25 YEARS
Access to Medicine

Annual Financial Statements **2023**

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Contents

Certificate of the Company Secretary

In my capacity as the Company Secretary & Group Governance Officer, I hereby confirm, in terms of the Companies Act, that for the year ended 30 June 2023, the Company has lodged with the Companies and Intellectual Property Commission all such returns as are required of a public company in terms of this Act, and that all such returns are, to the best of my knowledge and belief true, correct and up to date.

Reginald Haman
Company Secretary

Johannesburg

4 October 2023

Responsibility statement

In terms of Section 3.84(k) of the JSE Limited Listings Requirements, the directors, whose names are stated below, hereby confirm that:

- the Annual Financial Statements set out on pages 13 to 127, fairly present in all material respects the financial position, financial performance and cash flows of the issuer in terms of IFRS;
- no facts have been omitted or untrue statements made that would make the Annual Financial Statements false or misleading;
- 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;
- 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 within the combined assurance model pursuant to principle 15 of the King Code; and
- we are not aware of any fraud involving directors.

Where we are not satisfied, we have disclosed to the audit committee and the auditors the deficiencies in design and operational effectiveness of the internal financial controls and any fraud that involves directors, and have taken the necessary remedial action.

Stephen Saad
Group Chief Executive

Sean Capazorio
Group Chief Financial Officer

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Audit & Risk Committee report

The full mandate, role and responsibilities of the Audit & Risk Committee in terms of its terms of reference have been detailed on the Corporate Governance and Risk Management page of Aspen's website at www.aspenpharma.com.

The table below reflects a summary of the activities undertaken by the Audit & Risk Committee during the year under review, its terms of reference and in support of the Board, with the resulting material outcomes from these activities.

Activities	Outcome
Engagement with the Group's external auditor	• Ernst & Young Inc ("EY") recommended for reappointment as auditor, and Derek Engelbrecht as the designated auditor, as the Committee was satisfied with the capacity and independence of this firm and the designated auditor; • Ensured that there were no scope limitations in respect of audit work performed by EY and that there were no factors that impacted the independence of EY as the external auditors; • Determined the fees to be paid to the auditor and the auditor's terms of engagement; • Ensured that the appointment of the auditor complies with the Companies Act, the applicable JSE Listings Requirements, and any other legislation relating to the appointment of the auditor; • Determined the nature and extent of any non-audit services that the auditor may provide to the Group (during the year, R1.1 million of the R5 million was paid to EY in respect of the provision of non-audit services, which is approximately 2% of the external audit fee paid for the year); • Pre-approved any proposed agreement with the auditor for the provision of non-audit services to the Group, which are of a material nature as provided for in the Group's non-audit services policy; • Held two separately scheduled meetings with EY (without presence of management) as per the Committee's work plan; • Considered the most recent JSE Accreditation pack, including the 2022 report and letter issued by the Independent Regulatory Board of Auditors ("IRBA") of South Africa, a summary of the firm's monitoring processes and outcome of any legal or disciplinary proceedings which may have been instituted against the firm or designated auditor by the IRBA and satisfied itself that there were no areas of concern in respect of the reports, letters and summaries considered; and • Noted that the external auditor had expressed an unqualified opinion on the Annual Financial Statements for the year ended 30 June 2023.
Compliance with Companies Act requirements	• Prepared this report in compliance with section 94(7)(f) of the Companies Act. The full mandate, roles and responsibilities of the Committee, as per its formally adopted terms of reference, may be accessed online at: https://www.aspenpharma.com/corporate-governance/; • Fulfilled its duty to receive and deal with any concerns or complaints relating to the accounting practices and internal audit of the Company and the Group, the content or auditing of the Annual Financial Statements, the internal financial controls of the Company and the Group or any related matter; and • Made submissions to the Board on matters concerning the Company and the Group's accounting policies, financial controls, records and reporting.
Internal financial controls, internal audit and combined assurance	• Confirmed that, based on the results of the formal documented review of the design, implementation and effectiveness of the Group's systems of internal financial controls conducted by Group internal audit, supported by approved outsourced internal audit service providers during the 2023 financial year and, in addition, considering information and explanations given by management and discussions with the external auditor on the results of their audits, no material breakdowns in the functioning of the internal financial controls were noted during the year under review; • Confirmed that the results of the audit tests conducted indicate that the internal financial controls provide a sound basis for the preparation of financial statements; • Considered and confirmed its satisfaction with the effectiveness, competency, capacity and independence of the internal audit function, as well as the expertise and experience of the Group Executive: Internal Audit; and • Oversight of a comprehensive combined assurance model was applied to the Group's key risks to provide a coordinated approach to all assurance activities and confirmed that there were no significant areas of overlap or assurance gaps and the levels of assurance were considered appropriate.
Oversight of risk governance and risk management	• Monitored the implementation of the Group Risk Policy and Group Risk Plan as approved by the Board; • Reviewed and considered the activities and reports of the Group Executive Risk Forum and Tax Committee; • Reviewed and considered business unit risk reports presented to the Committee; • Reviewed and considered the report by internal audit on the integrity and robustness of the Group's risk management processes; • Reviewed and recommended for approval the Group's risk appetite framework; • Reviewed and considered the status of financial, information technology and cybersecurity measures and internal controls for the year under review, as reported on by the Group's internal and external auditors; • Reviewed and approved the adequacy of the Group's insurance cover; • Considered financial-related tip-off reports and management actions to address these.; and • Confirmed its satisfaction with the status and effectiveness of risk governance in the Group and the adequacy of mitigation plans for material risks, recommending this as such to the Board.

Audit & Risk Committee report continued

Activities	Outcome
Integrated reporting	• Will review the Group's Integrated Report and the sustainability information as disclosed therein to evaluate the integrity of reported information and for consistency with the Annual Financial Statements, prior to its release in due course.
Assurance in respect of financial expertise of the Financial Director and finance function	• Confirmed the expertise and experience of the: – Group Chief Financial Officer, who performs the duties of the Company's Finance Director; and – Group's finance function and the senior members of management responsible for the Group's finance function.
Information & Technology ("I&T") Governance	• Reviewed the Group's maturity in respect of I&T governance, considering reports from the Group Digital Technology function and assurance as provided by the internal audit function in accordance with the approved internal audit plan; • Approved the Group's Information Security Policy for implementation; • Performed a critical evaluation of the Group's I&T governance framework to better evaluate, direct and monitor Aspen's I&T assets, as well as to align I&T services with the Group's current and future business needs; and • Monitored the programme to mitigate infrastructure technology security risks and maturity being coordinated centrally and maintained oversight of the mitigation plans introduced to address the risk of material operational and disruptive incidents.

Committee members and attendance at meetings

The following table of attendance at Audit & Risk Committee meetings reflects the Committee's meetings held during the year and the attendance of these meetings by its members during the year:

Audit & Risk Committee	16 August 2022	29 August 2022	3 October 2022	20 October 2022	6 December 2022	10 February 2023	23 February 2023	19 June 2023
Babalwa Ngonyama*	X	X	X	X	X	X	X	N/A
Linda de Beer	X	X	X	X	X	X	X	X
Ben Kruger (Chair)**	X	X	X	X	X	X	X	X
Yvonne Muthien***	N/A	N/A	N/A	N/A	N/A	N/A	N/A	X

** Babalwa Ngonyama resigned as member of the Committee with effect from 29 May 2023.*
*** Ben Kruger was appointed as Chair of the Committee with effect from 14 June 2023.*
**** Yvonne Muthien was appointed as a member of the Committee with effect from 14 June 2023.*

The overall average attendance for the Audit & Risk Committee meetings held during the year was 100%.

Annual Financial Statements for the 2023 financial year

The Committee has reviewed the Annual Financial Statements as well as trading statements, provisional results announcements and interim financial information of the Company and the Group for the year under review and has been assured by the external auditors that they comply with International Financial Reporting Standards. The Committee also considered the JSE's latest report titled "Report on proactive monitoring of financial statements in 2022", published on 4 November 2022, and received management's confirmation that the necessary and appropriate actions were taken to ensure that the Group was in full compliance with this report. In addition, the Committee received a letter from the JSE on 28 June 2023. The letter was received under the auspices of a limited scope thematic review to complement the JSE's established traditional detailed reviews. The thematic review focused on financial instruments liquidity disclosure in the June 2022 Annual Financial Statements and the matter was proactively concluded with the JSE on 22 August 2023.

Internal controls confirmation

This section requires a statement by the Group Chief Executive and Group Chief Financial Officer (in his capacity as the Finance Director of the Company), confirming that internal financial controls are in place to ensure that material information has been provided to effectively prepare the financial statements. Furthermore, confirmation is to be given that the internal financial controls are adequate, effective, and can be relied upon in compiling the Annual Financial Statements, and if not, that the deficiencies in the design and operational effectiveness of the internal financial controls have been disclosed to the Committee and the external auditors, and that the necessary remedial action has been taken.

The Group undertakes a rigorous self-assessment process with the scope including all subsidiaries. The self-assessment review is formally signed off by the financial head of each subsidiary as well as being reviewed and approved by the Group finance team. The self-assessment includes financial and disclosure controls, internal financial and operating controls, business performance-related representations and a detailed fraud assessment review. The positive assurance outcome provided strong support for meeting the requirements of section 3.84(k) of the JSE Listings Requirements.

The Committee is of the view, based on the representations made by Group internal audit, Group Risk Management, the Group Chief Executive and the Group Chief Financial Officer, as well as the other related processes mentioned, that the internal financial controls in place for the Group were adequate and effective during the period under review.

Key audit matters

The following key audit matters were considered by the Audit & Risk Committee in relation to these Annual Financial Statements:

Matter	Outcome
Valuation of intangible assets and impairment of goodwill	The Audit & Risk Committee reviewed and interrogated all material elements supporting the valuation and measurement of goodwill and indefinite life intangible assets, which included stress testing the process and key assumptions underpinning the valuations. The process of reviewing the classification of intangible assets and the criteria for determining whether these assets met the definition of indefinite life intangible assets was extensively reviewed and the Committee was satisfied that the classification and valuation of indefinite life intangible assets was materially correct and fairly presented. Rigorous impairment testing of intangible asset values was once again performed resulting in net impairments of R1,1 billion.

Materiality consideration

Overall Group materiality, based on consolidated profit before tax from operations and adjusted for non-recurring items, was set at R365 million. Profit before tax was used since it is the benchmark against which the performance of the Group is most commonly measured by users and is a generally accepted benchmark in industry.

Group scoping for external audit purposes

The scope of EY’s audit for the financial year under review took into consideration the structure of the Group, the respective accounting processes and controls and the industry in which Aspen operates. The assessment included consideration of financially significant components, based on indicators such as their contribution to Group assets, revenue and profit before tax.

Based on this assessment, 17 financially significant Aspen businesses (“Scope A Businesses”) were identified. These businesses were subjected to full-scope audits of their financial reporting information, which in aggregate account for a significant or material portion of the Group’s revenue, profit before tax and total assets.

From the remaining Aspen businesses, 10 (“Scope B Businesses”) were subjected to analytical reviews, while the balance of businesses and Group subsidiaries were deemed immaterial and subject to statutory audits, where applicable.

In aggregate, the Scope A and B Businesses contribute 92% of Group profit before tax, 90% of Group revenue and 95% of total Group assets.

Going concern

The Committee has, for the year under review, considered the documented assessment by management of the going concern premise of the Group and has, following this consideration and the combined assurance obtained, recommended to the Board that the Group is a going concern and will remain so for the foreseeable future.

Recommendation of the Annual Financial Statements for approval by the Board

At its meeting held on 3 October 2023, the Audit & Risk Committee reviewed and recommended the Annual Financial Statements for approval by the Board of Directors.

The Audit & Risk Committee is satisfied that, for the year under review, it has complied with its statutory responsibilities and the responsibilities assigned to it by the Board.

Ben Kruger CA(SA)
Audit & Risk Committee Chair

Statement of responsibility by the Board of Directors

The Board of Directors ("Board") is responsible for the preparation, integrity, and fair presentation of the Annual Financial Statements for the year ended 30 June 2023 ("Annual Financial Statements") of Aspen Pharmacare Holdings Limited ("the Company") and its subsidiaries (collectively "the Group").

The Board considers that in preparing the Annual Financial Statements it has used appropriate accounting policies, consistently applied and supported by reasonable judgements and estimates, and that all International Financial Reporting Standards ("IFRS"). The external auditors are responsible for carrying out an independent examination of the Annual Financial Statements in accordance with International Standards on Auditing and in the manner required by the Companies Act and for reporting their findings thereon. The Board considered the auditors' report set out on pages 9 to 12 that confirmed that the information contained in the Annual Financial Statements fairly presents the results of operations for the year and the financial position of the Company and the Group at year-end. The Board further acknowledge that they are responsible for the content of the Integrated Report and its supplementary documents, as well as its consistency with the Annual Financial Statements.

The Board has responsibility for ensuring that accounting records are kept. The accounting records should disclose with reasonable accuracy the financial position of the Group to enable the directors to ensure that the Annual Financial Statements comply with the relevant legislation.

The preparation of the Annual Financial Statements in conformity with IFRS requires management to make estimates and assumptions that affect the reported amounts of assets and liabilities at the date of the Annual Financial Statements and the reported expenses during the reporting period. Actual results could differ from those estimates.

The Company and its subsidiaries operate in a well-established control environment, which is documented and regularly reviewed. This incorporates risk management and internal control procedures, which are designed to provide reasonable, but not absolute, assurance that assets are safeguarded and the risks facing the business are being controlled.

The going concern basis has been adopted in preparing the Annual Financial Statements. The Board has no reason to believe that the Group or any company within the Group will not continue on the going concern basis in the foreseeable future, based on forecasts, available cash resources and facilities. These Annual Financial Statements support the viability of the Company and the Group.

The Board provides oversight of the implementation of the Aspen Code of Conduct.

The Group's external auditor, Ernst & Young Incorporated, audited the Annual Financial Statements, and its report is presented on page 9.

The Annual Financial Statements were prepared under the supervision of the Group Chief Financial Officer, Sean Capazorio CA(SA), approved by the Board of Directors on 4 October 2023 and are signed on its behalf.

A signed copy of these Annual Financial Statements is available for inspection at the Company's registered office.

Kuseni Dlamini
Chairman

Stephen Saad
Group Chief Executive

Sean Capazorio
Group Chief Financial Officer

Johannesburg

4 October 2023

Directors' report

The directors have pleasure in presenting their report for the Group and the Company for the year ended 30 June 2023.

Nature of business

Aspen is a global specialty and branded pharmaceutical company, improving the health of patients across the world through its high quality and affordable medicines. Active at every stage of the value chain, the Group is uniquely diversified by geography, product, and manufacturing capability.

Financial results and review of operations

The financial results of the Group are set out on pages 13 to 103 and the Company on pages 104 to 127 of the Annual Financial Statements. The segmental analysis is included on pages 19 to 21. These Annual Financial Statements have been prepared, in accordance with IFRS, the SAICA Financial Reporting Guidelines, as issued by the Accounting Practices Committee, financial pronouncements, as issued by the Financial Reporting Standards Council (FRSC) the Companies Act 71 of 2008 and the JSE Listings Requirements. This includes amounts based on judgements and estimates made by management. Further analysis of the results for the period under review will be included in the Group Chief Financial Officer's review section of the Integrated Report.

The consolidated earnings attributable to equity holders of the Company amounted to R5 228 million for the year, compared with R6 488 million for the previous year, a decrease of 19%. Headline earnings per share ("HEPS") decreased by 4% from 1 461,2 cents to 1 405,4 cents.

The financial results are more fully described in the Annual Financial Statements.

Review of the business, future developments and subsequent events

Aspen's external operating context, reported on in our 2023 Integrated Report to be published at the end of October 2023, will provide details of the Group's environment. The Group's operational performance for 2023 is discussed and information on our future outlook can be found throughout the 2023 Integrated Report. The Group Chief Financial Officer's review in the 2023 Integrated Report, together with these Annual Financial Statements, provide a full description of our financial performance for the year.

Going concern

These Annual Financial Statements have been prepared on the going concern basis. Based on the Group's reserves, positive cash flows and cash balances, the availability of unutilised funding facilities and the budgets for the period to June 2024, the Board believes that the Group and the Company have adequate resources to continue in operation for the next 12 months.

Share capital

There was no change to the authorised and issued ordinary share capital of Aspen during the year. No changes to the issued share capital were effected during the year:

	Number of shares million	Share capital R'million
Ordinary shares		
Balance at the beginning and end of the year	**446,3**	**2 017**

Further details of the authorised and issued share capital of the Company are given in note 12 of the Group Annual Financial Statements and note 9 of the Company Annual Financial Statements.

The unissued ordinary shares are under the control of the directors of the Company until the next annual general meeting.

Directors' report continued

Net borrowings

Borrowings at year-end (net of cash and cash equivalents) amounted to R18 370 million (2022: R16 064 million) are made up as follows:

	2023 R'million	2022 R'million
Non-current borrowings	21 375	10 582
Current borrowings	7 907	11 665
Cash and cash equivalents	(10 912)	(6 183)
	18 370	16 064

At 30 June 2022, Aspen had in place syndicated debt facilities totalling the equivalent of R17,1 billion which were due to mature on 1 July 2023 (the "Maturing Facilities"). At 30 June 2022, R8,4 billion of the Maturing Facilities were utilised and included as part of current borrowings of R11,7 billion. The Group completed a process to refinance the Maturing Facilities through new syndicated debt facilities. The refinancing programme was significantly oversubscribed by lenders and successfully concluded in early November 2022 with new long-term maturity dates. At 30 June 2023, amounts utilised under the Group's syndicated debt facilities totalled R22,1 billion of which R1,2 billion is disclosed as current borrowings and R20,9 billion as non-current borrowings. The net increase in gross borrowings of R7,0 billion includes a non-cash flow movement of R3,4 billion related to the revaluation of mainly Euro and Australian dollar bank debt. At 30 June 2023, Aspen had in place undrawn facilities totalling the equivalent of R17,9 billion.

The level of borrowings is authorised in terms of the Company's and its subsidiaries' Memoranda of Incorporation and have been authorised in terms of the required Board approvals.

A detailed list of borrowings is set out in note 14 of the Group Annual Financial Statements.

