

#### The governing body should comprise the appropriate balance of knowledge, skills, experience, diversity and independence for it to discharge its governance role and responsibilities objectively and effectively.

The Board has assumed responsibility, in line with the Board charter, for the composition of the Board by ensuring independence, diversity, gender parity, experience, skills, knowledge and resources to effectively discharge its governance role and responsibilities and carry out all its duties. This ensures that the number of Directors and diversity of those on the Board is sufficient. The Board is satisfied that there is an appropriate balance of knowledge, skills, experience, diversity and independence for it to discharge its governance role and responsibilities objectively and effectively.

The Board comprises seven members, including two Executive Directors and five Non-executive Directors, of whom three are independent Non-executive Directors. As per the rules of the JSE and the Companies Act of 2008, the Board has a sufficient number of Independent Directors to appoint to the Board committees and make up a quorum at the meetings. The Board is experienced in legal, financial, media,

labour relations and business sectors. The Board is chaired by Mr John Copelyn, a Non-executive Director, who is not a former CEO of the company. There is a clear division of responsibilities between the Chairman and Chief Executive Officer as a formal role description exists for the chairperson.

Ms Rachel Watson is the lead Independent Director and will chair meetings in the event that Mr John Copelyn is absent.

One-third of the Board, including Executive Directors, is elected by shareholders on a rotational basis. Furthermore, Directors appointed to the Board during the course of the year retire as Directors of the company and stand for election by shareholders in accordance with the Companies Act of 2008, as amended.

The Board does not have a Nomination Committee, all new candidates are vetted and approved by the Board.

The Board has applied its mind and has determined, that in line with the Companies Act and King IV™, the Independent Directors, and those Non-executive Directors that have served for more than nine years, are not unduly influenced by any relationship which will cause bias in their decision-making, and which is not in the best interest of the company.

The company considers itself as an outstanding example in relation to B-BBEE. It is both owned by more than 50% of PDI shareholders and its Board is representative of this status. The composition of the Board is 87.5% people of colour.

### Principle 8:

#### The governing body should ensure that its arrangements for delegation within its own structures promote independent judgement, and assist with the balance of power and the effective discharge of its duties.

The Board ensures that suitable candidates are appointed to the audit and risk, Remuneration and Social and Ethics Committees to achieve the objectives of the Board committees. The overall role and associated responsibilities and functions of the committees are included, where necessary, in a terms of reference.

All members of the Board of the Group as well as the committees of the Board have access to resources and information and may request information directly from management on matters of interest to the Board.

If required, the Directors may take independent advice. Each Board Committee is chaired by a different Non-executive Director of the Board. The Board of the company consists of five Non-executive Directors which allows for a balanced distribution of power in respect of membership across committees, so that no individual can dominate decision-making, no individual has unfettered powers and no undue reliance is placed on any individual.

## SECTOR: KING IV™ – APPLICATION REGISTER CONTINUED

### Principle 9:

**The governing body should ensure that the evaluation of its own performance and that of its committees, its chair and its individual members, support continued improvement in its performance and effectiveness.**

The Board of Directors assumes responsibility for the evaluation of its own performance, its chair, its individual members and that of its committees.

The Board has agreed that the assessments are best conducted by dialogue between all the Board members in a transparent and open manner at the Board meetings.

The Audit Committee completes written assessments of the committee, the Finance Director and the finance team as well as of the external auditors, which are submitted to the company secretary for review. An assessment of the internal auditor has not yet been conducted.

The Chairman's ability to add value, his performance against what is expected of his role and function is assessed every year by the Board.

The Board determines the role, functions, duties and performance criteria for the Directors on the Board and Board committees which serve as a benchmark for performance appraisal.

The Remuneration Committee reviews and assesses the results of the company and gauges them against set targets and the action plan as approved previously by the Board.

The Board of the Group is satisfied that the manner of its evaluation process leads to improvements in its performance and effectiveness.

### Principle 10:

**The governing body should ensure that the appointment of, and delegation to, management contribute to role clarity and the effective exercise of authority and responsibilities.**

The Board has set the direction and parameters for the powers which are to be reserved for itself, and those that are to be delegated to management via the CEO. The CEO is responsible for leading the implementation and execution of approved strategy, policy and operational planning, and serves as the chief link between management and the Board. There is at present no formal succession plan for the CEO.

The CEO and FD oversee that key management functions are headed by individuals with the necessary competence and authority as delegated by the Board and have been authorised to ensure that key management functions are adequately resourced. The Board of Directors of the underlying investments contributes to decisions regarding senior executive appointments in their specific operations.

The Board is satisfied that the delegation of the authority framework contributes to role clarity and the effective exercise of authority and responsibility within the company.

The company secretarial department is managed by a fellow of the Institute of Chartered Secretaries, who is empowered and authorised to provide corporate governance services to the Board and management effectively.

The role and function of the company secretary is in accordance with section 88 of the Companies Act of 2008. A resolution confirming the appointment of the company secretary by the Board of Directors is in place. The company secretary has unfettered access to the Board (and vice versa) but, for reasons of independence, maintains an arm's length relationship with it and its members; accordingly, the company secretary is not a member of the Board. The performance and independence of the company secretary is evaluated annually by the Board.

### Principle 11:

**The governing body should govern risk in a way that supports the organisation in setting and achieving strategic objectives.**

The Board's responsibility for risk governance and risk management processes is expressed in the Board charter. As an investment holding company, eMedia Holdings continuously considers the risk and opportunities related to its current portfolio as well as future investments. This process, which is integral to the manner the company makes decisions, is led by the Executive Committee and supported by the Audit and Risk Committee and the Board.

The Board monitors that risks taken are within the risk tolerance and appetite levels. The Audit and Risk Committee reviews the risk management progress and maturity of the company, the effectiveness of risk management activities, the key risks facing the company, and the responses to these key risks.

The Audit and Risk Committee reviews quarterly risk management reports, discussing the key risks facing the company and the responses to address these key risks.

### Principle 12:

**The governing body should govern technology and information in a way that supports the organisation in setting and achieving strategic objectives.**

The Board assumes the responsibility for the governance of IT. The Audit and Risk Committee reviews IT governance on a quarterly basis through reports presented to the committee by the head of information technology. IT Policies have been rolled out across the Group and compliance thereto is monitored on an ongoing basis.

### Principle 13:

**The governing body should govern compliance with applicable laws, and adopted non-binding rules, codes and standards in a way that supports the organisation being ethical and a good corporate citizen.**

The Group's major subsidiaries work within a regulated broadcasting environment. Complying with legal requirements and licence conditions is critical to the sustainability of the business. The Social and Ethics Committee has been mandated to monitor the effectiveness of compliance to legal and broadcast licence regulations in the Group.

The Social and Ethics Committee receives compliance reports at each meeting from the head of regulatory and strategy. This monitoring of compliance is a systematic and ongoing process ensuring a compliance framework that is effective and that any associated risks and/or breaches in compliance are effectively managed and mitigated.

The Board is aware and understands that the promotion of a culture of compliance within the Group reduces the risk of violating the rules and regulations that govern the company. The process of compliance can, furthermore, remedy any breach that may have occurred.