Directorate and Secretary

The directors in office at the date of this report are as follows:
- Sean Capazorio – appointed January 2022
- Linda de Beer – appointed July 2018
- Kuseni Dlamini – appointed April 2012
- Ben Kruger – appointed April 2019
- Themba Mkhwanazi – appointed April 2019
- Chris Mortimer – appointed January 1999
- Yvonne Muthien – appointed December 2021
- David Redfern – appointed February 2015
- Stephen Saad – appointed January 1999

The biographical details of the directors, the capacities in which they have been appointed to the Board and the relevant Board Committees they serve on are set out on the Group's website at https://www.aspenpharma.com/about-aspen/. The Company Secretary is Reginald Haman, who was appointed 1 March 2023, and he holds the position of Group Chief Corporate Services Officer. His business and postal addresses are set out on the Group's website at https://www.aspenpharma.com/about-aspen/.

In terms of the Company's Memorandum of Incorporation, Kuseni Dlamini, Ben Kruger, and Themba Mkhwanazi retire as directors by rotation, and being eligible, offer themselves for re-election at the Company's annual general meeting scheduled for 7 December 2023.

During the financial year under review Babalwa Ngonyama resigned as a non-executive director, with effect from 29 May 2023.

The Group Chief Executive and the Group Chief Financial Officer are employed on indefinite term service contracts subject to contractual notice periods by either party.

Details of directors' interests in the Company's issued shares are in the Remuneration Policy and Implementation Report, to be included in the 2023 Integrated Report, and directors' remuneration details are set out in note 23 of the Group Annual Financial Statements.

There have been no changes in the interests of the directors in the shares of the Company between 30 June 2023 and the date of this report.

The Board has the following three sub-committees, each with its own terms of reference:
- Audit & Risk Committee
- Remuneration & Nomination Committee
- Social & Ethics Committee

For more information on these committees, their members and mandates, please refer to https://www.aspenpharma.com/corporate-governance/.

Group share trading policy

It is Group policy that directors, prescribed officers and their associates are not to deal in shares or otherwise transact in the securities of the Company for the periods from half year-end and year-end to 24 hours after publication of the half year-end and year-end results or when the Company is trading under a cautionary announcement.

Transactions and subsequent events

Sterile manufacturing agreements secured

Aspen is pleased to announce that it has now secured four sterile manufacturing agreements with multinational pharmaceutical companies, three at its French manufacturing facility and the other at the sterile manufacturing facility in Gqeberha, South Africa. These new long-term opportunities together with the Serum agreement, concluded in 2022, will materially contribute to the foundation of Aspen's medium-term strategy to fill its sterile manufacturing capacity.

Commercial pharmaceuticals makes advances in its portfolio enhancement strategy

Aspen has concluded an agreement with Eli Lilly Export S.A., a subsidiary of Eli Lilly and Company ("Lilly"), in terms of which Aspen will distribute and promote Lilly's products in Sub-Saharan Africa for an initial term of 10 years, automatically renewable for two further periods of five years ("the Transaction"). The sales revenue of the Lilly portfolio in Sub-Saharan Africa was approximately R440 million in 2022. This is expected to be materially increased by the launch of key Lilly pipeline products in the short to medium term. The pipeline includes Lilly's Tirzepatide, marketed globally as Mounjaro®, a molecule currently under evaluation by SAPHRA and expected to be launched in South Africa in the near future. The Transaction is conditional upon the fulfilment of customary conditions precedent applicable to transactions of this nature, including competition authority approvals. It is anticipated that the Transaction will complete by the end of Q1 of calendar year 2024.

The recently announced agreement for the acquisition of a portfolio of products from Viatris is an exciting and significant step forward in building on and expanding Aspen's footprint in Latin America. The annualised revenue for the product portfolio is USD92 million and includes well-known brands such as Viagra, Lipitor, Zyloft, Norvasc, Lyrica, and Celebrex. This transaction will enable Latin America to become a greater contributor to Regional Brands going forward.

These transactions, together with the recently announced transaction securing distribution rights for Amgen products in Southern Africa, will enhance the Commercial Pharmaceuticals product portfolio in emerging markets and aligns with the previous guidance of adding incremental annualised revenue upwards of USD100 million in Latin America and South Africa.

Interest-free loan

The interest free loan of EUR188 million owing by Aspen Oss to MSD is included in current liabilities which is required to be repaid in full on 30 September 2023. This loan was included in non-current liabilities in the previous financial year. Subsequent to year-end Aspen Oss reached agreement with MSD to extend the loan repayment terms with three instalment payments over the next two years with a final repayment due on 30 September 2025. The original loan incurred and will incur notional interest up to 30 September 2023. The extended loan will attract interest from 1 October 2023 at a fixed market-related rate which is lower than the effective notional interest rate incurred in the current financial year.

Memorandum of Incorporation

No changes were made to the Company's Memorandum of Incorporation during the year ended 30 June 2023 and up until the date of this report.

Directors' report continued

Dividend to shareholders

Taking into account the earnings and cash flow performance for the year ended 30 June 2023, existing debt service commitments, future proposed investments and funding options, notice was given that the Board declared a gross dividend of 342 cents per ordinary share to shareholders recorded in the share register of the Company at the close of business on 22 September 2023 (2022: 326 cents).

A dividend withholding tax of 20% is applicable to shareholders who are not exempt. The Company's income tax number is 9325178714. The issued share capital of the Company is 446 252 332 ordinary shares. The dividend was paid from income reserves. Shareholders were advised to seek their own tax advice on the consequences associated with the dividend.

The directors are of the opinion that the Company will satisfy the solvency and liquidity requirements of sections 4 and 46 of the Companies Act, 2008.

Future distributions will be decided on a year-to-year basis. In compliance with IAS 10 – *Events After Balance Sheet Date*, the dividend will only be accounted for in the financial statements for the year ending 30 June 2024.

The salient dates in respect of the dividend were as follows:

Last day to trade cum dividend	Tuesday, 19 September 2023
Shares commence trading ex-dividend	Wednesday, 20 September 2023
Record date	Friday, 22 September 2023
Payment date	Tuesday, 26 September 2023

Special resolutions

All special resolutions were passed by the Company at the AGM on 08 December 2022.

Auditors

The Audit & Risk Committee ("A&R Co") and Board have recommended that Ernst & Young Inc. be appointed as the external auditor of the Group and the Company, and that Derek Engelbrecht be appointed as the designated auditor for this purpose, in terms of the resolution to be proposed at the annual general meeting in accordance with the Companies Act. The directors further confirm that the A&R Co has addressed the specific responsibility required by it in terms of the Companies Act and that membership of the A&R Co will be proposed to shareholders by ordinary resolution at the annual general meeting. The activities of the A&R Co are contained within the A&R Co Report available online at https://www.aspenpharma.com/investor-relations/#integrated-reporting.

Investments in subsidiaries and structured entities

The financial information in respect of the Group and the Company's interests in its material operating subsidiaries and structured entities is set out in note 22 of the Company's Annual Financial Statements.

Contracts

None of the directors and officers of the Company had an interest in any contract of significance during the financial year, save as disclosed in note 31 of the Group Annual Financial Statements and note 19 of the Company Annual Financial Statements.

Corporate governance

Our application of the principles of King IV is set out on the Company's website: https://www.aspenpharma.com/corporate-governance/.

Creating, sustaining and protecting value through our approach to environmental, social and corporate governance ("ESG") factors

Our Integrated Report for 2023, to be published at the end of October 2023, will provide information on our ESG performance and provide information on the Group's approach to remuneration.

Independent auditor's report

To the Shareholders of Aspen Pharmacare Holdings Limited

Report on the Audit of the Consolidated and Separate Financial Statements

Opinion

We have audited the consolidated and separate financial statements of Aspen Pharmacare Holdings Limited and its subsidiaries ("the Group") and Company set out on pages 13 to 127, which comprise the consolidated and separate statements of financial position as at 30 June 2023, and the consolidated and separate statements of profit or loss and other comprehensive income, the consolidated and separate statements of changes in equity and the consolidated and separate statements of cash flows for the year then ended, and notes to the consolidated and separate financial statements, including a summary of significant accounting policies.

In our opinion, the consolidated and separate financial statements present fairly, in all material respects, the consolidated and separate financial position of the Group and Company as at 30 June 2023, and its consolidated and separate financial performance and consolidated and separate cash flows for the year then ended in accordance with International Financial Reporting Standards and the requirements of the Companies Act of South Africa.

Basis for Opinion

We conducted our audit in accordance with International Standards on Auditing ("ISAs"). Our responsibilities under those standards are further described in the Auditor's Responsibilities for the Audit of the consolidated and separate financial statements section of our report. We are independent of the Group and Company in accordance with the Independent Regulatory Board for Auditors' Code of Professional Conduct for Registered Auditors ("IRBA Code") and other independence requirements applicable to performing audits of financial statements of the Group and Company and in South Africa. We have fulfilled our other ethical responsibilities in accordance with the IRBA Code and in accordance with other ethical requirements applicable to performing audits of the Group and Company and in South Africa. The IRBA Code is consistent with the corresponding sections of the International Ethics Standards Board for Accountants' International Code of Ethics for Professional Accountants (including International Independence Standards). We believe that the audit evidence we have obtained is sufficient and appropriate to provide a basis for our opinion.

Key Audit Matters

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

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

Independent auditor's report continued

Key Audit Matter	How the matter was addressed in the audit
Valuation of intangible assets and impairment of goodwill ***(Consolidated and separate financial statements)***	
At year end, the intangible assets for the Group and Company amounted to R63,1 billion and R1,2 billion respectively. The Group also has goodwill to the value of R5,6 billion (Company: Rnil). Intangible assets are in respect of intellectual property and brands, and goodwill that arose historically from the acquisition of standalone businesses and/or individual assets. As described in note 1 and 4 of the Consolidated financial statements and note 2 of the Company financial statements, the recoverable amount of the intangible assets and goodwill had been determined based on a value-in-use calculation using cash flow projections from five-year strategic plans, and annual financial budgets approved by the Board. Where the recoverable amount was less than the carrying amount, an impairment was recognised. The impairments are as a result of changes in trading conditions, rising interest rates and their impact on the weighted average cost of capital as well as changes in sales (regulated pricing environments) and costs (supply chain cost and complexities due to the ongoing geopolitical conflict). Note 1 and note 4 of the Group financial statements describe intangible assets and goodwill which were impaired by to the gross value of R1,4 billion and Rnil billion respectively. Impairment reversals for the Group related to intangible assets only, which amounted to R0,3 billion. Note 2 of the Company financial statements describes intangible assets which were impaired, and which amounted to R0,03 billion. Key judgements that affected management's annual impairment assessment were: • Selection of the appropriate impairment model. • Discount rate applied. • Specific risk premia added to the discount rate by management. • Inputs to the cash flow forecasts such as growth and terminal value rates. • Useful lives of intangibles assets. • Assumptions regarding pricing growth, volume growth and margin management. • Recoverability of development costs in respect of projects. The valuation of intangible assets and goodwill required significant auditor attention and is considered a Key Audit Matter due to the following: • The quantum of the Group balances being 51% and 80% respectively in relation to the consolidated total assets and equity as at 30 June 2023 (and 4% in relation to both the total assets and equity of the company), and the resulting quantum of impairments recognised during the current year. • The number of Cash Generating Units (CGUs) and models to be evaluated. • The extent to which we involved our internal valuations specialists to evaluate management's judgements and assumptions.	Our procedures amongst others included the following: • We obtained an understanding of management's process and controls applied to: – Identify and define the CGUs – Assess the valuation of the CGUs and the related intangible assets and goodwill, and – Evaluate the useful lives of the intangible assets, • We evaluated the valuation methodology and model used by management in determining the value-in-use of goodwill and intangible assets through comparison with prior years for consistency, and with reference to relevant accounting standards and our knowledge of industry practice. • In response to the macro-economic pressure facing the determination of the weighted average discount rates, we involved our valuation specialists to independently challenge management's methodology, calculation, and inputs. • We performed detailed quantitative and qualitative assessments to select various CGUs for detailed testing, • For the sample of CGUs selected: – We challenged the examined the business plans approved and assumptions used by management, including forecasted revenue base, profit from operating margins, working capital for terminal value calculations and cash flows necessary for the continuing use of the CGU's assets and allocated goodwill. – We evaluated the completeness of the country specific risk premiums added to the discount rate used to discount a given model by identifying the different risk dependent cash flows incorporated into the model. – We involved our valuation specialists to assist with the evaluation of the discount rates applied to a given model based our knowledge of the industry and benchmarked adjustments for country specific risks premiums to the risk free rates against external international databases. – We evaluated the weighting applied to the country specific risk premiums by reference to the proportion of cash flows from each country. – We evaluated the accuracy of the inputs to the cash flow forecasts used in the valuation models by agreeing them to the budgets approved by the Board and customer agreements, and assessed the forecasts for reasonableness against actuals, management's plans and other relevant market and economic information which we benchmarked against external sources. – We evaluated management's growth and terminal value with reference to country specific inflation rates. – We evaluated management's assessment of useful lives with reference to product life cycles, license to distribute and underlying sales agreements. – We identified the interdependencies between various inputs to evaluate that the inputs used are consistent in a given model and across models. – We recalculated the arithmetical accuracy of management's computations. – We performed our own independent calculation of the point in estimate based on what we expect the inputs to be and compared our point in estimate to management's point in estimate.

Independent auditor's report continued

Key Audit Matter	How the matter was addressed in the audit
• A value in use model has significant judgment and estimations in respect of future cash flow forecasts, discount rate and terminal growth rate assumptions. Changes in certain assumptions can lead to significant changes in the assessment of the recoverable amount. • The number of countries, operating and reporting segments that the brands operate in brought into focus: – The need for a weighted discount rate which appropriately covered these various jurisdictions, – The forecasting of annual growth, terminal growth, cost-saving and efficiency measures as well as the respective useful lives reflective of the various locations. • The impact on the weighted average cost of capital as a result of the rising inflationary environment, the conflict in Europe and continued interest rate increases in the United States. • We further focused on the estimation of the useful lives of the intangible assets which are subject to tight regulatory environments and changes in consumer behaviour. • The extent of disclosures required by *IAS 36 Impairment of Assets* and *IAS 38 Intangible Assets*	– We performed sensitivity analyses on the key assumptions applied by management including pricing levels, volume growth, margins and the discount rate to determine the impact that a reasonable expected change could have on the recoverable amount of any given CGU. • We evaluated the disclosures in note 1 and 4 of the Consolidated financial statements and note 2 of the Company financial statements, relating to intangible assets and goodwill to assess compliance with the requirements of *IAS 36 Impairment of Assets* and *IAS 38 Intangible assets*.

Other Information

The directors are responsible for the other information. The other information comprises the information included in the 142 page document titled "Aspen Holdings annual financial statements for the year ended 30 June 2023", which includes the Directors' Report, the Audit & Risk Committee's Report, unaudited share statistics, Illustrative constant exchange rate report – Annexure 1 and the Company Secretary's Certificate as required by the Companies Act of South Africa, which we obtained prior to the date of this report, and the Integrated Report, which is expected to be made available to us after that date. Other information does not include the consolidated or the separate financial statements and our auditor's report thereon.

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

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

Responsibilities of the Directors for the consolidated and separate financial statements

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

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

Auditor's Responsibilities for the audit of the consolidated and separate financial statements

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

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

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

Independent auditor's report continued

To the Shareholders of Aspen Pharmacare Holdings Limited

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

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

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

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

Report on Other Legal and Regulatory Requirements

In terms of the IRBA Rule published in Government Gazette Number 39475 dated 4 December 2015, we report that Ernst & Young Inc. has been the auditor of Aspen Pharmacare Holdings Limited for three years.

Ernst & Young Inc.