The Board is further satisfied that the company has met the requirements of the Companies Act, 71 of 2008 as amended, and the Listings Requirements of the JSE Limited. Compliance with all relevant laws, regulations, accepted standards or codes is integral to the Group's risk management process and is monitored on a continuous basis. As in previous years there has been no major non-compliance by, or fines or prosecutions against, the Group during the year under review.

### Principle 14:

**The governing body should ensure that the organisation remunerates fairly, responsibly and transparently so as to promote the achievement of strategic objectives and positive outcomes in the short, medium and long term.**

eMedia Holding's Remuneration Committee is responsible for overseeing the remuneration and incentives of the Executive Directors and Executive Management. Remuneration is aligned with the company's approach to reward Directors and senior executives responsibly ensuring fairness and transparency and to attract and retain talent, within the parameters of the overall level of performance of the Group.

Remuneration practices are aligned with company strategy which includes the achievement of strategic objectives within the organisation's risk appetite and tolerance levels.

### Principle 15:

**The governing body should ensure that assurance services and functions enable an effective control environment, and that these support the integrity of information for the internal decision-making and the organisation's external reports.**

Internal controls are established not only over financial matters, but also operational, compliance and sustainability issues. Although a combined assurance model has not yet been formalised, various sources of assurance are currently in place at Group level. These include, but are not limited to, internal audit, compliance, external audit and the Code of Ethics.

The internal audit function is independent and objective. The function reports administratively to the Financial Director and functionally to the Chairperson of the Audit and Risk Committee, which has approved the appointment of the outsourced internal audit firm.

The internal audit function complies with the Code of Ethics of the Institute of Internal Auditors and the International Professional Practices Framework.

### Principle 16:

**In the execution of its governance role and responsibilities, the governing body should adopt a stakeholder-inclusive approach that balances the needs, interests and expectations of material stakeholders in the best interests of the organisation over time.**

The Board has adopted communication guidelines that support a responsible communication programme.

Stakeholder communication is disseminated through SENS announcements, the company's website and further reports as required by the JSE. The company continuously monitors the effect any decision implemented would have on the company's reputation.

The Board is looking at building on this stakeholder-inclusive approach which balances the needs, interests and expectations of material stakeholders in the best interest of the organisation. This stakeholder-inclusive approach requires the identification of the stakeholders and their inter-connectivity to allow for the development of a strategy to manage and integrate the relationships between all the stakeholders by managing the business environment, relationships and promotion of shared interests.

The Board has delegated the development of this strategy to management.

# SUMMARISED AUDITED ANNUAL FINANCIAL RESULTS

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# DIRECTORS' REPORT

for the year ended 31 March 2023

## Nature of business

eMedia Holdings is a media investment holding company, incorporated in South Africa and listed on the JSE under the media sector.

## Operations and business

eMedia Holdings is a media investment company with media assets housed in eMedia Investments. These investments are constantly reviewed and new opportunities sought to complement them.

## State of affairs and profit for the period

### eMedia's financial performance

eMedia is proud to announce a stable set of results for the financial year that ended 31 March 2023, with this year's EBITDA of R667.2 million closely matching the previous year, which was R667.1 million. The net profit for the year of R381.0 million from continuing operations is slightly behind the prior year's profit of R418.7 million (restated for discontinued operations) which is in most part due to the R16 million deferred tax asset raised last year in relation to Platco as well as an increase in marketing spend of approximately R20 million to ensure consistent audience and revenue share.

Despite difficult trading conditions in the form of 282 days of loadshedding, which has had a direct impact on TV viewing, the Group is satisfied with the financial performance achieved for the financial year. The available revenue for TV was impacted so much that it has resulted in a reduction of almost R500 million in advertising revenue to the industry.

Notwithstanding all the negative impacts to business operations in the macroeconomic environment in South Africa, the Group was able to return satisfactory results compared to the previous year and further continues with the declaration of dividends to its shareholders with a dividend of 20 cents per share at the close of the financial year.

### Revenue and market share

The Group's revenue for the fiscal of R3.1 billion is only R20 million less than the previous year despite the under-pressure television advertising cake and a reduction in the eNCA licence fee received from MultiChoice. This was underscored by television advertising revenue ending on R2.1 billion and an increase of 49% (R86 million) on the property and facility income driven mainly by the recovery of Media Film Services.

The Group once again outperformed the market in terms of advertising revenue in both the television and radio market. This benefit in advertising revenues can be attributed to the Group maintaining prime time audience market share at 34.5% in March 2023 from 34.1% in March 2022, a slight increase year-on-year.

## e.tv

The prime-time market share for e.tv has shown a slight decrease to 21.4% audience share. The continued loadshedding has seen a change in viewer patterns and this has seen an impact on some of the shows. Scandal (19:30 to 20:00) and House of Zwide (19:00 to 19:30) continue to have a demanding market share in their respective timeslots. e.tv, however, decided to cancel Imbewu (21:00 to 21:30) and Durban Gen (18:30 to 19:00), replacing it with Smoke & Mirrors and Nikiwe respectively which launched on 17 April 2023. The Black Door (21:30 to 22:00) will also undergo a revamp and will be relaunched as Isitha: The Enemy on 23 May 2023.

e.tv continues to face the impact of the uncertainty of the imminent analogue switch-off facing the country, but the Group is confident that the audience share will be carefully managed. At present, the Group is once again engaging with the Department of Communication in relation to the switch-off date with e.tv stating that too many ordinary South Africans will remain without TV with a hard switch-off.

## Openview

There has also been an improvement in the ratings of the other six channels produced by the Group. eExtra, eMovies Extra and eReality rank in the top 15 of all satellite channels available in South Africa. A few more channels will be launched on the Openview platform in the new fiscal.

This DTH unit of the business accounted for 23.8% of the advertising revenue amounting to R501.3 million which is up from R468.7 million in the previous year. Profitability in this unit has been maintained with content costs for the fiscal being pegged at R381.0 million.

The distribution of the four Openview entertainment channels on MultiChoice, which contributed to the Group's audience and revenue share, is still under investigation by the Competition Commission after non-renewal of the channel carriage agreement. At the time of this report, the channels remain on the MultiChoice bouquet as a decision is yet to be received.

The set-top box activations for Openview for the year amounted to 513 840, taking the amount of activated set-top boxes to 3 166 461 activated at the end of the period.

Technological advancements being the focus of the business will bring in the next upgraded phase of the Openview set-top box, a smarter set-top box which will have memory facilities and Wi-Fi capability.

## eNCA

The Group's news channel, eNCA, is the most watched news channel in the country among the LSM eight to 10 viewers and the second most-watched news channel in all adults, although it's not offered on all tiers of the DStv bouquet, whereas the competition is. There has been a significant change in average minute ratings (AMRs) since the pandemic and, also due to loadshedding. The Group has also relaunched the channel on 1 May 2023 with the slogan 'Question, Think, Act'.

The Group has secured a further five-year agreement with MultiChoice for the carriage of eNCA. The channel will remain exclusive to MultiChoice.

## eVOD

The platform is now more than 12 months old and has been well accepted in its target market. The number of registered viewers to date has been very encouraging, with the average daily minutes viewed in excess of 1 500 000. The eOriginals offering together with the Afrikaans Turkish telenovelas on eVOD is the leading audience generator on eVOD, making the Group bullish about investing a further R100 million per annum in local original content which will be amortised across the Group's platforms and channels. To date, the Group has added 73 hours of original content to its slate.

## Other subsidiaries

All of the Group's subsidiaries have performed exceptionally, with Media Film Services ending the year on a net profit after tax of R45.0 million and YFM ending the year on a profit after tax of R15.9 million. The Group's investment in Cape Town Film Studios increased from 44.7% to 50% (still classified as an equity-accounted investee) during the year, and the company had another satisfactory year. During the year, the Group disposed of Moonlighting Films, Reel Pay and Searle Street Post Production.

## Costs

Administrative and other costs have been well maintained although an increase of 11.9% has been revealed. This increase is mainly due to marketing activities returning to normal after the pandemic years, huge increases with regard to the consumption of diesel during loadshedding, and the adverse impact of the rand fluctuation.

Cost of sales, which mainly consists of the cost of content, in the case of e.tv, employee costs in the case of eNCA and cost of the Openview decoder sales, decreased from R1 740.7 million to R1 629.4 million. A significant portion of the decrease can be attributed to the closing of the news and sports channels on Openview as well as retrenchments due to efficiencies at eNCA.

## Profitability

The only asset of the Group is a 67.69% interest in eMedia Investments, the company that owns e.tv, eNCA, Openview and eVOD, among other businesses.

eMedia Investments ended the year with a net profit of R404.7 million, which is inclusive of the loss of R3.4 million relating to discontinued operations, made up of losses from operations that the Group has considered non-essential and has exited in the current financial year.

The above profit should be viewed in light of the continued loadshedding and the impact this has had on the advertising cake, foreign exchange rate and the impact of diesel usage on the business.

Earnings before interest, taxation, depreciation and amortisation for the Group ended at R667.2 million compared to R667.1 million in the prior year.

## Material risk and opportunity

Principal risk landscape	Specific risks the Group is exposed to	Potential impact	Risk responses/mitigation
<b>Macroeconomic environment</b>	<ul style="list-style-type: none"> <li>→ Analogue switch-off</li> <li>→ MultiChoice exit</li> <li>→ Weakening of the rand</li> <li>→ International geopolitics impact the economy</li> </ul>	<ul style="list-style-type: none"> <li>→ Lower revenue, growth and profitability</li> <li>→ Increased programming and operating costs</li> </ul>	<ul style="list-style-type: none"> <li>→ Revised strategic priorities</li> <li>→ Increased focus on cost savings</li> <li>→ Targeted marketing and promotions</li> </ul>
<b>Regulatory change and compliance</b>	<ul style="list-style-type: none"> <li>→ Increased complexity of compliance, eg POPIA, CPA and FICA</li> <li>→ Changing B-BBEE requirements</li> <li>→ Adverse change in broadcast and/or licensing requirements</li> </ul>	<ul style="list-style-type: none"> <li>→ Lower revenue, growth and profitability</li> <li>→ Increased programming and operating costs</li> </ul>	<ul style="list-style-type: none"> <li>→ Comprehensive B-BBEE programme</li> <li>→ Actively participate with law-makers through formal structures</li> </ul>

DIRECTORS' REPORT CONTINUED

Principal risk landscape	Specific risks the Group is exposed to	Potential impact	Risk responses/mitigation
<b>Operational</b>	<ul style="list-style-type: none"> <li>→ Technology and social trends</li> <li>→ Increased competitiveness, especially in lower LSM market</li> <li>→ Unreliable electricity supply/loadshedding</li> <li>→ Outdated infrastructure</li> </ul>	<ul style="list-style-type: none"> <li>→ Lower revenue, growth and profitability</li> <li>→ Increased programming and operating costs</li> <li>→ Broadcasting difficulties – reduced market share</li> </ul>	<ul style="list-style-type: none"> <li>→ Market research to timeously spot trends</li> <li>→ Revise strategic priorities</li> <li>→ Investment in facility and back-up upgrades</li> <li>→ Maintain investment in local and international programming to retain audiences and attract advertising</li> <li>→ Effective monitoring of competition</li> </ul>
<b>Human resources</b>	<ul style="list-style-type: none"> <li>→ Lifestyle diseases, including hypertension and diabetes</li> <li>→ Limited pool of qualified, trained and talented employees</li> <li>→ Changes in labour legislation</li> </ul>	<ul style="list-style-type: none"> <li>→ Broadcasting difficulties – reduced market share, reduced profitability and reputational impacts</li> </ul>	<ul style="list-style-type: none"> <li>→ Maintain a healthy work environment</li> <li>→ Fast-track and develop talented employees</li> <li>→ Retention of employees through appropriate remuneration structures</li> <li>→ Performance-driven culture</li> </ul>
<b>Cyber, IT and information management</b>	<ul style="list-style-type: none"> <li>→ Cybersecurity, malware, hacking, social engineering</li> <li>→ POPI</li> <li>→ Social media risk</li> <li>→ Technology change management</li> </ul>	<ul style="list-style-type: none"> <li>→ Reputational risk</li> <li>→ Lower revenue, increased costs and profitability</li> <li>→ Increased risk of compliance</li> </ul>	<ul style="list-style-type: none"> <li>→ Continuous monitoring of IT security and infrastructure</li> <li>→ Increased IT auditing and assurance</li> </ul>

**Dividends**

A dividend of 20 cents per share was declared by the Group on 25 May 2023 (2022: 25 cents per share).

**Share capital**

As at 31 March 2023, no changes to stated capital occurred.

**Directorate**

The Directors of the company appear on pages 42 and 43. There were no changes to the directorate during the year. The Board has adopted and approved a Board Diversity Policy. Aspects of diversity encompassed in the policy, include, but are not limited to, making good use of differences in skills, industry experience, age, race, gender and other distinctions between members of the Board.

→ **Gender diversity**

– The Board has adopted a policy on gender diversity at Board level and agreed on voluntary targets. The Board is currently represented by 13% female members, all of who are women from previously disadvantaged backgrounds. The Group remains committed to achieve their target of 25%

→ **Race diversity**

– The Board has adopted a policy on race diversity at Board level. The voluntary target was set at a majority of members being people from previously disadvantaged backgrounds. 87.5% of the members of the Board are people from previously disadvantaged backgrounds

**Company secretary**

The secretary of the company for the year ended 31 March 2023 is HCI Managerial Services Proprietary Limited. The secretary has an arm's length relationship with the Board. The name, business and postal address of the company secretary are set out on the inside back cover of this Notice of Annual General Meeting.

**Auditor**

BDO South Africa Incorporated will continue in office in accordance with section 90 of the South African Companies Act, with Kathryn Luck as the designated auditor.

**Significant shareholders**

The company's significant ordinary shareholder is Fulela Trade and Invest 81 Proprietary Limited and significant N-ordinary shareholder is Hosken Consolidated Investments Limited.

**Special resolutions**

The following special resolutions were passed by the company's shareholders at the Annual General Meeting held on 29 August 2022:

- Granting the Directors, subject to the provisions of the Listings Requirements of the JSE, authority to allot and issue a portion of the authorised but unissued shares, as the Directors at their discretion think fit
- Approval of the fees payable to Non-executive Directors for their services as Directors or as members of the Board subcommittees in respect of the period 1 September 2022 until the date of the next Annual General Meeting
- Granting the company and the subsidiaries of the company a general authority in terms of the Listings Requirements of the JSE for the acquisition by the company, or a subsidiary of the company, of ordinary issued shares issued by the company
- Granting the company and the subsidiaries general authorisation of financial assistance in terms of section 44 and 45 of the Companies Act

**Special resolutions of subsidiaries**

The statutory information relating to special resolutions passed by subsidiaries is available from the registered office of the company.