Ernst & Young Inc.
Director – Derek Engelbrecht Registered Auditor

4 October 2023

102 Rivonia Road, Sandton, Johannesburg

Group statement of financial position

at 30 June 2023

	Note	2023 R'million	2022 R'million
ASSETS			
Non-current assets			
Intangible assets	1	**63 104**	53 651
Property, plant and equipment	2	**18 495**	15 913
Right-of-use assets	3	**402**	311
Goodwill	4	**5 596**	5 007
Deferred tax assets	5	**1 579**	1 252
Contingent environmental indemnification assets	6	**343**	329
Other non-current receivables	7	**265**	351
Total non-current assets		**89 784**	76 814
Current assets			
Inventories	8	**19 606**	15 763
Receivables and other current assets	9	**13 053**	11 948
Current tax assets		**929**	667
Cash and cash equivalents	10	**10 912**	6 183
Total current assets		**44 500**	34 561
Total assets		**134 284**	111 375
SHAREHOLDERS' EQUITY			
Retained income		**58 134**	54 341
Non-distributable reserves		**26 309**	14 746
Share capital (net of treasury shares)	12	**1 669**	1 784
Share-based compensation reserve	13	**124**	71
Total shareholders' equity		**86 236**	70 942
LIABILITIES			
Non-current liabilities			
Borrowings	14	**21 375**	10 582
Other non-current liabilities	15	**497**	3 492
Unfavourable and onerous contracts	16	**–**	87
Deferred tax liabilities	5	**1 995**	1 966
Contingent environmental indemnification liabilities	6	**343**	329
Retirement and other employee benefit obligations	17	**690**	582
Total non-current liabilities		**24 900**	17 038
Current liabilities			
Borrowings	14	**7 907**	11 665
Trade and other payables	18	**10 180**	10 060
Other current liabilities	19	**4 057**	711
Current tax liabilities		**900**	613
Unfavourable and onerous contracts	16	**104**	346
Total current liabilities		**23 148**	23 395
Total liabilities		**48 048**	40 433
Total equity and liabilities		**134 284**	111 375

Group statement of comprehensive income

for the year ended 30 June 2023

	Note	2023 R'million	2022 R'million
Revenue	20	**40 709**	38 606
Cost of sales		**(21 775)**	(20 300)
Gross profit		**18 934**	18 306
Selling and distribution expenses		**(5 799)**	(5 518)
Administrative expenses		**(3 627)**	(3 021)
Other operating income		**696**	1 950
Other operating expenses		**(2 382)**	(3 046)
Operating profit	21	**7 822**	8 671
Investment income	24	**529**	105
Financing costs	25	**(1 796)**	(642)
Profit before tax		**6 555**	8 134
Tax	26	**(1 327)**	(1 646)
Profit for the year		**5 228**	6 488
OTHER COMPREHENSIVE INCOME, NET OF TAX[1]			
Net gains from cash flow hedging in respect of business acquisitions		**–**	22
Currency translation gains	29	**11 563**	1 675
Remeasurement of retirement and other employee benefit obligations		**20**	139
Total comprehensive income		**16 811**	8 324
Basic and diluted earnings per share (cents)	27	**1 176,9**	1 432,3

[1] *Remeasurements of retirement and other employee benefit obligations are not reclassified to profit or loss. All other items in other comprehensive income are reclassified to profit or loss.*

Group statement of changes in equity

for the year ended 30 June 2023

		Non-distributable reserves				
	Share capital (net of treasury shares) R'million	Hedging reserve R'million	Foreign currency translation reserve R'million	Share-based compensation reserve R'million	Retained income R'million	Total R'million
BALANCE AT 30 JUNE 2021	1 875	428	12 503	65	50 756	65 627
Total comprehensive income	–	22	1 675	–	6 627	8 324
Profit for the year	–	–	–	–	6 488	6 488
Other comprehensive income	–	22	1 675	–	139	1 836
Dividends paid	–	–	–	–	(1 196)	(1 196)
Transfer between reserves	–	4	114	–	(118)	–
Share buy back	(72)	–	–	–	(1 728)	(1 800)
Treasury shares purchased	(57)	–	–	–	–	(57)
Deferred incentive bonus shares exercised	38	–	–	(38)	–	–
Share-based payment expense	–	–	–	44	–	44
BALANCE AT 30 JUNE 2022	**1 784**	**454**	**14 292**	**71**	**54 341**	**70 942**
Total comprehensive income	**–**	**–**	**11 563**	**–**	**5 248**	**16 811**
Profit for the year	**–**	**–**	**–**	**–**	**5 228**	**5 228**
Other comprehensive income	**–**	**–**	**11 563**	**–**	**20**	**11 583**
Dividends paid	**–**	**–**	**–**	**–**	**(1 455)**	**(1 455)**
Treasury shares purchased	**(136)**	**–**	**–**	**–**	**–**	**(136)**
Deferred incentive bonus shares exercised	**21**	**–**	**–**	**(21)**	**–**	**–**
Share-based payment expense	**–**	**–**	**–**	**74**	**–**	**74**
BALANCE AT 30 JUNE 2023	**1 669**	**454**	**25 855**	**124**	**58 134**	**86 236**

Group statement of cash flows

for the year ended 30 June 2023

	Note	2023 R'million	2022 R'million
CASH FLOWS FROM OPERATING ACTIVITIES			
Cash generated from operations	A	**7 942**	7 371
Financing costs paid	B	**(1 337)**	(411)
Investment income received		**529**	105
Tax paid	C	**(1 614)**	(1 691)
Cash generated from operating activities		**5 520**	5 374
CASH FLOWS FROM INVESTING ACTIVITIES			
Capital expenditure – property, plant and equipment		**(2 230)**	(1 963)
Proceeds received from disposal of property, plant and equipment		**5**	30
Capital expenditure – intangible assets		**(951)**	(734)
Proceeds received from disposal of intangible assets	D	**4**	325
Proceeds received from disposal of Japanese Business		**279**	288
Proceeds received from disposal of European Thrombosis assets	E	**–**	146
Proceeds received from disposal of other non-current assets		**17**	45
Disposal of Oncology portfolio in USA		**38**	–
Proceeds received from disposal of assets classified as held-for-sale	F	**–**	1 800
Payment of deferred, fixed and contingent consideration relating to prior year business transactions		**(626)**	(1 827)
Acquisition of subsidiary	G	**–**	(361)
Insurance compensation of assets		**43**	90
Cash utilised in investing activities		**(3 421)**	(2 161)
CASH FLOWS FROM FINANCING ACTIVITIES			
Proceeds from borrowings		**7 939**	14 208
Repayment of borrowings		**(6 585)**	(15 661)
Repayment of lease liabilities		**(183)**	(170)
Dividends paid		**(1 455)**	(1 196)
Purchase of treasury shares		**(136)**	(57)
Share buy back		**–**	(1 800)
Cash utilised in financing activities		**(420)**	(4 676)
Movement in cash and cash equivalents before currency translation movements		**1 679**	(1 463)
Currency translation movements		**843**	479
Movement in cash and cash equivalents		**2 522**	(984)
Cash and cash equivalents at the beginning of the year		**4 971**	5 955
Cash and cash equivalents at the end of the year[1]	H	**7 493**	4 971
DISCONTINUED OPERATIONS INCLUDED IN THE ABOVE			
Cash generated from investing activities		**–**	361
		–	361

[1] *For the purposes of the statement of cash flows, cash and cash equivalents comprise bank balances, short-term bank deposits less bank overdrafts.*

Notes to the Group statement of cash flows

for the year ended 30 June 2023

	2023 R'million	2022 R'million
A. CASH GENERATED FROM OPERATIONS		
Operating profit	**7 822**	8 671
Amortisation of intangible assets	**541**	546
Depreciation of property, plant and equipment and right-of-use-assets	**1 247**	1 167
Net impairment charges	**1 986**	1 573
Loss on disposal of property, plant and equipment and right-of-use assets	**1**	7
Loss on disposal of intangible assets	**–**	98
Profit on disposal of assets classified as held-for-sale	**–**	(1 317)
Settlement of product litigation costs		(398)
Share-based payment expense	**135**	58
Deferred revenue	**(47)**	(77)
Unfavourable and onerous contracts	**(377)**	(347)
Other non-cash items	**(8)**	42
Cash operating profit	**11 300**	10 023
Working capital movements	**(3 358)**	(2 652)
Increase in inventories	**(2 701)**	(2 168)
Decrease/(increase) in trade and other receivables	**327**	(1 355)
(Decrease)/increase in trade and other payables	**(984)**	871
	7 942	7 371
B. FINANCING COSTS PAID		
Financing costs per statement of comprehensive income	**(1 796)**	(642)
Add: Borrowing cost capitalised	**(46)**	(64)
Less: Non-cash financing costs	**505**	295
	(1 337)	(411)
C. TAX PAID		
Amounts receivable/(payable) at the beginning of the year	**54**	(212)
Tax charged to the statement of comprehensive income	**(1 693)**	(1 429)
Acquisition of subsidiary	**–**	(2)
Currency translation movements	**54**	6
Amounts payable at the end of the year	**900**	613
Amounts receivable at the end of the year	**(929)**	(667)
	(1 614)	(1 691)
D. PROCEEDS FROM DISPOSAL OF INTANGIBLE ASSETS		
Proceeds receivable from disposal of intangible assets	**4**	398
Outstanding proceeds	**–**	(73)
	4	325
E. PROCEEDS RECEIVED FROM DISPOSAL OF EUROPEAN THROMBOSIS ASSETS		
Proceeds from other current receivables (Note 7)	**–**	135
Proceeds from assets classified as held-for-sale (Note 11)	**–**	11
	–	146

Notes to the Group statement of cash flows continued

for the year ended 30 June 2023

	2023 R'million	2022 R'million
F. PROCEEDS RECEIVED FROM DISPOSAL OF ASSETS CLASSIFIED AS HELD-FOR-SALE		
In the prior year, Aspen concluded an agreement with Acino Pharma AG ("Acino") (a company incorporated in Switzerland), in terms of which Acino acquired a product portfolio of six products from Pharmacare Limited, a wholly owned South African subsidiary of Aspen Holdings, for a consideration of R1,8 billion, plus the cost of the related inventories effective 1 March 2022.		
Cash inflow per statement of cash flows	–	1 800
Assets classified as held-for-sale – 31 December 2021	–	(483)
Profit on disposal of assets classified as held-for-sale	–	1 317

G. ACQUISITION OF SUBSIDIARIES

Acquisition of ENT Technologies (Pty) Ltd

On 31 March 2022, Aspen Pharmacare Australia (Pty) Ltd acquired 100% of ENT Technologies (Pty) Ltd ("ENTT") for a consideration of R386 million (AUD35 million). Aspen has accounted for this acquisition as a business combination in terms of IFRS 3 – *Business Combinations*.

Based in Hawthorn East, Melbourne, ENTT has a portfolio of market-leading products that treat a range of common ear, nose and throat problems. ENTT has built a reputation for providing high quality, innovative, over-the-counter nasal and sinus products for children and adults. Its portfolio includes the Flo nasal and sinus range of preservative-free products and specialist anaesthetic nasal sprays. The accounting for the transaction has been finalised in the current year with no material impact post-acquisition. The accounting for the transaction has been as set out below.

	2022 R'million
Fair value of assets and liabilities acquired	
Intangible assets	177
Inventories	26
Receivables and other current assets	27
Cash and cash equivalents	25
Deferred tax liabilities	(51)
Trade and other payables	(27)
Current tax liabilities	(2)
Fair value of net assets acquired	175
Goodwill arising on acquisition	211
Purchase consideration	386
Cash and cash equivalents at acquisition	(25)
Cash outflow on acquisition	361

The fair value of the trade receivables amounts to R25 million and it is expected that the full contractual amounts can be collected.

The goodwill of R211 million comprises the value of expected synergies arising from the acquisition and a distribution customer list, which is not separately recognised.

The estimation of post-acquisition operating profits are immaterial to the Group.

	2023 R'million	2022 R'million
H. CASH AND CASH EQUIVALENTS		
Bank balances	**10 625**	5 802
Short-term bank deposits	**280**	318
Cash-on-hand	**7**	63
Cash and cash equivalents per the statement of financial position	**10 912**	6 183
Less: bank overdrafts[1]	**(3 419)**	(1 212)
Cash and cash equivalents per the statement of cash flows	**7 493**	4 971

[1] *Bank overdrafts are included within current borrowings in the statement of financial position.*

Group segmental analysis

for the year ended 30 June 2023

Segmental reporting

The Group shows its reportable segments to reflect the operating model which aligns to the way in which the business is managed and reported on to the Chief Operating Decision Maker ("CODM").

Business segments of the Group are split between the Commercial Pharmaceuticals and Manufacturing segments.

Commercial Pharmaceuticals consists of the following business segments:
- Sterile Focus Brands segment, which includes the Anaesthetics and Thrombosis portfolios; and
- Regional Brands, which are products that are managed on a regional basis.

The business segments that make up the Manufacturing segment have been revised (introduced in the interim results, 31 December 2022) to align to the Group's capacity fill and manufacturing strategy. The updated business segments are set out below:
- Active Pharmaceutical Ingredients ("API") – this segment includes the API Chemicals business and non-heparin biochemical API business;
- Heparin – this segment includes the full value chain contribution from all heparin containing products including API and Finished Dose Form ("FDF") sales. Key products include the Fraxiparine and MonoEmbolex heparin containing FDF products as well as the sale of heparin API to third parties;
- FDF Steriles – this segment includes all FDF sterile sales and will be the key growth driver supporting the Group's medium-term capacity fill objectives. This segment excludes all heparin based prefilled syringes which are included in the heparin business segment; and
- FDF Other – this segment includes all non-sterile FDF products.

The business has been split at a revenue and gross margin level between the Commercial Pharmaceutical and Manufacturing segments to give separate visibility to the gross margins earned by each of these segments.

The entity-wide revenue disclosure reflects the regional split of revenue within the reportable segments. The regions are as follows:
- Africa Middle East;
- Europe CIS;
- Australasia;
- Asia; and
- Americas.

The financial information of the Group's reportable segments is reported to the CODM for purposes of allocating resources to the segment and assessing its performance.

Each of the reportable segments is managed by a segment manager.

Restatement of the Group segmental analysis

The Group revised its reportable segments to reflect the newly updated operating model which aligns to the way in which the business is managed and reported on by the CODM.

Manufacturing revenue in total has not changed after applying the new updated operating model.

Group segmental analysis

for the year ended 30 June 2023

	2023				
	Sterile Focus Brands R'million	Regional Brands R'million	Total Commercial Pharmaceuticals R'million	Total Manufacturing R'million	Total R'million
Revenue	**10 588**	**18 824**	**29 412**	**11 297**	**40 709**
Cost of sales	**(4 168)**	**(7 597)**	**(11 765)**	**(10 010)**	**(21 775)**
Gross profit	**6 420**	**11 227**	**17 647**	**1 287**	**18 934**
Selling and distribution expenses					**(5 799)**
Administrative expenses					**(3 627)**
Net other operating income					**345**
Depreciation					**1 247**
Normalised EBITDA[1]					**11 100**
Adjusted for					
Depreciation					**(1 247)**
Amortisation					**(541)**
Loss on sale of assets					**(1)**
Net impairment of assets					**(1 064)**
Insurance compensation on assets					**43**
Restructuring costs					**(278)**
Transaction costs					**(190)**
Operating profit					**7 822**
Gross profit %	60,6	59,6	60,0	11,4	46,5
Selling and distribution expenses %					14,2
Administrative expenses %					8,9
Normalised EBITDA %					27,3

[1] *Normalised EBITDA represents operating profit before depreciation and amortisation adjusted for specific non-trading items as defined in the Group's accounting policy and definitions.*

Group segmental analysis continued

for the year ended 30 June 2023

	2022				
	Sterile Focus Brands R'million	Regional Brands R'million	Total Commercial Pharmaceuticals R'million	Total Manufacturing R'million	Total R'million
Revenue	10 253	17 405	27 658	10 948	38 606
Cost of sales	(4 032)	(7 571)	(11 603)	(8 697)	(20 300)
Gross profit	6 221	9 834	16 055	2 251	18 306
Selling and distribution expenses					(5 518)
Administrative expenses					(3 021)
Net other operating income					78
Depreciation					1 167
Normalised EBITDA[1]					11 012
Adjusted for					
Depreciation					(1 167)
Amortisation					(546)
Profit on sale of assets					1 212
Net impairment of assets					(1 205)
Insurance compensation on assets					90
Restructuring costs					(174)
Transaction costs					(491)
Reversal of deferred consideration no longer payable					15
Product litigation costs					(75)
Operating profit					8 671
Gross profit %	60,7	56,5	58,0	20,6	47,4
Selling and distribution expenses %					14,3
Administrative expenses %					7,8
Normalised EBITDA %					28,5

	Change				
	Sterile Focus Brands %	Regional Brands %	Total Commercial Pharmaceuticals %	Total Manufacturing %	Total %
Revenue	3	8	6	3	5
Cost of sales	3	0	1	15	7
Gross profit	3	14	10	(43)	3
Selling and distribution expenses					5
Administrative expenses					20
Net other operating income					>100
Depreciation					7
Normalised EBITDA[1]					1

[1] *Normalised EBITDA represents operating profit before depreciation and amortisation adjusted for specific non-trading items as defined in the Group's accounting policy and definitions.*

Group revenue segmental analysis

for the year ended 30 June 2023

	2023 R'million	Restated[1] 2022 R'million	Change %
Commercial Pharmaceuticals by customer geography	**29 412**	27 658	6
Africa Middle East	**8 154**	8 403	(3)
Australasia	**5 827**	5 107	14
Asia	**5 505**	5 116	8
Americas	**5 079**	4 295	18
Europe CIS	**4 847**	4 737	2
Manufacturing revenue by geography of manufacture			
Active pharmaceutical ingredients	**5 024**	4 894	3
Europe CIS	**4 832**	4 684	3
Africa Middle East	**192**	210	(9)
Heparin	**3 423**	2 379	44
Europe CIS	**3 423**	2 379	44
Finished dose form – Steriles	**1 480**	2 567	(42)
Europe CIS	**1 037**	925	12
Africa Middle East	**443**	1 642	(73)
Finished dose form – Other	**1 370**	1 108	24
Australasia	**727**	596	22
Europe CIS	**498**	380	31
Americas	**19**	–	100
Asia	**115**	112	3
Africa Middle East	**11**	20	(45)
Total Manufacturing revenue	**11 297**	10 948	3
Total revenue	**40 709**	38 606	5
Summary of regions			
Europe CIS	**14 637**	13 105	12
Africa Middle East	**8 800**	10 275	(14)
Australasia	**6 554**	5 703	15
Asia	**5 620**	5 228	7
Americas	**5 098**	4 295	19
Total revenue	**40 709**	38 606	5

[1] *Manufacturing segments have been revised and consequently the prior year has been restated to reflect the segmental change.*

Commercial Pharmaceuticals therapeutic area analysis

	2023 Sterile Focus Brands R'million	2023 Regional Brands R'million	2023 Total R'million
By customer geography			
Africa Middle East	**443**	**7 711**	**8 154**
Australasia	**677**	**5 150**	**5 827**
Asia	**4 768**	**737**	**5 505**
Americas	**1 627**	**3 452**	**5 079**
Europe CIS	**3 073**	**1 774**	**4 847**
Total Commercial Pharmaceuticals	**10 588**	**18 824**	**29 412**

	2022 Sterile Focus Brands R'million	2022 Regional Brands R'million	2022 Total R'million
By customer geography			
Africa Middle East	525	7 878	8 403
Australasia	643	4 464	5 107
Asia	4 503	613	5 116
Americas	1 439	2 856	4 295
Europe CIS	3 143	1 594	4 737
Total Commercial Pharmaceuticals	10 253	17 405	27 658

	Change Sterile Focus Brands %	Change Regional Brands %	Change Total %
By customer geography			
Africa Middle East	(16)	(2)	(3)
Australasia	5	15	14
Asia	6	20	8
Americas	13	21	18
Europe CIS	(2)	11	2
Total Commercial Pharmaceuticals	3	8	6

Notes to the Group Annual Financial Statements

for the year ended 30 June 2023

1. INTANGIBLE ASSETS

ACCOUNTING POLICY

Recognition and measurement

Intangible assets are stated at historical cost less accumulated amortisation and accumulated impairment losses. Intangible assets are not revalued.

Cost

Intellectual property

With regard to accounting for acquisitions of intangible assets that involved future contingent and/or milestone payments, the Group has adopted the financial liability approach. Under the financial liability approach, the liability is recognised at fair value at the date of initial recognition of the asset and subsequently remeasured through the statement of comprehensive income to account for changes in fair value of the liability. This will account for a higher intangible asset value and corresponding liability on acquisition when compared to the cost accumulation method, with the accounting for notional interest on the capitalised future payments.