**Shareholding of Directors**

The shareholding of the Directors of the company and their participation in the share incentive scheme and in the issued share capital of the company as at 31 March 2023 are set out in the remuneration report on pages 78 to 79.

**Directors' emoluments**

Directors' emoluments incurred by the company and its subsidiaries for the year ended 31 March 2023 are set out in the remuneration report in the integrated annual report on pages 50 and 51 and in note 29 to the annual financial statements.

**Associates, joint ventures and subsidiaries**

Details of the company's subsidiaries are set out in the annual financial statements available on the company's website at www.emediaholdings.co.za.

**Borrowing powers**

There are no limits placed on borrowing in terms of the MOI. Certain companies in the Group have entered into various loan agreements with providers of loan finance. These loan agreements include various covenants and undertakings by companies in the Group, which may restrict the Group's borrowing powers. Details of these covenants and undertakings are available from the registered office of the company.

**Litigation statement**

eMedia has referred its complaint against MultiChoice (in relation to the distribution of the four Openview entertainment channels on the DStv platform) to the Competition Tribunal in terms of section 51(1) of the Competition Act for consideration. At the time of this report, the outcome of the referral remains unknown and the channels remain on the DStv platform. Other than the matter mentioned above, there are no material legal or arbitration proceedings (including proceedings which are pending or threatened of which the Directors of eMedia are aware) that may have or have had, during the 12-month period preceding the last practicable date, a material effect on the financial position of eMedia Holdings.

**Change statement**

There has been no material change in the financial or trading position of the eMedia Holdings Group since the publication of its reviewed summarised consolidated annual results released on 25 May 2023 for the year ended 31 March 2023.

**Subsequent events**

There were no significant events subsequent to this reporting date that would require adjustment to the financial results as currently reported.

**Approval of annual financial statements**

The Directors of eMedia Holdings are responsible for the preparation, integrity and fair presentation of the financial statements of the company and the Group and for other information contained in this integrated annual report.

The summarised audited financial statements set out on pages 64 to 74 and the financial statements for the year ended 31 March 2023, available on the company's website at www.emediaholdings.co.za, have been prepared in accordance with IFRS and include amounts based on prudent judgements and estimates by management.

The Directors are satisfied that the information contained in the consolidated and separate financial statements fairly represents the results of operations for the year and the financial position of the Group at year-end. The accuracy of the other information included in this report was considered by the Directors and they are satisfied that it accords with the consolidated financial statements.

The Directors are also responsible for the Group's system of internal financial controls. The system was developed to provide reasonable, but not absolute, assurance regarding the reliability of the financial statements, the safeguarding of assets, and to prevent and detect misrepresentation and losses.



## DIRECTORS' REPORT CONTINUED

The going concern basis has been adopted in preparing the financial statements. The Directors have no reason to believe that the Group or any company within the Group will not be a going concern for at least 12 months after year-end based on forecasts and available cash resources. These financial statements support the viability of the company and the Group.

The financial statements have been audited by the independent auditing firm, BDO South Africa Incorporated, which was given unrestricted access to all financial records and related data, including minutes of all meetings of shareholders, the Board and committees of the Board. The report of the independent auditor is presented on page 63.

The Directors believe that all representations made to the independent auditor during the audit were valid and appropriate.

Each of the Directors, whose names are stated below, hereby confirm that:

- (a) The summarised annual financial statements set out on pages 64 to 74, fairly present in all material respects the financial position, financial performance and cash flows of the issuer in terms of IFRS
- (b) To the best of our knowledge and belief, no facts have been omitted or untrue statements made that would make the annual financial statements false or misleading

- (c) Internal financial controls have been put in place to ensure that material information relating to the issuer and its consolidated subsidiaries have been provided to effectively prepare the financial statements of the issuer
- (d) The internal financial controls are adequate and effective and can be relied upon in compiling the annual financial statements, having fulfilled our role and function as Executive Directors with primary responsibility for implementation and execution of controls
- (e) Where we are not satisfied, we have disclosed to the Audit Committee and the auditors any deficiencies in design and operational effectiveness of the internal financial controls, and have taken steps to remedy the deficiencies
- (f) We are not aware of any fraud involving Directors

The annual financial statements for the year ended 31 March 2023, which are available on the company's website, were approved by the Board on 26 July 2023 and are signed on its behalf by:

*MKI Sherrif*

**MKI Sherrif**  
Chief Executive Officer

26 July 2023

*AS Lee*

**AS Lee**  
Financial Director

## DECLARATION BY COMPANY SECRETARY

We certify that eMedia Holdings has lodged with the Registrar of Companies, for the financial year ended 31 March 2023, all such returns and notices as are required by a public company in terms of the Companies Act of South Africa and that such returns are true, correct and up to date.

*HCI Managerial Services Proprietary Limited*

**HCI Managerial Services Proprietary Limited company secretary**

## INDEPENDENT AUDITOR'S REPORT

On the Summarised Consolidated Financial Statements to the Shareholders of eMedia Holdings Limited

### Opinion

The summarised consolidated financial statements, set out on pages 64 to 74 of the eMedia Holdings Limited Integrated Annual Report, which comprise the summarised consolidated statement of financial position as at 31 March 2023, the summarised consolidated statement of profit and loss and other comprehensive income, the summarised consolidated statement of changes in equity and the summarised consolidated statement of cash flows for the year then ended, and related notes, are derived from the audited consolidated financial statements of eMedia Holdings Limited for the year ended 31 March 2023.

In our opinion, the accompanying summarised consolidated financial statements are consistent, in all material respects, with the audited consolidated financial statements of eMedia Holdings Limited, in accordance with the JSE Limited's (JSE) requirements for summary financial statements, as set out in the note "Basis of presentation of summarised consolidated financial statements" and the requirements of the Companies Act of South Africa as applicable to summary financial statements.

### Summarised Consolidated Financial Statements

The summarised consolidated financial statements do not contain all the disclosures required by International Financial Reporting Standards and the requirements of the Companies Act of South Africa as applicable to consolidated annual financial statements. Reading the summarised consolidated financial statements and the auditor's report thereon, therefore, is not a substitute for reading the audited consolidated financial statements and the auditor's report thereon.

### The Audited Consolidated Financial Statements and our Report thereon

We expressed an unmodified audit opinion on the audited consolidated financial statements in our report dated 26 July 2023. That report also includes communication of key audit matters. Key audit matters are those matters that, in our professional judgement, were of most significance in our audit of the consolidated financial statements of the current period.

### Directors' Responsibility for the Summarised Consolidated Financial Statements

The directors are responsible for the preparation of the summarised consolidated financial statements in accordance with the JSE's requirements for summary financial statements, set out in the note "Basis of presentation of summarised consolidated financial statements" and the requirements of the Companies Act of South Africa as applicable to summary financial statements.

### Auditor's Responsibility

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

*BDO South Africa Incorporated*

**BDO South Africa Incorporated**  
Registered Auditors

**KA Luck**  
Director  
Registered Auditor

26 July 2023

Wanderers Office Park  
52 Corlett Drive  
Illovo, 2196

## SUMMARISED AUDITED CONSOLIDATED STATEMENT OF FINANCIAL POSITION

	Audited 31 March 2023 R'000	Audited 31 March 2022 R'000
<b>Assets</b>		
<b>Non-current assets</b>	<b>3 869 676</b>	3 823 419
Property, plant and equipment	1 057 523	1 066 761
Right-of-use assets	9 529	15 956
Intangible assets	2 422 452	2 300 072
Goodwill	139 076	182 143
Equity-accounted investees	191 942	189 147
Long-term receivables	7 686	8 619
Deferred tax assets	41 468	60 721
<b>Current assets</b>	<b>1 758 318</b>	1 785 597
Inventories	151 581	92 954
Programming rights	945 387	978 651
Trade and other receivables	515 221	513 010
Current tax assets	2 778	1 840
Cash and cash equivalents	143 351	199 142
<b>Assets of disposal groups</b>	<b>4 896</b>	4 896
<b>Total assets</b>	<b>5 632 890</b>	5 613 912
<b>Equity and liabilities</b>		
<b>Total equity</b>	<b>4 089 861</b>	3 996 695
Stated capital	6 762 797	6 762 797
Treasury shares	(20 801)	(20 801)
Reserves	(4 019 227)	(3 989 224)
Equity attributable to owners of the parent	2 722 769	2 752 772
Non-controlling interest	1 367 092	1 243 923
<b>Non-current liabilities</b>	<b>969 962</b>	863 709
Deferred tax liabilities	524 853	522 807
Borrowings	440 798	329 164
Lease liabilities	4 311	11 738
<b>Current liabilities</b>	<b>571 302</b>	751 743
Current tax liabilities	3 972	118
Current portion of borrowings	102 769	91 647
Trade and other payables	464 561	659 978
<b>Liabilities of disposal groups</b>	<b>1 765</b>	1 765
<b>Total liabilities</b>	<b>1 543 029</b>	1 617 217
<b>Total equity and liabilities</b>	<b>5 632 890</b>	5 613 912
Net asset value	2 722 769	2 752 772
Net asset value per share after treasury shares (cents)	615	622

## SUMMARISED AUDITED CONSOLIDATED STATEMENT OF PROFIT OR LOSS AND OTHER COMPREHENSIVE INCOME

	Audited 31 March 2023 R'000	Audited 31 March 2022* R'000
<b>Continuing operations</b>		
Media and broadcasting revenue	3 125 051	3 144 983
Lease income	17 124	15 394
Cost of sales	(1 629 426)	(1 740 658)
<b>Gross profit</b>	<b>1 512 749</b>	1 419 719
Other income	8 933	11 141
Administrative and other expenses	(854 466)	(763 761)
<b>Earnings before interest, taxation, depreciation and amortisation</b>	<b>667 216</b>	667 099
Depreciation and amortisation	(136 100)	(138 305)
<b>Operating profit</b>	<b>531 116</b>	528 794
Finance income	21 323	12 442
Finance expenses	(45 614)	(28 457)
Share of profit of equity-accounted investees, net of taxation	11 285	4 986
<b>Profit before taxation</b>	<b>518 110</b>	517 765
Taxation	(137 066)	(99 083)
<b>Profit for the year from continuing operations</b>	<b>381 044</b>	418 682
<b>Discontinued operations</b>		
(Loss)/profit for the year from discontinued operations, net of taxation	(3 356)	2 148
<b>Profit for the year</b>	<b>377 688</b>	420 830
<b>Other comprehensive loss, net of related taxation</b>		
<i>Items that will be reclassified subsequently to profit or loss</i>		
Foreign operations – foreign currency translation differences	–	(6 502)
<b>Other comprehensive loss, net of taxation</b>	–	(6 502)
<b>Total comprehensive income for the period</b>	<b>377 688</b>	414 328
<b>Profit attributable to:</b>		
Owners of the company	253 347	283 321
Non-controlling interest	124 341	137 509
	<b>377 688</b>	<b>420 830</b>
<b>Total comprehensive income attributable to:</b>		
Owners of the company	253 347	278 920
Non-controlling interest	124 341	135 408
	<b>377 688</b>	<b>414 328</b>
<b>Basic and diluted earnings per share (cents)</b>		
<i>Earnings/(loss)</i>	<b>57.47</b>	63.96
Continuing operations	<b>57.98</b>	63.63
Discontinued operations	<b>(0.51)</b>	0.33
<b>Headline earnings per share (cents)</b>		
Earnings	<b>57.41</b>	64.54
Continuing operations	<b>57.33</b>	64.21
Discontinued operations	<b>0.08</b>	0.33

\* Restated for discontinued operations.

## SUMMARISED AUDITED CONSOLIDATED STATEMENT OF CHANGES IN EQUITY

	Stated capital R'000	Treasury shares R'000	Other reserves R'000	Accumulated loss R'000	Equity owners of the parent R'000	Non-controlling interest R'000	Total equity R'000
<b>GROUP</b>							
<b>Balance 31 March 2021</b>	6 762 797	(19 861)	(27 860)	(4 079 819)	2 635 257	1 108 515	3 743 772
<b>Total comprehensive (loss)/income</b>							
Profit	-	-	(4 401)	283 321	278 920	135 408	414 328
<b>Other comprehensive loss</b>							
Foreign currency translation reserve	-	-	(4 401)	-	(4 401)	(2 101)	(6 502)
<b>Transactions with owners of the company</b>							
Dividends	-	(940)	-	(160 465)	(161 405)	-	(161 405)
Share buy-back	-	(940)	-	-	(940)	-	(940)
<b>Balance 31 March 2022</b>	<b>6 762 797</b>	<b>(20 801)</b>	<b>(32 261)</b>	<b>(3 956 963)</b>	<b>2 752 772</b>	<b>1 243 923</b>	<b>3 996 695</b>
<b>Total comprehensive income</b>							
Profit	-	-	-	253 347	253 347	124 341	377 688
<b>Transactions with owners of the company</b>							
Dividends	-	-	-	(284 522)	(284 522)	-	(284 522)
<b>Changes in ownership interest</b>							
Disposal of subsidiaries	-	-	-	-	-	(1 172)	(1 172)
<b>Balance 31 March 2023</b>	<b>6 762 797</b>	<b>(20 801)</b>	<b>(32 261)</b>	<b>(3 986 966)</b>	<b>2 722 769</b>	<b>1 367 092</b>	<b>4 089 861</b>
Note	15	16				17	