An indefinite useful life intangible asset is an intangible asset where there is no foreseeable limit to the period over which the asset is expected to generate future economic benefits for the Group.

Development costs

Expenditure on acquired patents, trademarks, dossiers, licences and know-how is capitalised. Expenditure incurred to extend the term of the patents or trademarks is capitalised. All other expenditure is charged to the statement of comprehensive income when incurred.

Development costs directly attributable to the production of new or substantially improved products or processes controlled by the Group are capitalised (until the date of commercial production) if the costs can be measured reliably, the products and processes are technically feasible, future economic benefits are probable, and the Group intends to and has sufficient resources to complete development and to use or sell the asset. All the remaining development costs are charged to the statement of comprehensive income. Research expenditure is charged to the statement of comprehensive income when incurred.

The amounts that are recognised as intangible assets consist of all direct costs relating to the intellectual property and also include the cost of intellectual property development employees and an appropriate portion of relevant overheads. Other development costs that do not meet these criteria are recognised as an expense as incurred. Development costs previously recognised as an expense are not recognised as an asset in a subsequent period.

Product participation and contractual rights

Rights acquired to co-market or manufacture certain third-party products are capitalised to intangible assets. Intellectual property relating to the acquired rights is not owned by Aspen.

Software

Acquired computer software licences are capitalised on the basis of the costs incurred to acquire and bring to use the specific software.

Costs associated with developing or maintaining computer software programs are recognised as an expense as incurred. Costs that are directly associated with the production of identifiable and unique software products controlled by the Group, and that will probably generate economic benefits exceeding costs beyond one year, are recognised as intangible assets if they meet the following criteria:
- the costs can be measured reliably;
- the software is technically feasible;
- future economic benefits are probable;
- the Group intends to and has sufficient resources to complete development; and
- the Group intends to use or sell the asset.

Accumulated amortisation

Intellectual property

Finite intangible assets are recognised at cost and amortised on a straight-line basis over their estimated remaining useful lives. Estimated useful lives are reviewed annually.

Amortisation is included in other operating expenses in the statement of comprehensive income.

1. INTANGIBLE ASSETS continued

ACCOUNTING POLICY continued

Development costs

Development costs are amortised from the commencement of the commercial sale of the product to which they relate, being the date at which all regulatory requirements necessary to commercialise the product are met. Amortisation is done on a straight-line basis over their estimated remaining useful lives and estimated useful lives are reviewed annually.

Product participation and contractual rights

Product participation and other acquired product-related contracted distribution rights are amortised over the remaining contractual term net of any contracted residual values.

Software

Computer software is amortised on a straight-line basis over its estimated remaining useful life. Estimated useful lives are reviewed annually.

Impairment

An indefinite useful life intangible asset is an intangible asset where there is no foreseeable limit to the period over which the asset is expected to generate future economic benefits for the Group.

An impairment assessment is performed on indefinite useful life intangible assets annually, or more frequently if there are impairment indicators. Finite useful life intangible assets are reviewed annually and assessed for impairment when there are impairment indicators. Impairment testing is performed by comparing the recoverable amount to the carrying amount of the intangible asset.

The recoverable amounts of the intangible assets are determined as the higher of value-in-use and fair value less costs to sell.

Fair value less costs to sell

In determining fair value less costs of disposal, recent market transactions are taken into account. If no such transactions can be identified, an appropriate valuation model is used.

Value-in-use

Key assumptions relating to this valuation method include the discount rate and cash flows used to determine the value-in-use. Future cash flows are estimated based on the most recent budgets and forecasts approved by management covering a period of up to five years and are extrapolated over the useful life of the asset to reflect the long-term plans of the Group using the estimated growth rate for the specific business or product. The estimated future cash flows and discount rates used are pre-tax based on an assessment of the current risks applicable to the specific asset and/or entity and country in which it operates or the product is sold.

Management determines the expected performance of the assets based on the following:
- an assessment of existing products against past performance and market conditions;
- an assessment of existing products against existing market conditions; and
- the pipeline of products under development, applying past experiences of launch success and existing market conditions.

The growth rates used to extrapolate cash flow projections beyond the period covered by the budgets and forecasts take into account the long-term average rates of the industry in which the cash-generating unit (CGU) is operating. Estimations are based on a number of key assumptions such as volume, price and product mix, which will create a basis for future growth and gross margin. These assumptions are set in relation to historic figures and external reports on market growth. If necessary, these cash flows are then adjusted to take into account any changes in assumptions or operating conditions that have been identified subsequent to the preparation of the budgets and forecasts.

The weighted average cost of capital is derived from a pricing model based on credit risk and the cost of the debt. The variables used in the model are established on the basis of management judgement and current market conditions. Management judgement is also applied in estimating the future cash flows of the CGUs. These values are sensitive to the cash flows projected for the periods for which detailed forecasts are not available and to the assumptions regarding the long-term sustainability of the cash flows thereafter.

Intangible assets that have been impaired in past financial years are reviewed for possible reversal of impairment at each reporting date.

Notes to the Group Annual Financial Statements continued

for the year ended 30 June 2023

1. INTANGIBLE ASSETS continued

SIGNIFICANT JUDGEMENTS AND ESTIMATES

Indefinite useful life intangible assets

Significant judgement is needed by management when determining the classification of intangible assets as finite or indefinite useful life assets. The following factors are taken into account when this classification is made:

- historical product sales, volume and profitability trends as well as the expected uses for the asset further evident from budgets, future growth and plans to invest in each of the assets over the long-term are taken into account when this is being assessed;
- estimates of useful lives of similar assets – historical trends, market sentiment and/or the impact of any competitive activity;
- the strategy (2024 budget, specific marketing plans, specific enhancement plans and the identification of new markets) for obtaining maximum economic benefit from the asset;
- rates of technical, technological or commercial obsolescence in the industry are slow and evident in the fact that most of the reinvestment in technology is expansion rather than replacement due to obsolescence;
- the stability of the industry and economy in which the asset will be deployed;
- the willingness and ability of the entity to commit resources to maintain the performance of the asset;
- the period of the entity's control over the asset and any legal or other restriction on its ability to use the asset;
- redundancy of a similar medication due to changes in market preferences; and
- development of new drugs treating the same disease.

In assessing whether any intangible assets ought to be reclassified from indefinite life to finite life, in addition to specific known events that could indicate a reclassification is appropriate, management considers the following key criteria when selecting intangible assets for such an assessment:

- intangible assets that have low headroom and for which the outlook reflects compound sales declines; or
- intangible assets that have been impaired in consecutive years; or
- intangible assets that are expected to have a negative growth in the medium to long-term.

Indefinite useful life intangible assets constitute 89% of total intangible assets (2022: 87%).

Finite useful life intangible assets

Amortisation rates and residual values

The Group amortises its assets over their estimated useful lives. The estimation of the useful lives of assets is based on historic performance, as well as expectations about future use and therefore requires a significant degree of judgement to be applied by management. The actual lives of these assets can vary depending on a variety of factors, including technological innovation, product lifecycles and maintenance programmes.

Significant judgement is applied by management when determining the residual values for intangible assets. Only in the event of contractual obligations in terms of which a termination consideration is payable to the Group will management apply a residual value to the intangible asset.

The estimated remaining useful life information for 2023 was as follows:

Intellectual property	Up to 40 years
Product participation and other contractual rights	Up to 36 years
Computer software	Up to 10 years
Development costs	Up to 10 years

1. INTANGIBLE ASSETS continued

RECONCILIATION OF BALANCE

2023	Intellectual property R'million	Development costs R'million	Product participation and other contractual rights R'million	Computer software R'million	Total R'million
Carrying amount					
Cost	**70 981**	**2 125**	**1 876**	**4 335**	**79 317**
Accumulated amortisation	**(2 683)**	**(561)**	**(463)**	**(2 259)**	**(5 966)**
Accumulated impairment losses	**(9 289)**	**(742)**	**–**	**(216)**	**(10 247)**
	59 009	**822**	**1 413**	**1 860**	**63 104**
Movement in intangible assets					
Carrying amount at the beginning of the year	**50 002**	**987**	**1 373**	**1 289**	**53 651**
Additions	**6**	**149**	**–**	**796**	**951**
Disposals	**–**	**(3)**	**–**	**(1)**	**(4)**
Amortisation	**(187)**	**(48)**	**(21)**	**(285)**	**(541)**
Reclassification between classes of assets	**155**	**(155)**	**–**	**–**	**–**
Impairment losses	**(1 161)**	**(166)**	**–**	**(32)**	**(1 359)**
Impairment losses reversed	**299**	**–**	**–**	**–**	**299**
Currency translation movements	**9 895**	**58**	**61**	**93**	**10 107**
	59 009	**822**	**1 413**	**1 860**	**63 104**

2022	Intellectual property R'million	Development costs R'million	Product participation and other contractual rights R'million	Computer software R'million	Total R'million
Carrying amount					
Cost	59 145	2 103	1 783	3 254	66 285
Accumulated amortisation	(2 258)	(479)	(410)	(1 779)	(4 926)
Accumulated impairment losses	(6 885)	(637)	–	(186)	(7 708)
	50 002	987	1 373	1 289	53 651
Movement in intangible assets					
Carrying amount at the beginning of the year	50 800	1 352	1 416	1 314	54 882
Additions	3	391	1	339	734
Acquisition of subsidiary	177	–	–	–	177
Disposals	(448)	(31)	(17)	–	(496)
Amortisation	(186)	(64)	(20)	(276)	(546)
Reclassification between classes of assets	268	(269)	–	1	–
Reclassification from property, plant and equipment	–	–	–	69	69
Disposal of assets classified as held-for-sale	(474)	–	(9)	–	(483)
Impairment losses	(990)	(369)	–	(182)	(1 541)
Impairment losses reversed	361	–	–	–	361
Currency translation movements	491	(23)	2	24	494
	50 002	987	1 373	1 289	53 651

Notes to the Group Annual Financial Statements continued

for the year ended 30 June 2023

1. INTANGIBLE ASSETS continued

INDEFINITE USEFUL LIFE INTANGIBLE ASSETS

Split of balance	2023 R'million	2022 R'million
1) AstraZeneca Anaesthetics portfolio	**21 986**	18 272
2) MSD business	**7 930**	6 624
3) GSK Thrombosis business	**6 905**	6 078
4) GSK Anaesthetics portfolio	**5 473**	5 009
5) ELIZ products	**4 365**	3 627
6) Specialist global brands	**3 926**	3 447
7) GSK OTC brands	**2 288**	1 752
8) GSK classic brands	**906**	637
Other brands	**2 240**	2 019
	56 019	47 465

The key brands for the abovementioned indefinite life intangible assets are as follows:
1) Diprivan, EMLA, Marcaine, Naropin and Xylocaine.
2) Desogestrel, Meticorten, Orgaran, Ovestin and Testosterone.
3) Arixtra and Fraxiparine.
4) Ultiva, Nimbex, Mivacron and Tracrium.
5) Eltroxin, Imuran and Zyloric.
6) Alkeran, Leukeran, Purinethol, Lanvis, Septrin and Trandate.
7) Phillips Milk of Magnesia, Solpadeine and Cartia.
8) Augmentin, Amoxil and Zyban.

IMPAIRMENT OF INTANGIBLE ASSETS

Key assumptions used in the impairment tests for significant intangible assets were as follows in 2023:

	Carrying amount of intangible assets (R'million)			Period covered by budgets and forecasts	Growth in revenue (% per annum)[1]	Average gross profit (% per annum)	Terminal growth (% per annum)[2]	Pre-tax discount rate applied to cash flows (% per annum)
	Finite	Indefinite	Total					
AstraZeneca Anaesthetics portfolio	–	21 986	21 986	5 years	(1)	62	1	9
MSD business	8	7 930	7 945	5 years	3	66	1	11
GSK Thrombosis business	–	6 905	6 905	5 years	2	60	2	11
GSK Anaesthetics portfolio	–	5 473	5 473	5 years	5	63	1	9
ELIZ products	639	4 365	4 916	5 years	4	64	1	11
Specialist global brands	–	3 926	3 926	5 years	2	64	0	10
GSK OTC brands	8	2 288	2 295	5 years	8	55	1	12
GSK classic brands	847	906	1 573	5 years	0	73	0	7

[1] *Average compound annual growth rate during the period covered by abovementioned budgets and forecasts.*
[2] *Average growth rate used to extrapolate cash flows beyond period covered by abovementioned budgets and forecasts. In the case of finite life assets, this is to the end of their expected useful life.*

Based on the calculations, the appropriate impairments and reversal of impairments were recognised for these intangible assets.

The Directors and management have performed a sensitivity analysis in order to consider and assess the impact of possible changes in key assumptions on the recognised impairments. The assumptions that are considered to be the main drivers in the calculation of the value of the intangible assets and where changes are reasonably possible are: price levels, the growth rate of the assets beyond the five-year forecast period and the discount rate used.

1. INTANGIBLE ASSETS continued

INDEFINITE USEFUL LIFE INTANGIBLE ASSETS continued

The table below sets out the outcome of the sensitivity analysis and the resulting hypothetical additional impairments that would result from this modelling. It is the Directors' and management's view that the appropriate impairments and reversal of impairments were recognised at 30 June 2023.

	2023		
	1% point reduction in revenue due to price reductions R'million	**1% point reduction in terminal growth[1] R'million**	**0,5% point increase in the pre-tax discount rate R'million**
AstraZeneca Anaesthetics portfolio	**–**	**405**	**–**
MSD business	**3**	**151**	**35**
GSK Thrombosis business	**124**	**428**	**179**
GSK Anaesthetics portfolio	**–**	**–**	**–**
Specialist global brands	**14**	**48**	**16**
GSK OTC brands	**1**	**–**	**0**
GSK classic brands	**–**	**–**	**1**

[1] *Average growth rate used to extrapolate cash flows beyond period covered by abovementioned budgets and forecasts.*

Key assumptions used in the impairment tests for significant intangible assets were as follows in 2022:

	Carrying amount of intangible assets (R'million)			Period covered by budgets and forecasts	Growth in revenue (% per annum)[2]	Average gross profit (% per annum)	Terminal growth (% per annum)[3]	Pre-tax discount rate applied to cash flows (% per annum)
	Finite	Indefinite	Total					
AstraZeneca Anaesthetics portfolio	–	18 272	18 272	5 years	0	60	0	8
MSD business	15	6 624	6 639	5 years	8	71	0	9
GSK Thrombosis business	–	6 078	6 078	5 years	4	59	0	11
GSK Anaesthetics portfolio	–	5 009	5 009	5 years	5	57	0	9
ELIZ products	551	3 627	4 178	5 years	0	62	0	8
Specialist global brands	–	3 447	3 447	5 years	2	64	0	8
GSK OTC brands	7	1 752	1 759	5 years	9	52	0	10
GSK classic brands	667	637	1 304	5 years	2	73	0	7

[2] *Average compound annual growth rate during the period covered by abovementioned budgets and forecasts.*
[3] *Average growth rate used to extrapolate cash flows beyond period covered by abovementioned budgets and forecasts. In the case of finite life assets this is to the end of their expected useful life.*

Notes to the Group Annual Financial Statements continued

for the year ended 30 June 2023

1. INTANGIBLE ASSETS continued

IMPAIRMENT OF INTANGIBLE ASSETS continued

The table below sets out the outcome of the sensitivity analysis and the resulting hypothetical additional impairments that would result from this modelling. It is the Directors' and management's view that the appropriate impairments and reversal of impairments were recognised at 30 June 2022.

	2022		
	1% reduction in revenue due to price reductions R'million	1% point in terminal growth[1] R'million	0,5% increase in the pre-tax discount rate R'million
AstraZeneca Anaesthetics portfolio	–	438	181
MSD business	6	2	2
GSK Thrombosis business	187	307	214
GSK Anaesthetics portfolio products	17	161	58
Specialist global brands	15	80	37
GSK OTC brands	7	3	2
GSK classic brands	7	10	6

[1] *Average growth rate used to extrapolate cash flows beyond period covered by abovementioned budgets and forecasts.*

The Directors and management consider that changes in excess of those shown above are not probable and that the remaining headroom between the value determined in the impairment tests and the carrying amounts of the intangible assets is sufficient to support the above disclosure.

	Note	**2023 R'million**	2022 R'million
Impairment of intangible assets (included in other operating expenses)			
Impairment of intangible assets can be split as follows:			
GSK Anaesthetics portfolio products	1	**433**	29
GSK Thrombosis business	2	**369**	351
Project and product development costs	3	**204**	530
Specialist global brands	4	**201**	225
MSD business		**58**	212
Other		**94**	194
		1 359	1 541

The impairments have generally arisen as a result of a decline in the outlook of revenue and profitability but notable circumstances exist in the case of:

1) Increasing competition exacerbated by higher discount rates impact two products within this portfolio.
2) Volume-based pricing tenders in China and exposure to Russia impact one brand in this portfolio.
3) Product development and other projects that were no longer technically or commercially feasible.
4) Increased competition, price inelasticity and higher discount rates impact three products in this portfolio.

With the exception of intangible assets fully written off, the carrying value of intangible assets impaired or with impairment reversals have been determined based on either fair value less costs to sell or value-in-use calculations, using a five-year forecast horizon.

1. INTANGIBLE ASSETS continued

IMPAIRMENT OF INTANGIBLE ASSETS continued

Reversal of impairments can be split as follows:

	2023 R'million	2022 R'million
GSK OTC brands	(206)	–
Specialist global brands	–	(230)
ELIZ brands	–	(37)
Other	(93)	(94)
	(299)	(361)
Net impairment of intangible assets	1 060	1 180

The impairment reversals have generally arisen as a result of an improvement in the outlook of revenue and profitability.

Other key assumptions used (where appropriate and in relation to the material impairments) were:

2023	Growth in revenue (% per annum)[1]	Gross profit (% per annum)	Growth (% per annum)[2]	Pre-tax discount rate applied to cash flows (% per annum)
Impairments				
GSK Anaesthetics portfolio product	(6)	50	1	10
GSK Thrombosis business	0	54	2	11
Specialist global brands	(3)	56	1	12
Impairments reversals				
GSK OTC brands	12	46	2	13

2022	Growth in revenue (% per annum)[1]	Gross profit (% per annum)	Growth (% per annum)[2]	Pre-tax discount rate applied to cash flows (% per annum)
Impairments				
GSK Thrombosis business	4	52	0	11
Specialist global brands	(1)	53	0	9
MSD business	0	23	0	11
Impairments reversals				
Specialist global brands	3	82	0	9

[1] *Average compound average growth rate during the above mentioned five-year forecast.*
[2] *Average growth rate used to extrapolate cash flows beyond the above mentioned five-year forecast. In the case of finite life assets, this is to the end of their expected useful life.*

Commitments	2023 R'million	2022 R'million
Capital commitments include all projects for which specific Board approval has been obtained up to the reporting date. Capital expenditure will be financed from funds generated out of normal business operations and existing borrowing facilities. Projects still under investigation for which specific Board approval has not yet been obtained are excluded from the following:		
Authorised and contracted for	232	537
Authorised but not yet contracted for	524	670
	756	1 207

OTHER DISCLOSURES

No intangible assets have been pledged as security for borrowings.

Notes to the Group Annual Financial Statements continued

for the year ended 30 June 2023

2. PROPERTY, PLANT AND EQUIPMENT

ACCOUNTING POLICY

Recognition and measurement

Property, plant and equipment is stated at historical cost less accumulated depreciation and accumulated impairment losses.

Cost

Historical cost includes expenditure that is directly attributable to the acquisition of the items.

The cost of self-constructed assets includes expenditure on materials, direct labour and an allocated proportion of project overheads. Costs capitalised for work-in-progress in respect of activities to develop, expand or enhance items of property, plant and equipment are classified as part of assets under capital work-in-progress. Subsequent costs are included in the asset's carrying amount, or recognised as a separate asset, only when it is probable that the future economic benefits associated with the item will flow to the Group and the cost of the item can be measured reliably. All other repairs and maintenance are charged to the statement of comprehensive income in the period in which they are incurred.

Profit or losses on disposals of property, plant and equipment are determined by comparing proceeds with the carrying amount and are included in operating profit in the statement of comprehensive income. An item of property, plant and equipment and any significant part initially recognised is derecognised upon disposal (i.e., at the date the recipient obtains control) or when no future economic benefits are expected from its use or disposal. Any profit or loss arising on derecognition of the asset (calculated as the difference between the net disposal proceeds and the carrying amount of the asset) is included in the statement of profit or loss when the asset is derecognised.

Costs directly attributable to major development projects of property, plant and equipment are capitalised to the asset.

Depreciation

Property, plant and equipment is depreciated to its estimated residual value on a straight-line basis over its expected useful life. The assets' residual values and useful lives are reviewed, and adjusted if appropriate, at each year-end date.

Land and buildings comprise mainly factories and office buildings. Owned land is not depreciated.

Impairment

The Group reviews the carrying amount of its property, plant and equipment annually and if events occur which call into question the carrying amount of the assets to determine whether there is any indication of impairment. If any such indication exists, the recoverable amount of the asset is estimated, being the higher of the asset's fair value less cost to sell and value-in-use. In assessing value-in-use the estimated future cash flows are discounted to their present value using a pre-tax discount rate that reflects current market assessments of the time value of money and the risks specific to the asset. For the purposes of assessing impairment, assets are grouped at the lowest level for which there are separately identifiable cash flows (cash-generating units). Where the carrying value exceeds the estimated recoverable amount, such assets are written down to their recoverable amount.

Property, plant and equipment that have been impaired in past financial years are reviewed for possible reversal of impairment at each reporting date. Impairment changes and reversals are included in other operating expenses and other operating income in the statement of comprehensive income.

SIGNIFICANT JUDGEMENTS AND ESTIMATES

Depreciation and residual values

The Group depreciates its assets over their estimated useful lives. The estimation of the useful lives of assets is based on historic performance as well as expectations about future use and therefore requires a significant degree of judgement to be applied by management. The actual lives of these assets can vary depending on a variety of factors, including technological innovation, product lifecycles and maintenance programmes. These depreciation rates represent management's current best estimate of the useful lives of these assets.

Significant judgement is applied by management when determining the residual values for property, plant and equipment. When determining the residual value the following factors are taken into account:
- external residual value information (if available); and
- internal technical assessments for complex plant and machinery.

The Group has reviewed the residual values and useful lives of the assets. No material adjustment resulted from such review in the current year.

Depreciation rates

The estimated remaining useful life information for 2023 was as follows:

Buildings	Up to 50 years
Plant and equipment	Up to 24 years
Computer equipment	Up to 9 years
Office equipment and furniture	Up to 10 years

2. PROPERTY, PLANT AND EQUIPMENT continued

RECONCILIATION OF BALANCE

2023	Land and buildings R'million	Plant and equipment R'million	Other tangible assets[1] R'million	Capital work-in-progress R'million	Total R'million
Carrying amount					
Cost	**7 699**	**9 071**	**2 032**	**6 543**	**25 345**
Accumulated depreciation	**(1 586)**	**(3 857)**	**(1 237)**	**–**	**(6 680)**
Accumulated impairment losses	**(121)**	**(32)**	**(4)**	**(13)**	**(170)**
	5 992	**5 182**	**791**	**6 530**	**18 495**
Movement in property, plant and equipment					
Carrying amount at the beginning of the year	**5 791**	**4 777**	**698**	**4 647**	**15 913**
Additions	**113**	**347**	**100**	**1 670**	**2 230**
Borrowing costs capitalised[2]	**–**	**–**	**–**	**46**	**46**
Disposals	**(1)**	**(5)**	**–**	**–**	**(6)**
Depreciation	**(271)**	**(654)**	**(127)**	**–**	**(1 052)**
Reclassification between classes of assets	**28**	**229**	**10**	**(267)**	**–**
Impairment losses	**–**	**(4)**	**–**	**–**	**(4)**
Currency translation movements	**332**	**492**	**110**	**434**	**1 368**
	5 992	**5 182**	**791**	**6 530**	**18 495**

[1] *Other tangible assets comprise of computer equipment, office equipment and furniture.*
[2] *Borrowing costs capitalised represent financing costs arising on the construction of qualifying assets. The capitalisation rate for the year was 7,3% (2022: 5,5%).*

2022	Land and buildings R'million	Plant and equipment R'million	Other tangible assets[1] R'million	Capital work-in-progress R'million	Total R'million
Carrying amount					
Cost	7 784	9 006	1 796	4 660	23 246
Accumulated depreciation	(1 893)	(4 188)	(1 093)	–	(7 174)
Accumulated impairment losses	(100)	(41)	(5)	(13)	(159)
	5 791	4 777	698	4 647	15 913
Movement in property, plant and equipment					
Carrying amount at the beginning of the year	5 501	4 276	622	4 427	14 826
Additions	239	610	173	941	1 963
Borrowing costs capitalised[2]	–	–	–	64	64
Disposals	(9)	(37)	(1)	–	(47)
Depreciation	(271)	(588)	(128)	–	(987)
Reclassification between classes of assets	295	462	15	(772)	–
Reclassification to intangible assets	–	–	–	(69)	(69)
Impairment losses	–	(1)	–	(12)	(13)
Reversal of impairment losses	–	13	1	2	16
Currency translation movements	36	42	16	66	160
	5 791	4 777	698	4 647	15 913

[1] *Other tangible assets comprise of computer equipment, office equipment and furniture.*
[2] *Borrowing costs capitalised represent financing costs arising on the construction of qualifying assets. The capitalisation rate for the year was 7,3% (2022: 5,5%).*

Notes to the Group Annual Financial Statements continued

for the year ended 30 June 2023

2. PROPERTY, PLANT AND EQUIPMENT continued

IMPAIRMENTS

	2023 R'million	2022 R'million
Spilt of balance		
European factories	–	11
Other	4	2
	4	13

REVERSAL OF IMPAIRMENTS

	2023 R'million	2022 R'million
Spilt of balance		
European factories	–	9
Indian factory	–	6
Other	–	1
	–	16

COMMITMENTS

Capital commitments

Capital commitments, excluding potential capitalised borrowing costs, include all projects for which specific Board approval has been obtained up to the reporting date. Capital expenditure will be financed from funds generated out of normal business operations and existing borrowing facilities. Projects still under investigation for which specific Board approvals have not yet been obtained are excluded from the following:

	2023 R'million	2022 R'million
Authorised and contracted for	948	840
Authorised but not yet contracted for	1 746	2 422
	2 694	3 262
Summary of Land and buildings		
Land	834	728
Buildings	5 158	5 063
	5 992	5 791
The depreciation charge was classified as follows in the statement of comprehensive income		
Cost of sales	975	912
Selling and distribution expenses	23	20
Administrative expenses	54	55
	1 052	987

No property, plant and equipment was pledged or committed as security for any borrowings.

3. RIGHT-OF-USE ASSETS

ACCOUNTING POLICY

Group's leasing activities

The Group's leases include office and warehouse buildings, vehicles, plant and machinery and computer hardware. Rental contracts are for fixed periods varying between two to six years but may have renewal periods as described below.

At inception of a contract, the Group assesses whether a contract is, or contains a lease. A contract is, or contains a lease, if the contract conveys the right to control the use of an identified asset for a period of time in exchange for consideration.

Recognition and measurement

The Group recognises a right-of-use asset and a lease liability at the lease commencement date. The right-of-use asset is initially measured at cost, which comprises the initial amount of the lease liability adjusted for any lease payments made at or before the lease commencement date, plus any initial direct costs incurred and an estimate of costs to dismantle and remove the underlying asset or to restore the underlying asset or the site on which it is located, less any lease incentives received.

Depreciation

The right-of-use asset is subsequently depreciated using the straight-line method from the commencement date to the earlier of the end of the useful life of the right-of-use asset or the end of the lease term. The estimated useful lives of right-of-use assets are determined as the shorter of the asset's useful life and the lease term including options to extend and or terminate the lease if the Group is reasonably certain it will exercise the option. In addition, the right-of-use asset is periodically reduced by impairment losses, if any, and adjusted for certain remeasurements of the lease liability.

The estimated remaining useful life information for 2023 was as follows:

Buildings	Up to 4 years
Motor vehicles	Up to 5 years
Plant and machinery	Up to 6 years
Computer hardware	Up to 4 years

Renewal and termination options

A number of lease contracts include the option to renew the lease for a further period or terminate the lease earlier. The majority of extension and termination options held are exercisable only by the Group and not by the respective lessor.

In determining the lease term, management considers all facts and circumstances that create an economic incentive to exercise an extension option, or not exercise a termination option. Extension options (or periods after termination options) are only included in the lease term if the lease is reasonably certain to be extended (or not terminated). The Group applies judgement in assessing whether it is reasonably likely that options will be exercised. Factors considered include how far in the future an option occurs, the Group's business planning cycle, significance of related leasehold improvements and past history of terminating/not renewing leases.

The lease term is reassessed if a significant event or a significant change in circumstances occurs which affects this assessment and that is within the control of the lessee.

A number of leases entitle both the Group and the lessor to terminate the lease without a termination penalty. In determining whether the Group has an economic incentive to not exercise the termination option, the Group considers the broader economics of the contract and not only contractual termination payments.

Lease and non-lease components

A number of lease contracts include both lease and non-lease components (e.g. maintenance, security, taxes etc). The Group allocates the consideration in the contract to each lease and non-lease component based on their relative stand-alone prices. The stand-alone prices of each component are based on available market prices. The Group has not elected the practical expedient to account for non-lease components as part of its lease liabilities and right-of-use assets. Therefore, non-lease components are accounted for as operating expenses and are recognised in the statement of comprehensive income as they are incurred.

Short-term leases and leases of low-value assets

The Group elected not to recognise right-of-use assets and lease liabilities for short-term leases that have a lease term of 12 months or less and leases of low-value assets, including IT equipment. The Group defines low-value leases as leases of assets for which the value of the underlying asset when it is new is R94 000 or less. The Group recognises the lease payments associated with these leases as an expense on a straight-line basis over the lease term.

Notes to the Group Annual Financial Statements continued

for the year ended 30 June 2023

3. RIGHT-OF-USE ASSETS continued

RECONCILIATION OF BALANCE

2023	Buildings R'million	Motor vehicles R'million	Plant and machinery R'million	Computer hardware R'million	Total R'million
Carrying amount					
Cost	**609**	**252**	**22**	**56**	**939**
Accumulated depreciation	**(322)**	**(143)**	**(8)**	**(45)**	**(518)**
Accumulated impairment losses	**(19)**	**–**	**–**	**–**	**(19)**
	268	**109**	**14**	**11**	**402**
Movement in right-of-use assets					
Carrying amount at the beginning of the year	**212**	**67**	**12**	**20**	**311**
Additions	**176**	**78**	**4**	**2**	**260**
Depreciation	**(129)**	**(49)**	**(4)**	**(13)**	**(195)**
Termination of leases	**(16)**	**(5)**	**–**	**–**	**(21)**
Currency translation movements	**25**	**18**	**2**	**2**	**47**
	268	**109**	**14**	**11**	**402**

2022	Buildings R'million	Motor vehicles R'million	Plant and machinery R'million	Computer hardware R'million	Total R'million
Carrying amount					
Cost	512	150	17	51	730
Accumulated depreciation	(283)	(83)	(5)	(31)	(402)
Accumulated impairment losses	(17)	–	–	–	(17)
	212	67	12	20	311
Movement in right-of-use assets					
Carrying amount at the beginning of the year	303	69	7	21	400
Additions	81	39	8	10	138
Depreciation	(128)	(36)	(3)	(13)	(180)
Impairment	(17)	–	–	–	(17)
Termination of leases	(38)	(8)	–	–	(46)
Currency translation movements	11	3	–	2	16
	212	67	12	20	311

COMMITMENTS

Short-term leases and leases of low-value assets

The Group has a number of insignificant short-term and low value leased assets which includes leases of offices, warehouses and other equipment. These are not included in the right-of-use assets but expensed in terms of IFRS 16 – *Leases*.

The future minimum lease commitments are as follows:

	2023 R'million	2022 R'million
Less than one year	**22**	18
Between one and five years	**28**	24
	50	42

Short-term leases and leases of low-value assets comprises of a number of individually insignificant leases. These leasing arrangements do not impose any significant restrictions on the Group.

3. RIGHT-OF-USE ASSETS continued

COMMITMENTS continued

Amounts recognised in the statement of comprehensive income

	2023 R'million	2022 R'million
Buildings	129	128
Motor vehicles	49	36
Plant and machinery	4	3
Computer hardware	13	13
Depreciation of right-of-use assets	195	180
Interest expense (included in financing costs)	27	27
Expenses relating to short-term and low-value lease assets (included in operating expenses)	53	50
Amounts recognised in the statement of cash flows		
Expenses relating to short-term and low-value lease assets (included in operating activities)	53	50
Interest paid (included in cash flows from operating activities)	27	27
Repayment of lease liabilities (included in financing activities)	183	170
Total cash outflow	263	247
The depreciation charge was classified as follows in the statement of comprehensive income		
Cost of sales	31	24
Selling and distribution expenses	17	14
Administrative expenses	147	142
	195	180

Other disclosures

No right-of-use asset was pledged or committed as security for any borrowings.

Notes to the Group Annual Financial Statements continued

for the year ended 30 June 2023

4. GOODWILL

ACCOUNTING POLICY

Recognition and measurement

Goodwill on the acquisition of subsidiaries or businesses is capitalised and shown separately on the face of the statement of financial position and carried at cost less accumulated impairment losses. For the purpose of impairment testing, goodwill acquired in a business combination is, from the acquisition date, allocated to each of the Group's cash-generating units that are expected to benefit from the business combination, irrespective of whether other assets or liabilities of the acquiree are assigned to those units. Where goodwill has been allocated to a CGU and part of the operation within that unit is disposed of, the goodwill associated with the disposed operation is included in the carrying amount of the operation when determining the profit or loss on disposal. Goodwill disposed in these circumstances is measured based on the relative values of the disposed operation and the portion of the CGU retained.

Cost

Goodwill is initially measured as the excess of the aggregate of the consideration transferred, the acquisition date fair value of previously held equity interests and the fair value of non-controlling interests over the net identifiable assets acquired and liabilities assumed. If the cost of the acquisition is less than the fair value of the net assets of the subsidiary acquired, the difference is recognised directly in the statement of comprehensive income.

The profit or loss realised on disposal or termination of an entity is calculated after taking into account the carrying amount of any related goodwill.

Impairment

For the purposes of impairment testing, goodwill is allocated to the smallest CGU. Each of those CGUs represents the smallest identifiable group of assets that generates cash inflows that are largely independent of the cash inflows from other assets or groups of assets. The allocation is made to those CGUs or groups of CGUs that are expected to benefit from the business combination in which the goodwill arose. Impairment assessments are performed annually, or more frequently if there are indicators that the balance might be impaired. Impairment testing is performed by comparing the value-in-use of the CGU to the carrying amount. Impairment testing is only performed on CGUs that are considered to be significant in comparison to the total carrying amount of goodwill.

Impairment charges are included in other operating expenses in the statement of comprehensive income.

Value-in-use

Key assumptions include the discount rate and cash flows used to determine the value-in-use. Future cash flows are estimated based on the most recent budgets and forecasts approved by management covering a five year period and are extrapolated over the useful life of the asset to reflect the long-term plans for the Group using the estimated growth rate for the specific business or product. The estimated future cash flows and discount rates used are pre-tax based on an assessment of the current risks applicable to the specific entity and country in which it operates.

Management determines the expected performance of the assets based on the following:
- an assessment of existing products against past performance and market conditions;
- an assessment of existing products against existing market conditions; and
- the pipeline of products under development, applying past experiences of launch success and existing market conditions.

The growth rates used to extrapolate cash flow projections beyond the period covered by the budgets and forecasts take into account the long-term average rates of the industry in which the CGU is operating. Estimations are based on a number of key assumptions such as volume, price and product mix which will create a basis for future growth and gross margin. These assumptions are set in relation to historic figures and external reports on market growth. If necessary, these cash flows are then adjusted to take into account any changes in assumptions or operating conditions that have been identified subsequent to the preparation of the budgets and forecasts.

The weighted average cost of capital rate is derived from a pricing model based on credit risk and the cost of the debt. The variables used in the model are established on the basis of management judgement and current market conditions. Management judgement is also applied in estimating the future cash flows of the CGUs. These values are sensitive to the cash flows projected for the periods for which detailed forecasts are not available and to the assumptions regarding the long-term sustainability of the cash flows thereafter.