## SUMMARISED AUDITED CONSOLIDATED STATEMENT OF CASH FLOWS

	Audited 31 March 2023 R'000	Audited 31 March 2022 R'000
<b>Cash from operating activities</b>		
Cash flows from operating activities	<b>452 054</b>	674 176
Finance income	<b>8 754</b>	3 963
Finance costs	<b>(45 767)</b>	(30 687)
Taxes paid	<b>(116 543)</b>	(117 495)
Dividend paid	<b>(284 522)</b>	(160 465)
Net cash inflow from operating activities	<b>13 976</b>	369 492
<b>Cash from investing activities</b>		
Acquisition/development of property, plant and equipment	<b>(93 895)</b>	(84 497)
Proceeds from sale of property, plant and equipment	<b>1 774</b>	77
Settlement of contingent consideration	<b>-</b>	(13 560)
Proceeds on disposal of investments	<b>32 263</b>	-
Additions to intangible assets	<b>(162 963)</b>	-
Loans repaid by equity accounting investees	<b>19 987</b>	8 267
Net cash (used in) investing activities	<b>(202 834)</b>	(89 713)
<b>Cash from financing activities</b>		
Repayment of borrowings	<b>(193 877)</b>	(326 298)
Borrowings raised	<b>335 000</b>	200 000
Principal paid on lease liabilities	<b>(8 056)</b>	(12 747)
Net cash from/(used in) financing activities	<b>133 067</b>	(139 045)
<b>Net change in cash and cash equivalents</b>	<b>(55 791)</b>	140 734
Cash and cash equivalents at beginning of the year	<b>199 431</b>	58 697
<b>Cash and cash equivalents at end of the period</b>	<b>143 640</b>	199 431
<b>Cash and cash equivalents comprise the following</b>		
Cash and cash equivalents	<b>143 640</b>	199 431
Bank balances	<b>143 351</b>	199 142
Cash in disposal group assets held for sale	<b>289</b>	289
	<b>143 640</b>	199 431

## EARNINGS, DILUTED AND HEADLINE EARNINGS PER SHARE

	Group			Net R'000
	Gross R'000	NCI R'000	Tax R'000	
<b>For the year ended 31 March 2023</b>				
Profit attributable to equity owners of the parent				254 519
Profit on disposal of plant and equipment	(963)	(311)	(176)	(476)
Remeasurements included in equity-accounted earnings	(3 556)	(1 149)	–	(2 407)
Losses from disposal of subsidiaries	3 896	1 259	–	2 637
<b>Headline earnings</b>				<b>254 273</b>
<b>For the year ended 31 March 2022</b>				
Profit attributable to equity owners of the parent				283 321
Profit on disposal of plant and equipment	(27)	(9)	(5)	(13)
Impairment of plant and equipment	412	133	78	201
Remeasurements included in equity-accounted earnings	(1 287)	(660)	–	(627)
Impairment of intangible assets	6 197	2 002	1 175	3 020
<b>Headline earnings</b>				<b>285 902</b>

## STATISTICS PER SHARE

	Audited 31 March 2023 R'000	Audited 31 March 2022* R'000
<b>Basic earnings (R'000)</b>		
<b>Earnings/(loss)</b>	<b>254 519</b>	283 321
Continuing operations	256 790	281 867
Discontinued operations	(2 271)	1 454
<b>Headline earnings</b>	<b>254 273</b>	285 902
Continuing operations	253 908	284 448
Discontinued operations	365	1 454
<b>Basic earnings per share (cents)</b>		
<b>Earnings/(loss)</b>	<b>57.47</b>	63.96
Continuing operations	57.98	63.63
Discontinued operations	(0.51)	0.33
<b>Headline earnings per share (cents)</b>		
<b>Earnings</b>	<b>57.41</b>	64.54
Continuing operations	57.33	64.21
Discontinued operations	0.08	0.33
<b>Weighted average number of shares in issue – 31 March ('000)</b>	<b>442 869</b>	442 994
Issued shares as at 1 April ('000)	442 869	443 114
Effect of own shares held ('000)	–	(120)
Net number of shares in issue – 31 March ('000)	442 869	442 869
Number of shares in issue – 31 March ('000)	445 738	445 738
Number of treasury shares in issue – 31 March ('000)	(2 869)	(2 869)

\* Restated for discontinued operations.

### Basic and diluted earnings per share

There is no dilution effect on basic and headline earnings per share in the current and prior year.

During the prior year, the company entered into a share buyback from Group employees who resigned, resulting in the buyback of 245 024 N-ordinary shares. The share buyback transaction is accounted for as treasury shares in the statement of changes in equity.

## NOTES TO THE SUMMARISED AUDITED CONSOLIDATED RESULTS

### 1. Basis of preparation and Accounting Policies

The results for the year ended 31 March 2023 have been prepared in accordance with International Financial Reporting Standards (IFRS), the disclosure requirements of IAS 34, the requirements of the South African Companies Act, 2008, and the Listings Requirements of the JSE Limited (JSE Listings Requirements). The Accounting Policies applied by the Group in the preparation of these audited summarised consolidated financial statements are consistent with those applied by the Group in its consolidated financial statements as at, and for, the year ended 31 March 2022. These results do not include all the information required for a complete set of IFRS financial statements. However, selected explanatory notes are included to explain events and transactions that are significant to an understanding of the changes in the Group's financial position and performance since the last annual consolidated financial statements as at, and for, the year ended 31 March 2022. As required by the JSE Listings Requirements, the Group reports headline earnings in accordance with Circular 1/2021: Headline Earnings as issued by SAICA.

These results have been prepared under the supervision of the Financial Director, AS Lee CA(SA).

### 2. Significant Accounting Policies

The Accounting Policies applied in the summarised consolidated financial statements are the same as those applied in the Group's consolidated financial statements as at, and for, the year ended 31 March 2022.

### 3. Stated capital

During the prior year, the company entered into a share buyback from Group employees who resigned, resulting in the buyback of 245 024 N-ordinary shares. The share buyback transaction was accounted for as treasury shares in the statement of changes in equity. No other changes occurred.

### 4. Segment report

The Group only has one operating segment, ie the media segment. The chief operating decision-maker, identified as the executive members of the Board, considers the operations of the Group at year-end as those of media only and therefore no separate disclosure for operating segments is required.

### 5. Dividend to shareholders

The Directors have resolved to declare a final dividend of 20 cents per share for the year ended 31 March 2023.

	31 March 2023	31 March 2022
	Cents per share	Cents per share
Dividend to shareholders	<b>20.00000</b>	25.00000

### 6. Goodwill

#### Arising on acquisition of shares in subsidiaries

#### Reconciliation of goodwill

	31 March 2023	31 March 2022
	Cents per share	Cents per share
Opening balance	<b>182 143</b>	182 143
– Cost	<b>3 872 107</b>	3 872 107
– Accumulated impairment	<b>(3 689 964)</b>	(3 689 964)
Disposals	<b>(43 067)</b>	–
– Cost	<b>(43 067)</b>	–
– Accumulated impairment	–	–
Carrying value at year-end	<b>139 076</b>	182 143
– Cost	<b>3 829 040</b>	3 872 107
– Accumulated impairment	<b>(3 689 964)</b>	(3 689 964)

Goodwill disposals relate to the sale of Moonlighting Films Proprietary Limited and its own subsidiary Reel Pay Proprietary Limited on 1 October 2022.

### 7. Discontinued operations

Discontinued operations as disclosed in the statement of comprehensive income consist of the following:

	Audited 31 March 2023	Audited 31 March 2022*
	R'000	R'000
<b>Revenue</b>		
Searle Street Post Production Proprietary Limited	<b>12 371</b>	25 247
Moonlighting Films Proprietary Limited	<b>8 704</b>	15 895
Reel Pay Proprietary Limited	<b>3 272</b>	4 484
Silverline Studios Proprietary Limited	–	5 120
<b>Total revenue</b>	<b>24 347</b>	50 746
<b>(Loss)/profit from discontinued operations</b>		
Searle Street Post Production Proprietary Limited	<b>(3 578)</b>	3 242
Loss on disposal of subsidiary	<b>(742)</b>	–
Moonlighting Films Proprietary Limited	<b>2 377</b>	2 602
Reel Pay Proprietary Limited	<b>1 741</b>	1 894
Loss on disposal of subsidiaries	<b>(3 154)</b>	–
Silverline Studios Proprietary Limited	–	(5 590)
<b>Total (loss)/profit</b>	<b>(3 356)</b>	2 148

\* Restated for discontinued operations.