Impairment losses recognised for goodwill are not reversed in subsequent financial years.

4. GOODWILL continued

ACCOUNTING POLICY continued

RECONCILIATION OF BALANCE

	2023 R'million	2022 R'million
Carrying amount at the beginning of the year	**5 007**	4 621
Acquisition of subsidiaries	**–**	211
Impairment losses – Other	**–**	(11)
Currency translation movements	**589**	186
	5 596	5 007
Split of balance		
Sigma business – Australasia	**3 962**	3 560
AstraZeneca Anaesthetics portfolio	**341**	277
Australian ENTT business acquisition	**251**	226
GSK Thrombosis business	**238**	198
Aspen Oss B.V.	**180**	150
Africa business	**159**	159
Fine Chemicals Corporation (Pty) Limited	**155**	155
MSD business	**75**	61
Other	**235**	221
	5 596	5 007

IMPAIRMENT OF GOODWILL

Key assumptions used in the impairment tests for goodwill were as follows in 2023:

	Carrying amount of goodwill (R'million)	Period covered by budgets and forecasts	Growth in revenue (% per annum)[1]	Average gross profit (% per annum)	Capital expenditure (per annum)	Terminal growth (% per annum)[2]	Pre-tax discount rate applied to cash flows (% per annum)
Sigma business – Australasia	**3 962**	**5 years**	**1**	**51**	**AUD12 million**	**3**	**10**
AstraZeneca Anaesthetics portfolio	**341**	**5 years**	**(1)**	**62**	**–**	**1**	**9**
Australian ENTT business acquisition	**251**	**5 years**	**8**	**61**	**–**	**3**	**10**
GSK Thrombosis business	**238**	**5 years**	**2**	**60**	**–**	**2**	**11**
Aspen Oss B.V.	**180**	**5 years**	**9**	**32**	**ZAR378 million**	**4**	**11**
Africa business	**159**	**5 years**	**7**	**42**	**ZAR26 million**	**7**	**28**
Fine Chemicals Corporation (Pty) Limited	**155**	**14 years**	**12**	**27**	**ZAR66 million**	**4**	**14**
MSD business	**75**	**4 years**	**3**	**66**	**–**	**1**	**11**

[1] *Average compound annual growth rate during the period covered by above mentioned budgets and forecasts.*
[2] *Average growth rate used to extrapolate cash flows beyond period covered by above mentioned budgets and forecasts.*

Notes to the Group Annual Financial Statements continued

for the year ended 30 June 2023

4. GOODWILL continued

IMPAIRMENT OF GOODWILL continued

Based on the calculations there were no impairments of the above goodwill balances.

The Directors and management have considered and assessed reasonably possible changes in key assumptions that could cause the carrying amounts of the various elements of goodwill to exceed their values in use. The assumptions that are considered to be the main drivers in the calculation of the value of the intangible assets and where changes are reasonably possible are: price levels, the growth rate of the assets beyond the five-year forecast period and the discount rate used.

Reasonably possible changes in these key assumptions are: a 1% reduction in revenue due to price declines, a 1% reduction in the terminal growth rate and a 0,5% increase in the pre-tax discount rate. In all cases none of these changes resulted in a possible additional impairment of greater than R20 million except for the following in 2023:

	1% reduction in revenue due to price reductions R'million	1% reduction in terminal growth[1] R'million	0,5% increase in the pre-tax discount rate R'million
AstraZeneca Anaesthetics portfolio	–	**129**	–

[1] *Average growth rate used to extrapolate cash flows beyond period covered by above mentioned budgets and forecasts.*

The Directors and management consider that changes in excess of those shown above are not probable and that the remaining headroom between the value determined in the impairment tests and the carrying amounts of the goodwill is sufficient to support the above disclosure.

Key assumptions used in the impairment tests for goodwill were as follows in 2022:

	Carrying amount of goodwill (R'million)	Period covered by forecasts and budgets	Growth in revenue (% per annum)[2]	Average gross profit (% per annum)	Capital expenditure (per annum)	Terminal growth (% per annum)[3]	Pre-tax discount rate applied to cash flows (% per annum)
Sigma business – Australasia	3 560	5 years	0	43	AUD19 million	3	9
AstraZeneca Anaesthetics portfolio	277	5 years	0	60	–	0	8
Australian ENTT business acquisition	226						
GSK Thrombosis business	198	5 years	4	59	–	0	11
Aspen Oss B.V.	150						
Africa business	159						
Fine Chemicals Corporation (Pty) Limited	155	15 years	9	30	–	4	11
MSD business	61	5 years	8	71	–	0	9

[2] *Average compound annual growth rate during the period covered by above mentioned budgets and forecasts.*
[3] *Average growth rate used to extrapolate cash flows beyond period covered by above mentioned budgets and forecasts.*

In the prior year, based on the calculations, there were no material impairments of goodwill but the consideration of reasonably possible changes in key assumptions gave rise to the following possible additional impairments of greater than R20 million in 2022:

	1% reduction in revenue due to price reductions R'million	1% reduction in terminal growth[4] 'R'million	0,5% increase in the pre-tax discount rate R'million
AstraZeneca Anaesthetics portfolio	41	122	126

[4] *Average growth rate used to extrapolate cash flows beyond period covered by above mentioned budgets and forecasts.*

5. DEFERRED TAX

ACCOUNTING POLICY

Recognition and measurement

Deferred tax is provided using the liability method, providing for temporary differences arising between the tax base and the accounting carrying value of amounts reflected in the consolidated financial statements. Deferred tax is, however, not provided for temporary differences that arise from the initial recognition of an asset or liability where that transaction does not affect accounting and tax profits or losses. The only exception to this being when that asset or liability arises in terms of a business combination. Deferred tax is determined at tax rates that are enacted or substantively enacted at year-end and are expected to apply when that temporary difference reverses. Deferred tax is not provided on temporary differences arising on investments in subsidiaries and associates where the timing of the reversal of the temporary difference is controlled by the Group and it is probable that the temporary difference will not reverse in the foreseeable future.

Deferred tax assets and liabilities are only offset to the extent that the balances are recoverable from the same tax authority and there is a legal right to offset them at settlement of those balances.

Significant judgements and estimates

A deferred tax asset is recognised for unused tax losses or deductible temporary differences only to the extent that it is probable that taxable profits will arise in future against which the temporary differences can be utilised. Deferred tax assets are reviewed at each reporting date to ensure that the tax benefit will be realised. If it is determined that the tax benefit will not be realised, the deferred tax asset will be reversed.

RECONCILIATION OF BALANCE

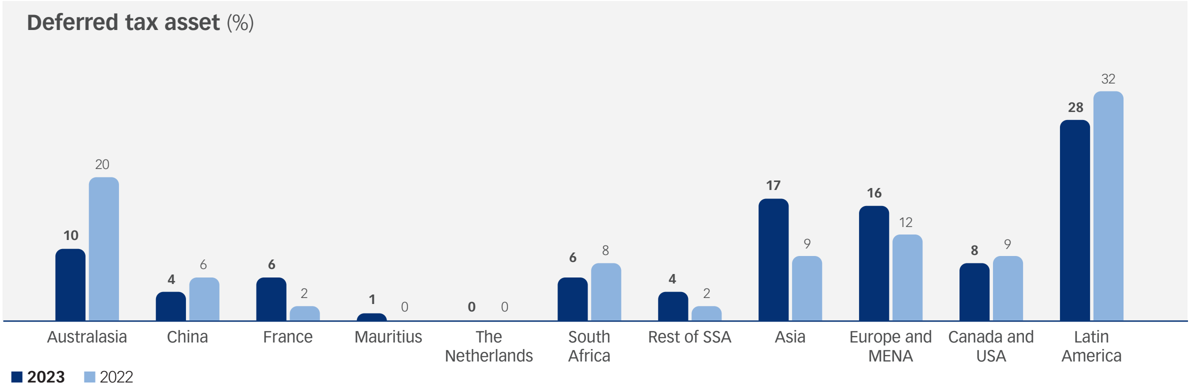
	2023 R'million	2022 R'million
Deferred tax liabilities – opening balance	**1 966**	1 810
Deferred tax assets – opening balance	**(1 252)**	(1 323)
Net deferred tax liabilities – opening balance	**714**	487
(Credited)/charged to statement of profit or loss	**(411)**	183
Charge to other comprehensive income	**8**	51
Acquisition of subsidiary	**–**	51
Currency translation movements	**106**	(58)
	416	714
Split of balance		
Deferred tax liabilities	**1 995**	1 966
Deferred tax assets	**(1 579)**	(1 252)
	416	714
Deferred tax balance comprises		
Intangible assets	**1 493**	1 373
Property, plant and equipment	**714**	371
Non-current liabilities	**55**	(32)
Provisions	**(657)**	(316)
Onerous contracts	**(17)**	(81)
Unearned profits	**(536)**	(313)
Tax losses	**(623)**	(151)
Retirement benefit obligations	**(25)**	(118)
Other receivables and payables	**24**	5
Other	**(12)**	(24)
	416	714

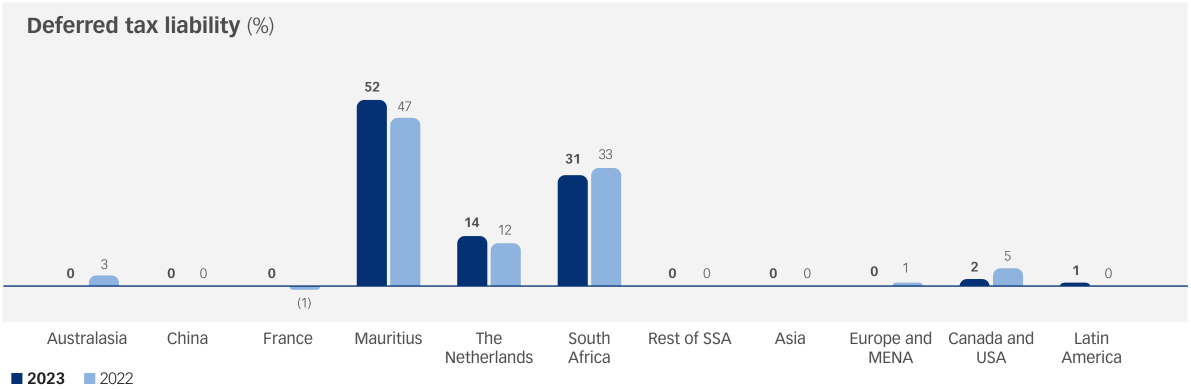
Notes to the Group Annual Financial Statements continued

for the year ended 30 June 2023

5. DEFERRED TAX continued

The deferred tax assets and liabilities that arise in the Group, predominately arise in Australasia, China, France, Mauritius, the Netherlands and South Africa. These balances are graphically reflected below, in addition to the consolidated balances for the remaining countries by (region) that the Group operates in:





On an annual basis, the Group assesses its deferred tax assets, especially relating to the timing of use of those assets. During the current year, we specifically considered the recoverability of the deferred tax assets relating to assessed losses as the remaining deferred tax assets are realised during the subsequent year as provisions are reversed for accounting purposes and realised for tax purposes. In performing the assessment of deferred tax assets relating to assessed losses, we considered the duration in which those deferred tax assets will be utilised by applying a combination of the stress-tested management's earnings projections and the domestic tax rules relating to the utilisation of those assessed losses. To the extent that we believe that the deferred tax asset will be utilised within the foreseeable future, a deferred tax asset is raised. If, however, the domestic tax law, limits our ability to claim the assessed losses against taxable income (by way of example, in Brazil) or due to the fact that we believe the deferred tax asset will not be utilised in the foreseeable future, we would only raise a deferred tax asset based on the lower of the total assessed loss and the projected earnings.

During the current year, the Group raised additional deferred tax assets in relation to our one South African business unit relating to assessed losses that are projected to arise for this business. The Group is confident that these deferred tax assets will materialise in the foreseeable future.

In addition, the Group monitors changes in statutory tax rates to ensure the deferred tax asset or liability appropriately reflects the benefit or expense that will arise as the deferred tax asset or liability materialises. During the current fiscal year, the impact of changes in statutory tax rates was specifically considered in relation to South Africa and adjustments to the deferred tax balances have been incorporated in the balances that have been disclosed for the respective Group companies. The Group does report its deferred tax assets and liabilities based on its ability to net those off against one another, assuming that the asset and liability arises in the same tax group for tax purposes.

6. CONTINGENT ENVIRONMENTAL ASSETS AND INDEMNIFICATION LIABILITIES

ACCOUNTING POLICY

Recognition and measurement

The contingent environmental indemnification assets and contingent environmental liabilities relate to environmental remediation required at the Moleneind site at Aspen Oss B.V. in the Netherlands. The remediation is being managed, undertaken and funded by Merck Sharpe & Dohme ("MSD"). However, as owner of the site, Aspen Oss B.V. has inherited a legal obligation for the remediation for which it has been indemnified by MSD. Consequently, Aspen has recognised contingent liabilities and corresponding contingent indemnification assets based on an independent estimate of the remediation cost. In view of MSD's involvement in the remediation process, the balances have been referred to as contingent as the settlement of the liabilities and the realisation of the indemnification assets are not expected to have any cash flow implications for the Group.

Liabilities for environmental restoration are recognised when the Group has a legal or a constructive obligation, as a result of a past event, and it is probable that there may be an outflow of resources embodying economic benefits to settle the obligation and the obligation can be measured reliably. The environmental liabilities are measured at the present value of the expenditures expected to be required to settle the obligation using a pre-tax rate that reflects current market assessments of the time value of money and the risks specific to the obligation.

RECONCILIATION OF BALANCE

	2023 R'million	2022 R'million
Carrying amount at the beginning of the year	**329**	305
(Decrease)/increase in liability from updated assessment	**(48)**	22
Currency translation movements	**62**	2
	343	329

Following the most recent annual assessment of the estimated pollution of the Moleneind land at Aspen Oss B.V., MSD, in consultation with management, concluded that the estimated remediation cost is EUR17 million (2022: EUR19 million).

Notes to the Group Annual Financial Statements continued

for the year ended 30 June 2023

7. OTHER NON-CURRENT AND CURRENT RECEIVABLES

ACCOUNTING POLICY

Recognition and measurement

Other non-current and current receivables are initially recognised at fair value and subsequently measured at amortised cost, less impairments, using the effective interest rate method. No fair value adjustment is made for the effect of time value of money where receivables have a short-term profile.

We considered the expected credit losses on non-current and current receivables under the general model and the impact is not considered material.

Outstanding proceeds are of a contractual nature and no expected credit loss provision has been raised in accordance with IFRS 9 – *Financial Instruments*.

	2023 R'million	2022 R'million
Reconciliation of balance		
Carrying amount at the beginning of the year	**740**	1 168
Proceeds received per the statement of cash flows – average exchange rate	**(334)**	(468)
Disposal of Japanese business – uninterrupted supply milestone payment	**(279)**	(288)
Disposal of European Thrombosis assets	**–**	(135)
Disposal of Oncology portfolio in USA	**(38)**	–
Other	**(17)**	(45)
Outstanding proceeds – average exchange rate per the statement of cash flows	**–**	73
Disposal of Oncology portfolio in USA	**–**	73
Prepayment made to API supplier realised	**(87)**	(75)
Disposal of Japanese business – new business development milestone shortfall recorded in transaction costs	**–**	(46)
Disposal of Japanese business – uninterrupted milestone third payment increase	**–**	51
Impairment – enterprise development loans	**(6)**	–
Currency translation movements	**104**	37
	417	740
Split of balance		
Non-current	**265**	351
Current	**152**	389
	417	740
Summary of balance (non-current and current)[1]		
Employee benefits – reimbursive rights	**151**	134
Prepayments made to API supplier	**149**	204
Outstanding proceeds from the disposal of the Japanese business	**–**	253
Enterprise development loans	**12**	20
Outstanding proceeds from disposal of Oncology portfolio in USA	**52**	78
Other	**53**	51
	417	740

[1] *All balances are stated at closing exchange rates.*

	2023 R'million	2022 R'million
Split of balance		
Financial instruments	**117**	402
Non-financial instruments	**300**	338
	417	740

7. OTHER NON-CURRENT AND CURRENT RECEIVABLES continued

ACCOUNTING POLICY continued

Employee benefits – reimbursive rights

As part of the GSK Thrombosis business acquisition in 2014, Aspen acquired certain non-current employee-related liabilities (which have been included in retirement and other employee benefit obligations on the statement of financial position). As part of the agreement, GSK is responsible for pre-acquisition liabilities. The value of the non-current employee related liabilities acquired are based on independent valuations and as such an equal and opposite asset was recognised. GSK will reimburse Aspen as and when the liabilities are paid out to employees who qualify for the benefits. Management considers the credit risk associated with these non-current receivables to be low.

Prepayments made to API supplier

As of 1 January 2021, Aspen entered into a six-year supply agreement with a supplier of active pharmaceutical ingredients. This receivable is classified as a prepayment and will be realised over the period of the supply agreement based upon future volumes supplied. In the current year, R87 million (2022: R75 million) was realised.

Enterprise development loans

Various agreements have been entered into with several BBBEE beneficiaries whereby loan funding has been advanced by Aspen. These loans have various terms ranging from one to three years and all the loans will be repaid at the end of their respective terms. The loans bear interest at the South African prime rate plus margins ranging from minus 2% to plus 1% (2022: South African prime rate plus margins ranging from minus 2% to plus 1%).

All the loans are secured by either immovable property, specified movable assets or cession of specified book debts. In the current year an assessment was performed on these loans and the Group recognised R6 million impairment (2022: nil) against these enterprise development loans.

Outstanding proceeds from the disposal of Japanese Business

Uninterrupted supply milestone payment

As part of the disposal of the Japanese business in 2020 Aspen Global entered into a manufacturing and supply agreement with Sandoz for a period of five years, with a further two-year extension option. Aspen were entitled to a total milestone receipt of EUR50 million over three calendar years (the first year ended December 2020) based upon meeting contractual stock supply service levels in each contract year. Based on the expected performance, Aspen received 100% of the first two milestone payments by the end of June 2022. Originally, the third milestone receipt was conservatively provided for at 80%, which was revised to a 100% during June 2022 (EUR3 million was recorded in the statement of profit and loss in June 2022). This full amount of EUR15 million was received in the current financial year. The discount rate used in present valuing the supply milestone receipt was 2,2%.