NOTES TO THE SUMMARISED AUDITED CONSOLIDATED RESULTS CONTINUED

8. Fair value of financial instruments

The fair value of short-term financial assets and liabilities approximate their carrying values as disclosed in the statement of financial position.

Fair value hierarchy

The table below analyses financial instruments carried at fair value, by valuation method. The different levels have been defined as follows:

<p><b>Level 1:</b> Quoted prices (unadjusted) in active markets for identical assets or liabilities.</p>	<p><b>Level 2:</b> Inputs other than quoted prices included within level 1 that are observable for the asset or liability, either directly (ie as prices) or indirectly (ie derived from prices).</p>	<p><b>Level 3:</b> Inputs for the asset or liability that are not based on observable market data (unobservable inputs).</p>
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	Level 1 R'000	Level 2 R'000	Level 3 R'000	Total R'000
<b>31 March 2023</b>				
<i>Financial (liabilities) at fair value through profit or loss</i>				
Forward exchange contracts	-	(358)	-	(358)
	-	(358)	-	(358)
<b>31 March 2022</b>				
<i>Financial (liabilities) at fair value through profit or loss</i>				
Forward exchange contracts	-	(9 697)	-	(9 697)
	-	(9 697)	-	(9 697)

The Group's foreign currency forward contracts are not traded in active markets. These contracts have been fair valued using observable forward exchange rates and interest rates corresponding to the maturity of the contract. The effects of non-observable inputs are not significant for foreign currency forward contracts.

9. Revenue disaggregation

Revenue disaggregated by pattern of revenue recognition:

	Revenue recognised over time R'000	Revenue recognised at a point in time R'000	Total R'000
<b>31 March 2023</b>			
Advertising revenue	2 278 025	-	2 278 025
Decoder sales	-	180 147	180 147
Content sales	-	54 914	54 914
Facility income	261 965	-	261 965
Licence fees	350 000	-	350 000
	2 889 990	235 061	3 125 051
<b>31 March 2022*</b>			
Advertising revenue	2 262 585	-	2 262 585
Decoder sales	-	240 638	240 638
Content sales	-	20 399	20 399
Facility income	175 961	-	175 961
Licence fees	445 400	-	445 400
	2 883 946	261 037	3 144 983

\* Restated for discontinued operations.

10. Change in directorate

No changes during the year.

11. Subsequent events

The Directors are not aware of any event or circumstance occurring between the reporting date and the date of this report that materially affects the results of the Group or company for the year ended 31 March 2023 or the financial position at that date. There has been no change in Directors' interests between reporting date and date of this report.

12. Going concern

Management's consideration for going concern includes all factors applicable to the Group. Management therefore is satisfied that the going concern basis has been correctly applied and this report has been prepared on the basis of Accounting Policies applicable to a going concern.

NOTES TO THE SUMMARISED AUDITED CONSOLIDATED RESULTS CONTINUED

13. Related party transactions

During the year, in the ordinary course of business, certain companies within the Group entered into transactions with one another. These intragroup transactions have been eliminated on consolidation. Transactions with Hosken Consolidated Investments Limited (HCI) (ultimate holding company), entities in which HCI has an interest, Remgro Limited (Remgro) (shareholder in eMedia Investments Proprietary Limited), and Venfin Media Investments Proprietary Limited (Venfin) (a wholly-owned subsidiary of Remgro) are included in the following table:

	Audited 31 March 2023 R'000	Audited 31 March 2022 R'000
<b>Expense transaction values with related parties</b>		
HCI – management fees	(19 399)	(18 504)
GRIPP Advisory – internal audit service fee	(3 117)	(3 018)
Remgro – management fees	(2 104)	(2 102)
<b>Balances owing (to)/by related parties</b>		
HCI – working capital loan	(8 602)	(8 602)
HCI Managerial Services Proprietary Limited – trade payable	(1 860)	(1 776)
Venfin – loan relating to the acquisition of Longkloof Limited	–	(18 363)
Cape Town Film Studios – equity-accounted investee loan	110 926	119 926
Dreamworld Management company – equity-accounted investee loan	14 075	13 565
Employees of the Group – loans relating to company shares held by employees	1 788	1 788

SHAREHOLDER SNAPSHOT

Ordinary shares

Breakdown of issued capital

Type of shares	Number of shareholders	% of shareholders	Number of shares	% of issued capital
Certificated shares	380	8.37	16 298	0.03
Dematerialised shares	4 158	91.63	63 793 976	99.97
<b>Issued capital</b>	<b>4 538</b>	<b>100.00</b>	<b>63 810 274</b>	<b>100.00</b>

Beneficial shareholders holding 5% or more

Shareholder	Type of holding	Number of shares	% of issued capital
Fulela Trade and Invest 81 (Pty) Ltd	DEMAT	51 196 137	80.23
		51 196 137	80.23

Breakdown by range of units

Share range	Number of shareholders	% of shareholders	Number of shares	% of issued capital
1 – 1 000	4 244	93.52	99 177	0.16
1 001 – 5 000	111	2.45	309 398	0.48
5 001 – 50 000	154	3.39	2 223 246	3.48
50 001 – 100 000	9	0.20	624 665	0.98
100 001 and over	20	0.44	60 553 758	94.90
	<b>4 538</b>	<b>100.00</b>	<b>63 810 244</b>	<b>100.00</b>

Breakdown by domicile

Domicile	Number of shareholders	% of shareholders	Number of shares	% of issued capital
Non-resident shareholders	50	1.10	5 548 013	8.69
Resident shareholders	4 488	98.90	58 262 231	91.31
	<b>4 538</b>	<b>100.00</b>	<b>63 810 244</b>	<b>100.00</b>

Breakdown by distribution of shareholders

Distribution of shareholders	Number of shareholders	% of shareholders	Number of shares	% of issued capital
Banks	10	0.22	3 650 559	5.72
Close corporation	8	0.18	90 777	0.14
Individual	4 434	97.71	4 416 358	6.92
Investment company	20	0.44	548 814	0.86
Pension fund	3	0.07	15 010	0.02
Private company	16	0.35	53 382 856	83.66
Public company	22	0.48	1 420 035	2.28
Trust	25	0.55	282 835	0.44
	<b>4 538</b>	<b>100.00</b>	<b>63 810 244</b>	<b>100.00</b>