	2023 EUR'million	2022 EUR'million
Repayment profile		
Year ended 30 June 2023 (100% probability)	–	15
	–	15

Outstanding proceeds from disposal of Oncology portfolio in USA

Aspen has disposed of its US oncology portfolio to Woodward in April 2022. The deferred consideration is USD5 million of which USD2,25 million was received in April 2023 and USD2,75 million receivable in April 2024.

Exposure to credit risk

All of the Group's non-current and current financial assets at amortised cost are considered to have a reduced credit risk as there are no historical losses, therefore no loss allowance has been recognised for expected losses. The Group considers a financial instrument to have low credit risk when it has a low risk of default and the issuer has a strong capacity to meet its contractual cash flow obligations in the near term.

Notes to the Group Annual Financial Statements continued

for the year ended 30 June 2023

8. INVENTORIES

ACCOUNTING POLICY

Recognition and measurement

The Group recognises inventories initially at cost when it has control of the inventories, expects it to provide future economic benefits and the cost can be measured reliably. Cost is determined on the first-in-first-out basis. Cost includes expenditure incurred in acquiring, manufacturing and transporting the inventory to its present location. Inventories are subsequently measured at the lower of cost and net realisable value. The carrying values of finished goods and work-in-progress include raw materials, direct labour, other direct costs and related production overheads (based on normal operating capacity), but exclude borrowing costs. Net realisable value is the estimate of the selling price in the ordinary course of business, less the costs of completion and applicable variable selling expenses.

A provision for obsolete inventories is established when there is evidence that no future economic benefits will be obtained for such inventories. The carrying amount of the inventories is reduced and the amount of the loss is recognised in the statement of comprehensive income within cost of sales.

SIGNIFICANT JUDGEMENTS AND ESTIMATES

Estimation of provision for obsolete stock

Management is required to exercise significant judgement in estimating the provision for obsolete stock. Such judgement takes into account the following:
- change in technology;
- regulatory requirements; and
- stock nearing expiry dates.

SUMMARY OF BALANCE

	2023 R'million	2022 R'million
Raw materials	**5 489**	4 849
Work-in-progress	**5 464**	3 844
Finished goods	**7 906**	6 483
Consumables	**747**	587
	19 606	15 763
IMPAIRMENT		
The impairment charge (included in cost of sales) is made up as follows		
Impairment of inventories recognised as an expense[1]	**821**	511
Movement in the provision for obsolete inventories	**120**	(173)
	941	338

[1] *The write-down relates to expired pharmaceutical finished product inventories and manufacturing inventories write-offs. Due to the finite shelf life of pharmaceutical products they are more susceptible to impairment. The manufacturing entities inherently incur inventory write-offs as a result of production related inefficiencies.*

	2023 R'million	2022 R'million
Reconciliation of provision for obsolete inventories		
Balance at the beginning of the year	**946**	1 183
Movement in the provision for obsolete inventories	**120**	(173)
Raised during the year	**1 540**	1 199
Utilised during the year	**(1 420)**	(1 053)
Europe Thrombosis assets disposal – transactions-related NRV adjustments released	**–**	(319)
Currency translation movements	**99**	(64)
	1 165	946

OTHER DISCLOSURES

Inventories to the value of R3,4 billion (2022: R3,0 billion) have been pledged as security for the interest-free loan. Refer to note 15.1.

All inventories are at cost, except for API stock of R131 million (2022: R184 million), which were carried at net realisable value.

9. RECEIVABLES AND OTHER CURRENT ASSETS

ACCOUNTING POLICY

Recognition and measurement

Receivables and other current assets (except for trade receivables which are initially measured at transaction price) are initially recognised at fair value and subsequently measured at amortised cost, less expected credit losses, using the effective interest rate method. No fair value adjustment is made for the effect of time value of money where receivables have a short-term profile. Financial assets and liabilities are recognised and presented in the Group statement of financial position when the Group becomes a party to the instruments. Financial assets are recognised on the date the Group commits to purchase the instruments (trade date accounting).

Other receivables comprises receivables mainly of a contractual nature, initially recognised at fair value and subsequently at amortised cost. The remainder of other receivables which are not of a contractual nature is recognised initially at fair value and subsequently at fair value through profit or loss.

The Group applies the IFRS 9 – *Financial Instruments* simplified approach to measuring expected credit losses which uses an expected credit loss allowance/provision for all trade receivables. None of the trade and other receivables have a significant financing component.

IFRS 9 allows an entity to use a simplified "provision matrix" for calculating expected losses as a practical expedient for trade receivables, if consistent with the general principles for measuring expected losses. The provision matrix is based on an entity's historical default rates over the expected life of the trade receivables and is adjusted for forward-looking estimates.

We considered the expected credit losses on receivables other than trade receivables under the general model and the impact is not considered material.

This provision is recognised through the use of an allowance account for losses. The carrying amount of the asset is reduced and the amount of the loss is recognised in the statement of comprehensive income within selling and distribution expenses. When a trade receivable is uncollectible, it is written off against the allowance account for losses.

A default in trade receivables is when the counterparty fails to meet payment terms of 30 days. Trade receivables are written off where there is no reasonable expectation of recovery. Indicators that there is no reasonable expectation of recovery include, among others, the failure of a debtor to engage in a repayment plan with the Group for a period of greater than 180 days past due.

If, in a subsequent period, the amount of the impairment loss decreases and the decrease can be related objectively to an event occurring after the impairment was recognised (such as an improvement in the debtor's credit rating), the reversal of the previously recognised impairment loss is credited against selling and distribution expenses in the statement of comprehensive income.

Derivative financial instruments

Initial recognition and subsequent measurement

The Group uses derivative financial instruments, such as forward exchange contracts and interest rate swaps, to hedge its foreign currency risks and interest rate risks. Such derivative financial instruments are initially recognised at a fair value on the date on which a derivative contract is entered into and are subsequently remeasured at fair value through profit or loss. Derivatives are carried as financial assets when their fair value is positive and as financial liabilities when the fair value is negative.

	Note	**2023 R'million**	2022 R'million
Split of balance			
Trade and other receivables	9.1	**12 887**	11 559
Derivatives	9.2	**14**	–
Other current receivables	7	**152**	389
		13 053	11 948

Notes to the Group Annual Financial Statements continued

for the year ended 30 June 2023

9. RECEIVABLES AND OTHER CURRENT ASSETS continued

9.1 TRADE AND OTHER RECEIVABLES

Summary of balance

	2023 R'million	2022 R'million
Trade receivables	10 349	8 502
Allowance for credit losses	(262)	(259)
Net trade receivables	10 087	8 243
Indirect taxes	1 252	2 000
Prepayments	344	336
Other	1 204	980
	12 887	11 559
Split of balance		
Financial assets	10 347	8 672
Non-financial assets	2 540	2 887
	12 887	11 559
Reconciliation of trade receivables		
Carrying amount at the beginning of the year	8 502	7 913
Acquisition of subsidiaries	–	25
Cash movements	546	226
Bad debts written off	–	(3)
Currency translation movements	1 301	341
	10 349	8 502
Impairment		
The impairment charge is made up as follows		
Bad debts written-off	–	3
Movement in the allowance for credit losses	(25)	27
	(25)	30
Reconciliation of allowance for credit losses[1]		
Balance at the beginning of the year	259	215
Movement in the allowance for credit losses	(25)	27
Raised during the year	93	101
Utilised during the year	(118)	(74)
Currency translation movements	28	17
	262	259

[1] *The allowance for credit losses includes specific and general credit loss provisions.*

OTHER DISCLOSURES

Credit risk

The Group has policies in place to ensure that sales of products are made to customers with a solid credit history. Ongoing credit evaluations on the financial condition of customers are performed and where appropriate credit guarantee insurance cover is purchased. Balances to the value of R1 231 million (2022: R1 063 million) were covered by credit guarantee insurance. Trade receivables consist primarily of a large, widespread customer base. The granting of credit is controlled by application and account limits. Trade and other receivables are carefully monitored for impairment. One debtor's balance (2022: one) constitutes a significant concentration of credit risk to an amount of R814 million (2022: R904 million). This balance constitutes 8% (2022: 11%) of the total gross trade receivables which relates to a customer with a longstanding relationship with the Group and there have been no defaults on payments. There are no other single customers representing more than 10% of total gross trade receivables for the years ended 30 June 2023 and 2022.

The Group has made allowance for specific trade debtors that have clearly indicated financial difficulty and the likelihood of repayment has become impaired. Amounts past their due dates which are not provided for are considered to be recoverable.

Impairment losses are recorded in the allowance account for losses until the Group is satisfied that no recovery of the amount owing is possible, at which point the amount is considered irrecoverable and is written off against the financial asset.

9. RECEIVABLES AND OTHER CURRENT ASSETS continued

9.1 TRADE AND OTHER RECEIVABLES continued

Impairment risk profile

The pharmaceutical business as a sector has a low trade receivables impairment risk profile as medicines are essential for ensuring the health of patients and non-payment of debts owing (and subsequent postponement of future medicine supply) would endanger the health and safety of patients and damage the reputation of both private and public sector customers.

Over its history Aspen has reported a very low incidence of trade receivables impairments and consequently from an operational risk management perspective does not rate this as a high-risk area. The expected credit loss risk only proportionately increases after the 90 days past due period.

Age analysis of trade receivables (financial instruments only)

2023	Fully performing R'million	Past due by 1 to 30 days R'million	Past due by 31 to 90 days R'million	Past due by 91 to 180 days R'million	Past due by more than 180 days R'million	Total R'million
Gross trade receivables	**8 900**	**584**	**340**	**179**	**346**	**10 349**
Specific provisions – 100% considered unrecoverable[1]	**–**	**–**	**–**	**(5)**	**(66)**	**(71)**
Gross trade receivables net of specific provision	**8 900**	**584**	**340**	**174**	**280**	**10 278**
General credit loss provision[2]	**(11)**	**(59)**	**(27)**	**(13)**	**(81)**	**(191)**
Net carrying amount	**8 889**	**525**	**313**	**161**	**199**	**10 087**
2022						
Gross trade receivables	7 010	762	225	258	247	8 502
Specific provisions – 100% considered unrecoverable[1]	(6)	–	(1)	(11)	(52)	(70)
Gross trade receivables net of specific provision	7 004	762	224	247	195	8 432
General credit loss provision[2]	(40)	(17)	(13)	(18)	(101)	(189)
Net carrying amount	6 964	745	211	229	94	8 243

[1] *Specific provisions are raised when there is objective evidence that the amount outstanding will no longer be received in full.*

[2] *The general credit loss provision is calculated based on assumptions about risk of default and expected loss rates. The Group uses judgement in making these assumptions and selecting the inputs to the impairment calculation, based on the Group's past history and existing market conditions. The significant changes in trade and other receivables are disclosed above and credit risk exposure is disclosed further below. The expected credit loss provision is 3% (2022: 3%) of gross trade receivables.*

The Group applies the IFRS 9 simplified approach to measuring expected credit losses which uses a lifetime expected loss allowance for all trade receivables. To measure the expected credit losses, this is based on days past due for groupings of various customer segments that have similar loss patterns i.e. by geography, customer type and rating and credit insurance. The Group concluded that the expected loss rates for trade receivables are a reasonable approximation of the loss rates.

The expected loss rates are based on the payment profiles over a period of three years before 30 June 2022 or 30 June 2023 respectively and the corresponding historical credit losses experienced within this period. The historical loss rates are adjusted to reflect current and forward looking information on macroeconomic factors affecting the ability of the customers to settle the receivables.

Management's assessment of the allowance account for losses has resulted in a marginal increase in the expected credit loss provision. The Group has made appropriate adjustments to the historical loss rates to reflect the current economic environment as well as forward looking information on macroeconomic factors affecting the ability of the customers to settle the receivables. The Group has identified the customer's liquidity and solvency status, the ongoing trading ability of the customers to which it sells its goods to be the most relevant factors, and accordingly adjusts the historical loss rates based on expected change in these factors. The impact of forward looking information has been taken into account to determine the expected credit loss provision in the current year of R262 million (2022: R259 million).

Notes to the Group Annual Financial Statements continued

for the year ended 30 June 2023

9. RECEIVABLES AND OTHER CURRENT ASSETS continued

9.1 TRADE AND OTHER RECEIVABLES continued

	2023 R'million	2022 R'million
Currency analysis of trade and other receivables (financial instruments only)		
Euro	**3 616**	2 529
US Dollar	**1 541**	1 541
South African Rand	**1 359**	1 521
Australian Dollar	**789**	746
Chinese Yuan Renminbi	**629**	684
Brazilian Real	**410**	200
Mexican Peso	**394**	206
New Zealand Dollar	**300**	216
Saudi Arabian Riyal	**182**	80
Tanzanian Shilling	**169**	109
British Pound Sterling	**124**	128
Russian Ruble	**53**	50
Other currencies	**781**	662
	10 347	8 672

General

The Group holds no collateral over any trade and other receivables.

Trade and other receivables are predominantly non-interest bearing.

9.2 DERIVATIVE FINANCIAL INSTRUMENTS – ASSET

	2023 R'million	2022 R'million
Balance at the beginning of the year	**–**	16
Fair value gains recognised in the statement of profit or loss	**254**	138
Cash received under derivative contract	**(248)**	(229)
Transfer from liabilities	**7**	8
Currency translation movements	**1**	67
	14	–
Split of balance		
Forward exchange contracts	**14**	–
	14	–

The fair value of all forward exchange contracts at year-end were calculated by comparing the forward exchange contracted rates to the equivalent of year-end market foreign exchange rates. The present value of these fair values was then discounted using the appropriate currency-specific discount curve.

The forward exchange contracts were classified as "level 2" assets in the fair value measurement hierarchy. None of the financial assets were transferred out of "level 2". The models incorporate various inputs, including the credit quality of counterparties, foreign exchange spot and forward rates and forward rate curves of the underlying index.

10. CASH AND CASH EQUIVALENTS

ACCOUNTING POLICY

Recognition and measurement

Cash and cash equivalents are initially measured at fair value and subsequently carried at amortised cost. For the purposes of the statement of financial position, cash and cash equivalents comprise bank balances and short-term bank deposits. For the purposes of the statement of cash flows, cash and cash equivalents comprise bank balances, short-term bank deposits less bank overdrafts. Bank overdrafts are shown within borrowings in current liabilities on the statement of financial position. Bank overdrafts are repayable on demand.

Financial instruments

Cash and cash equivalents are accounted for at amortised cost and bank overdrafts are accounted for as financial liabilities in accordance with the accounting policy disclosed in note 15.

	2023 R'million	2022 R'million
Summary of balance		
Bank balances	**10 625**	5 802
Short-term bank deposits	**280**	318
Cash-on-hand	**7**	63
	10 912	6 183

OTHER DISCLOSURES

Credit risk

Treasury counterparties consist of a diversified group of financial institutions. Cash balances are placed with different financial institutions to minimise risk. The Group does not expect any treasury counterparties to fail to meet their obligations, given their high credit ratings. At 30 June 2023, more than 93% (2022: 90%) of the Group's cash and cash equivalent balances were held with institutions with an international credit rating of BB or better.

	2023 R'million	2022 R'million
Currency analysis of cash and cash equivalents		
South African Rand	**3 439**	1 280
Euro	**2 301**	961
US Dollar	**997**	786
Brazilian Real	**958**	565
Mexican Peso	**737**	164
Australian Dollar	**693**	639
Chinese Yuan Remnibi	**653**	697
Canadian Dollar	**286**	212
Russian Ruble	**67**	234
British Pound Sterling	**47**	44
Other currencies	**734**	601
	10 912	6 183

General

The maturity profile of all cash and cash equivalents balances is less than three months.

The average effective interest rate on interest bearing cash and cash equivalents is 6,7% (2022: 4,6%).

Notes to the Group Annual Financial Statements continued

for the year ended 30 June 2023

11. ASSETS AND LIABILITIES CLASSIFIED AS HELD-FOR-SALE

ACCOUNTING POLICY

Recognition and measurement

Assets (or disposal groups) are classified as held-for-sale if the carrying amount will be recovered principally through sale rather than through continuing use. This condition is regarded as met only when the sale is highly probable, actions required to complete the sale should indicate that it is unlikely that significant changes to the sale will be made or that the decision to sell will be withdrawn, the assets (or disposal groups) are available for immediate sale in its present condition and management is committed to the sale, which should be expected to qualify for recognition as a completed sale within one year from the date of the classification.

Immediately prior to being classified as held-for-sale, the carrying amount of assets and liabilities are measured in accordance with the applicable standard. After classification as held-for-sale, it is measured at the lower of the carrying amount and fair value less costs to sell. An impairment loss is recognised in the statement of comprehensive income for any initial and subsequent write-down of the asset and disposal group to fair value less costs to sell. Again for any subsequent increase in fair value less costs to sell is recognised in the statement of comprehensive income to the extent that it is not in excess of the cumulative impairment loss previously recognised.

A disposal group qualifies as a discontinued operation if it is a component of an entity that either has been disposed of, or is classified as held-for-sale, and:
- represents a separate major line of business or geographical area of operations;
- is part of a single coordinated plan to dispose of a separate major line of business or geographical area of operations; or
- is a subsidiary acquired exclusively with a view to resale.

Discontinued operations are excluded from results of continuing operations and are presented as a single amount as profit or loss after tax from discontinued operations in the statement of comprehensive income.

	2023 R'million	2022 R'million
Reconciliation of balance		
Balance at the beginning of the year	–	11
Disposals	–	(494)
South African portfolio to Acino	–	(483)
European Thrombosis assets	–	(11)
Reclassification from various asset classes	–	483
	–	–

Current year

There were no assets or liabilities classified as held-for-sale during the year.

Prior year

South African portfolio to Acino

In the prior year, the Group concluded an agreement with Acino Pharma AG, in terms of which Acino Pharma AG acquired a product portfolio of six products from Pharmacare Limited, a wholly owned South African subsidiary of Aspen Holdings, for a consideration of approximately R1,8 billion, plus the cost of the related inventories effective 1 March 2022.

12. SHARE CAPITAL (NET OF TREASURY SHARES)

ACCOUNTING POLICY

Share capital

Issued share capital is stated in the statement of changes in equity at the amount of the proceeds received less directly attributable issue costs.