SHAREHOLDER SNAPSHOT CONTINUED

Breakdown by public/non-public shareholders

Distribution of shareholders	Number of shareholders	% of shareholders	Number of shares	% of issued capital
<b>Non-public shareholders</b>	<b>5</b>	<b>0.11</b>	<b>53 072 124</b>	<b>83.17</b>
<b>Non-executive Directors</b>	–	–	–	–
<b>Shareholders' interest in shares</b>				
Fulela Trade and Invest 81 (Pty) Ltd	1	0.02	51 196 137	80.23
Keynote Trading and Investment 53 (Pty) Ltd	1	0.02	100	–
FRB ITF 36One SNN QI Hedge Fund	1	0.02	1 597 550	2.50
FRB ITF 36One SNN Retail Hedge Fund	1	0.02	215 295	0.34
Ocean36One En Commandite	1	0.02	63 042	0.10
<b>Public shareholders</b>	<b>4 533</b>	<b>99.89</b>	<b>10 738 120</b>	<b>16.83</b>
	<b>4 538</b>	<b>100.00</b>	<b>63 810 244</b>	<b>100.00</b>

Directors' interest in shares

At year-end, the Directors (including their family interests) were directly or indirectly interested in the company's issued shares as follows:

Ordinary shares

	2023		2022	
	Number of shares	%	Number of shares	%
Direct	–	–	–	–
Indirect	3 930 916	6.2	4 012 750	6.3

N-ordinary shares

	2023		2022	
	Number of shares	%	Number of shares	%
Direct	5 765 175	1.5	5 765 175	1.5
Indirect	23 290 170	6.1	23 321 063	6.1

There have been no material changes at the date of this report.

Details of Directors' beneficial direct and indirect interest in the ordinary and N-ordinary shares are as follows:

Ordinary shares

	Direct		Indirect	
	2023	2022	2023	2022
TG Govender	–	–	10 314	10 314
Y Shaik	–	–	39 916	45 130
AS Lee	–	–	–	–
MKI Sherrif	–	–	–	–
JA Copelyn	–	–	3 880 686	3 880 686
VE Mphande	–	–	–	–
L Govender	–	–	–	–
RD Watson	–	–	–	–

N-ordinary shares

	Direct		Indirect	
	2023	2022	2023	2022
TG Govender	–	–	61 112	61 112
Y Shaik	–	–	236 495	267 387
AS Lee	47 644	47 644	–	–
MKI Sherrif	5 717 531	5 717 531	–	–
JA Copelyn	–	–	22 992 564	22 992 564
VE Mphande	–	–	–	–
L Govender	–	–	–	–
RD Watson	–	–	–	–





SHAREHOLDER SNAPSHOT CONTINUED

N-ordinary shares

Breakdown of issued capital

Type of shares	Number of shareholders	% of shareholders	Number of shares	% of issued capital
Certificated shares	315	10.30	37 156	0.01
Dematerialised shares	2 744	89.70	381 890 203	99.99
<b>Issued capital</b>	<b>3 059</b>	<b>100.00</b>	<b>381 927 359</b>	<b>100.00</b>

Beneficial shareholders holding 5% or more

Shareholder	Type of holding	Number of shares	% of issued capital
Hosken Consolidated Investments Ltd	DEMAT	303 330 485	79.42
Rivetprops 47 (Pty) Ltd #2	DEMAT	21 227 528	5.56
		<b>324 558 013</b>	<b>84.98</b>

Breakdown by range of units

Share range	Number of shareholders	% of shareholders	Number of shares	% of issued capital
1 – 1 000	2 726	89.11	102 539	0.03
1 001 – 5 000	120	3.92	366 233	0.10
5 001 – 50 000	160	5.23	2 612 405	0.68
50 001 – 100 000	17	0.56	1 115 311	0.29
100 001 and over	36	1.18	377 730 871	98.90
	<b>3 059</b>	<b>100.00</b>	<b>381 927 359</b>	<b>100.00</b>

Breakdown by domicile

Domicile	Number of shareholders	% of shareholders	Number of shares	% of issued capital
Non-resident shareholders	39	1.27	6 078 056	1.59
Resident shareholders	3 020	98.73	375 849 303	98.41
	<b>3 059</b>	<b>100.00</b>	<b>381 927 359</b>	<b>100.00</b>

Breakdown by distribution of shareholders

Distribution of shareholders	Number of shareholders	% of shareholders	Number of shares	% of issued capital
Banks	8	0.26	1 310 234	0.34
Close corporation	10	0.33	134 902	0.04
Individual	2 950	96.44	13 597 937	3.56
Investment company	12	0.39	3 219 387	0.84
Pension fund	2	0.07	63 000	0.02
Private company	17	0.56	26 605 384	6.97
Public company	30	0.98	333 352 864	87.28
Trust	30	0.98	3 643 651	0.95
	<b>3 059</b>	<b>100.00</b>	<b>381 927 359</b>	<b>100.00</b>

Breakdown by public/non-public shareholders

Distribution of shareholders	Number of shareholders	% of shareholders	Number of shares	% of issued capital
<b>Non-public shareholders</b>	<b>10</b>	<b>0.33</b>	<b>350 623 946</b>	<b>91.80</b>
<b>Non-executive Directors</b>	–	–	–	–
<b>Shareholders' interest in shares</b>				
SA Clothing and Textile Workers Union	1	0.03	6 338 460	1.66
FRB ITF 36One SNN QI Hedge Fund	1	0.03	3 946 116	1.03
FRB ITF 36One SNN Retail Hedge Fund	1	0.03	715 697	0.19
Ocean36One En Commandite	1	0.03	128 915	0.03
Rivetprops 47 (Pty) Ltd #2	1	0.03	21 227 528	5.56
Ceejay Trust	1	0.03	2 660 850	0.70
Hosken Consolidated Investments Ltd	1	0.03	303 330 485	79.42
eMedia Holdings	1	0.03	8 004 932	2.10
eMedia Holdings	1	0.03	2 981 149	0.78
Fulela Trade and Invest 81 (Pty) Ltd	1	0.03	1 289 814	0.34
<b>Public shareholders</b>	<b>3 049</b>	<b>99.67</b>	<b>31 303 413</b>	<b>8.20</b>
	<b>3 059</b>	<b>100.00</b>	<b>31 303 359</b>	<b>100.00</b>



## CORPORATE INFORMATION

### eMedia Holdings Limited

The company's shares are listed under the Media sector of the JSE Limited

### Company registration number

1968/011249/06 (Incorporated in the Republic of South Africa)

### Registered office

4 Albury Road  
Hyde Park  
Dunkeld West  
Johannesburg, 2196

Private Bag X9944  
Sandton, 2146

### Directors

JA Copelyn\* (Chairperson)  
MKI Sherrif (Chief Executive Officer)  
AS Lee (Financial Director)  
TG Govender\*  
Y Shaik\*  
VE Mphande\*\*  
L Govender\*\*  
RD Watson\*\* (Lead Independent)

\* Non-executive

^ Independent

### Company secretary

HCI Managerial Services Proprietary Limited  
Suite 801  
76 Regent Road  
Sea Point, 8005

PO Box 5251  
Cape Town, 8000

### Transfer secretaries

Computershare Investor Services Proprietary Limited  
Rosebank Towers  
15 Biermann Avenue  
Rosebank, 2196

Private Bag X9000  
Saxonwold, 2132

### Auditors

BDO South Africa Incorporated  
Practice number: 905526  
Wanderers Office Park  
52 Corlett Drive  
Illovo, 2196

Private Bag X10046  
Sandton, 2146

### Bankers

Standard Bank of South Africa

### Sponsor

Investec Bank Limited  
100 Grayston Drive  
Sandton  
Sandown, 2196

### Website

[www.emediaholdings.co.za](http://www.emediaholdings.co.za)