Treasury shares

Shares in the Company held by Group subsidiaries and unvested restricted shares held for employee participants in the Group's share plan are classified as treasury shares. The cost price of these shares, together with related transaction costs, is deducted from equity. Dividends received on treasury shares are eliminated on consolidation, except to the extent that they are paid to participants in the share plan.

When treasury shares held for participants in the share plan vest in such participants, the shares will no longer be classified as treasury shares, their cost will no longer be deducted from equity.

	Note	2023 R'million	2022 R'million
Split of balance			
Share capital	12.1	**2 017**	2 017
Treasury shares	12.2	**(348)**	(233)
		1 669	1 784
12.1 SHARE CAPITAL			
Authorised			
717 600 000 (2022: 717 600 000) ordinary shares of no par value		**–**	–
Issued			
446 252 332 (2022: 446 252 332) ordinary shares of no par value		**2 017**	2 017

	Million	Million
Reconciliation of shares		
Shares in issue at the beginning of the year	**446,3**	456,5
Shares bought back, and subsequently cancelled[1]	**–**	(10,2)
	446,3	446,3

[1] *In the prior year 10,2 million shares were bought back for an amount of R1,8 billion (2023: Rnil).*

The unissued shares have been placed under the control of the directors until the forthcoming annual general meeting.

All shares are fully paid up, and no shares were issued during the year.

	2023 R'million	2022 R'million
12.2 TREASURY SHARES		
Treasury shares held		
2 014 078 (2022: 1 306 358) ordinary shares of no par value	**348**	233
Reconciliation of balance		
At the beginning of the year	**233**	214
Shares purchased	**136**	57
Deferred incentive bonus shares exercised	**(21)**	(39)
	348	233

	Million	Million
Reconciliation of shares		
Number of shares at the beginning of the year	**1,3**	1,3
Shares purchased	**0,9**	0,3
Deferred incentive bonus shares exercised	**(0,2)**	(0,3)
	2,0	1,3

Notes to the Group Annual Financial Statements continued

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13. SHARE-BASED COMPENSATION RESERVE

ACCOUNTING POLICY

The Group has equity-settled and cash-settled share-based compensation plans.

Deferred incentive bonuses and phantom shares are granted to management and key employees. The South African Management Deferred Incentive Bonus Scheme is a compound financial instrument with both an equity and cash-settled portion. There are two cash settled Schemes, Aspen International Phantom Share Scheme and Aspen South African phantom share scheme, under which the entity receives services from employees in exchange for cash based on changes in the Aspen share price.

When instruments are exercised, the proceeds received net of any directly attributable transaction costs are credited to share capital.

Equity-settled schemes

The equity-settled scheme allows certain employees the rights to acquire ordinary shares in Aspen Pharmacare Holdings Limited. Such equity-settled share-based payments are measured at fair value at the date of the grant. The fair value determined at grant date of the equity-settled share-based payment is charged as employee costs, with a corresponding increase in equity, on a straight-line basis over the period that the employee becomes unconditionally entitled to the shares, based on management's estimate of the shares that will vest and adjusted for the effect of non-market vesting conditions. The equity portion of the deferred incentive bonus is not subsequently revalued.

Cash-settled schemes

For cash-settled share awards, the services received from employees are measured at fair value and recognised in the statement of comprehensive income as an expense over the vesting period with recognition of a corresponding liability in trade and other payables. The fair value of the liability is remeasured at each reporting date and at the date of settlement, with changes in fair value recognised in the statement of comprehensive income.

Compound financial instrument share scheme

The Group has entered into a share-based payment agreement whereby the employee has the right to choose either settlement in cash or settlement in equity. The entity has thus granted a compound financial instrument, which includes a debt component and an equity component.

On measurement date management has measured the fair value of the debt component first. Thereafter, the fair value of the equity instrument was measured, taking into consideration the fact that the employee forfeits the right to receive cash in order to obtain the shares.

The services received from the employees in respect of each component (debt and equity) shall be accounted for separately at each reporting date. The debt component will be accounted for as a cash-settled share-based payment arrangement. The debt component shall therefore be measured at fair value at each reporting date, with changes in fair value recognised in the statement of comprehensive income over the period that the employee provides services to the Group.

SUMMARY OF SCHEMES

The Group currently operates the following share-based payment schemes:

The Aspen South African Management Deferred Incentive Bonus Scheme

	Long-term component of the scheme	Long-term component of the scheme (other)
Nature and strategic intent of the scheme	The scheme is designed to acknowledge performance and reward individuals for achievement of both the relevant Aspen business which employs the individual and the individual's performance for the trading period immediately preceding the date that the award is made. While it has the same performance measures as the annual cash incentive for the first layer, it introduces a retention element through the three-year deferral to ensure that critical executive and professional skills are retained and a new second layer which is forfeitable has been introduced to ensure there is congruence between the interests of executive and managerial employees and shareholders.	The Aspen South African Management Deferred Incentive Bonus Scheme is aimed at the retention of a limited number of key senior executives.

13. SHARE-BASED COMPENSATION RESERVE continued

SUMMARY OF SCHEMES continued

The Aspen South African Management Deferred Incentive Bonus Scheme continued

	Long-term component of the scheme	Long-term component of the scheme (other)
Determination of value of awards	The award value varies according to the level of seniority of the executive or manager and for the first layer, is determined according to the achievement of the same performance targets which apply to the annual cash incentive. For the second layer (referred to as conditional), a new set of Group Key Performance Indicators have been determined and each of these are separately measured. Conditional LTI awards vest conditionally on maintenance of performance level over the three-year vesting period and subject to adjustment if not maintained. The maximum award does not exceed 53% of the total remuneration cost in any instance, except for the Group Chief Executive's awards, which is capped at a maximum of 82,5% of the total remuneration cost. The cash election option available to participants of the Deferred Incentive has been removed, with the additional 10% enhancement factored into the first layer of the LTI award.	The value of the awards granted to employees in terms of this component of the scheme is on an *ad hoc* basis and at the discretion of the Committee.
Vesting	Conditional LTI awards vest conditionally on maintenance of performance level over the three-year vesting period and subject to adjustment if not maintained. 50% of conditional LTI shares that vest will only be released for trade in year 4 (25%) and year 5 (25%), introducing an extended minimum shareholding period. Should the employee retire within the three-year period, the vesting of the awards will be accelerated to the date of retirement. Employees who resign or who are dismissed for any reason other than retirement, retrenchment or medical incapacity forfeit unvested awards.	These awards vest after a period of three, five, seven, or 10 years, and may only be settled in shares. Awards made in terms of this component of the scheme will not be accelerated in the event that a recipient retires within the five, seven or 10-year period and before the age of 65, unless the express approval of the Committee has been obtained for such acceleration.

The Aspen International Phantom Share Scheme

	Long-term component of the scheme	Long-term component of the scheme (other)
Nature and strategic intent of the scheme	In order to incentivise the management of Aspen's non-South African businesses in the long term, a phantom share scheme exists for selected employees. The scheme has been designed to incentivise managers for the long term, align their goals with those of the Aspen Group and match their reward to movements in the Aspen share price. Due to regulatory restrictions in respect of transfer and ownership of Aspen shares to offshore employees, the scheme is operated on a phantom basis, which is designed to give an employee the same economic benefit.	The Aspen International Phantom Share Scheme is aimed at ensuring the retention of a limited number of key offshore senior executives.

Notes to the Group Annual Financial Statements continued

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13. SHARE-BASED COMPENSATION RESERVE continued

SUMMARY OF SCHEMES continued

The Aspen South African Management Deferred Incentive Bonus Scheme continued

	Long-term component of the scheme	Long-term component of the scheme (other)
Determination of value of awards	Awards are linked to performance of the employee, the business and growth in the Aspen share price. The value of awards that can be awarded annually in terms of this component of the scheme is capped, with this cap varying according to the level of seniority of the executive or manager and territory of employment.	The value of the awards granted to employees in terms of this component of the scheme is on an ad hoc basis and are determined at the discretion of the Committee.
Vesting	The phantom shares entitle eligible employees to receive a cash amount which is linked to the Aspen share price. Awards for the first layer, vest after a period of three years and are paid out in cash to the employee by the Aspen business employing him or her. The second layer is conditional and vest conditionally on maintenance of performance level over the three-year vesting period and subject to adjustment if not maintained. 50% of conditional LTI shares that vest will only be paid out in cash to the employee in year four (25%) and year five (25%), introducing an extended minimum shareholding period. Should the employee retire within the three-year period, the medium-term incentive will be accelerated to the date of retirement. Employees who resign or who are dismissed for any reason other than retirement, retrenchment or medical incapacity forfeit unvested awards.	These awards vest after a period of five, six, seven or 10 years, and are settled in cash. Awards made in terms of this component of the scheme will not be accelerated in the event that a recipient retires within the five, seven, or 10-year period and before the age of 65, unless the express approval of the Committee has been obtained for such acceleration.

Aspen SA Phantom Share Scheme

	Short to medium-term component of the scheme	Long-term component of the scheme
Nature and strategic intent of the scheme	In order to attract and retain new hires at senior to top management level in South Africa, a phantom share scheme has been introduced for selected employees in the short to medium term. The value of the awards granted to employees in terms of this scheme is on an *ad hoc* basis and are determined at the discretion of the Committee.	n/a
Determination of value of awards	Awards are linked to the employment terms agreed upon and is linked to the movement in the Aspen share price. The value of awards are awarded upon the start date of the employee.	
Vesting	Awards are deferred for one to three years and eligible employees are given the choice at the date of the award to receive the deferred bonus in cash or phantom shares. The Scheme operates on a phantom basis and is based on the movement in the Aspen share price and settled in cash. Employees who resign or who are dismissed for any reason other than retirement, retrenchment or medical incapacity forfeit unvested awards.	

13. SHARE-BASED COMPENSATION RESERVE continued

RECONCILIATION OF SCHEMES

Aspen South African Management Deferred Incentive Bonus Scheme

2023 Award price (R)	Expiry date	Shares outstanding on 30 June 2022 '000[1]	Awarded during the year '000[2]	Total dividends reinvested '000[3]	Released during the year '000	Lapsed/ cancelled during the year '000[4]	Shares outstanding on 30 June 2023 '000[1]	Fair value at award date (R)	Share price at award date (R)
105,11	Oct 2022	155	–	4	(156)	(3)	–	104,65	90,04
108,98	Oct 2023	354	–	9	(9)	(7)	347	143,51	119,46
106,74	May 2024	135	–	3	–	–	138	105,11	106,74
194,44	Oct 2024	254	–	6	(6)	(9)	245	162,09	270,49
142,78	Aug 2025	–	96	–	–	–	96	139,04	140,02
142,78	Oct 2025	–	474	–	(21)	(11)	442	139,04	140,02
326,70	May 2026	214	–	–	–	–	214	365,00	317,50
106,74	May 2026	135	–	3	–	–	138	105,11	106,74
142,78	Aug 2027	–	128	–	–	–	128	139,04	140,02
142,78	Aug 2029	–	176	–	–	–	176	139,04	140,02
		1 247	874	25	(192)	(30)	1 924		

[1] The total number of shares were not vested at 30 June 2023 and 30 June 2022.
[2] During the year, the Group bought 0,9 million shares (2022: 0,3 million shares) that will be held in the respective Aspen Group employee company until vesting date. These shares are accounted for as treasury shares in the Group Annual Financial Statements.
[3] Share equivalent of dividend value accrued to employees due to dividend that was declared during the year.
[4] Lapsed or cancelled shares are re-allocated to future grants.

2022 Award price (R)	Expiry date	Shares outstanding on 30 June 2021 '000[1]	Awarded during the year '000[2]	Total dividends reinvested '000[3]	Released during the year '000	Lapsed/ cancelled during the year '000[4]	Shares outstanding on 30 June 2022 '000[1]	Fair value at award date (R)	Share price at award date (R)
164,96	Oct 2021	153	–	1	(147)	(7)	–	256,77	174,64
105,11	Oct 2022	198	–	2	(33)	(12)	155	104,65	90,04
108,98	Oct 2023	454	–	5	(70)	(35)	354	143,51	119,46
106,74	May 2024	134	–	1	–	–	135	105,11	106,74
194,44	Oct 2024	–	276	–	(17)	(5)	254	162,09	270,49
326,70	May 2026	214	–	–	–	–	214	365,00	317,50
106,74	May 2026	134	–	1	–	–	135	105,11	106,74
		1 287	276	10	(267)	(59)	1 247		

[1] The total number of shares were not vested at 30 June 2022 and 30 June 2021.
[2] During the year, the Group bought 0,3 million shares (2021: 0,5 million shares) that will be held in the respective Aspen Group employee company until vesting date. These shares are accounted for as treasury shares in the Group Annual Financial Statements.
[3] Share equivalent of dividend value accrued to employees due to dividend that was declared during the year.
[4] Lapsed or cancelled shares are re-allocated to future grants.

The fair value was determined by reference to the share price on the award date.

Notes to the Group Annual Financial Statements continued

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13. SHARE-BASED COMPENSATION RESERVE continued

RECONCILIATION OF SCHEMES continued

Aspen International Phantom Share Scheme

2023 Award price (R)	Expiry date	Shares outstanding on 30 June 2022 '000[1]	Awarded during the year '000	Total dividends reinvested '000[2]	Exercised during the year '000	Lapsed/ cancelled during the year '000	Shares outstanding on 30 June 2023 '000[1]
83,41	Oct 2022	**303**	**–**	**–**	**(297)**	**(6)**	**–**
138,29	Oct 2023	**257**	**–**	**–**	**(13)**	**(7)**	**237**
192,63	Oct 2024	**183**	**–**	**–**	**(6)**	**(6)**	**171**
143,00	Oct 2025	**–**	**322**	**–**	**–**	**(6)**	**316**
326,70	May 2026	**48**	**–**	**–**	**–**	**–**	**48**
106,74	May 2024	**68**	**–**	**2**	**–**	**–**	**70**
106,74	May 2026	**68**	**–**	**2**	**–**	**–**	**70**
142,78	Aug 2028	**–**	**34**	**–**	**–**	**–**	**34**
		927	**356**	**4**	**(316)**	**(25)**	**946**

[1] *The total number of shares were not vested at 30 June 2023 or 30 June 2022.*
[2] *Share equivalent of dividend value accrued to employees due to dividend that was declared during the year.*

2022 Award price (R)	Expiry date	Shares outstanding on 30 June 2021 '000[1]	Awarded during the year '000	Total dividends reinvested '000[2]	Exercised during the year '000	Lapsed/ cancelled during the year '000	Shares outstanding on 30 June 2022 '000[1]
160,18	Oct 2021	176	–	–	(164)	(12)	–
83,41	Oct 2022	334	–	–	–	(31)	303
138,29	Oct 2023	276	–	–	(1)	(18)	257
106,74	May 2024	67	–	1	–	–	68
192,63	Oct 2024	–	195	–	–	(12)	183
326,70	May 2026	48	–	–	–	–	48
106,74	May 2026	67	–	1	–	–	68
		968	195	2	(165)	(73)	927

[1] *The total number of shares were not vested at 30 June 2022 or 30 June 2021.*
[2] *Share equivalent of dividend value accrued to employees due to dividend that was declared during the year.*

The fair value was determined by reference to the share price on the grant date. The closing share price on measurement date was R183,62 (2022: R139,04).

The liability included in trade and other payables on the statement of financial position relating to the Aspen International Phantom Share Scheme is R111 million (2022: R99 million).

14. BORROWINGS

ACCOUNTING POLICY

Recognition and measurement

Borrowings are recognised initially at fair value, net of transaction costs incurred. Borrowings are subsequently stated at amortised cost using the effective interest rate method, any difference between the proceeds (net of transaction costs) and the redemption value is recognised in the statement of comprehensive income over the period of the borrowings. Costs incurred during the period of the borrowings (including costs relating to the extension of the maturity date of such borrowings) are recognised in the statement of comprehensive income when incurred.

The Group presents current and non-current borrowings separately on the face of the statement of financial position. A liability is classified as current unless the Group has an unconditional right to defer settlement of the liability for at least 12 months after year-end.

General and specific borrowing costs that are directly attributable to the acquisition, construction or production of a qualifying asset are capitalised during the period of time that is required to complete and prepare the asset for its intended use or sale. Qualifying assets are assets that necessarily take a substantial period of time to get ready for their intended use or sale. All other borrowing costs are expensed in the statement of comprehensive income in the period in which they are incurred.

The Group enters into debt arrangements in the ordinary course of business. In certain instances, the Group may enter into debt arrangements where the proceeds from a new debt instrument may be used to settle obligations under an existing debt instrument. In each case, the Group assesses whether such an arrangement is a modification of the existing arrangement or whether the threshold for derecognising the existing arrangement has been met, in which case the existing arrangement is derecognised and a new liability is recognised for the new arrangement.

In determining whether the threshold for derecognising the existing arrangement has been met, the Group considers whether:
- the Group has been legally released from its obligations under the existing arrangement;
- the identity or composition of the group of lenders and other relevant parties is identical to the existing arrangement;
- the existing contractual agreement is only amended, or whether it is substantially replaced; and/or
- the new arrangement is in contemplation of the existing arrangement, indicating a continuation of the existing arrangement, or whether it indicates a new arrangement altogether.

The use of proceeds under the new debt arrangement to settle obligations under the existing debt arrangement does not preclude the meeting of the derecognition threshold.

When the derecognition threshold is met (i.e. the obligations under the existing liability are discharged, cancelled or expire), such a transaction is treated as an extinguishment and the existing financial liability is derecognised. A new liability is recognised for the new debt arrangement. The difference between the carrying amount of the existing financial liability and the consideration paid in extinguishing it is recognised in profit or loss.

Financial liabilities at amortised cost

Borrowings are classified as "liabilities at amortised cost" in terms of IFRS 9 – *Financial Instruments*. Financial liabilities are recognised on the transaction date when the Group becomes a party to the contract and thus has a contractual obligation and are derecognised when these contractual obligations are discharged, cancelled or expire.

Financial liabilities are derecognised when they are extinguished (i.e. when the obligation specified in the contract is discharged, cancelled or expire).

The exchange between the Group and its original lenders of debt instruments with substantially different terms, as well as substantial modifications of the terms of existing financial liabilities, are accounted for as an extinguishment of the original financial liability and the recognition of a new financial liability. The terms are substantially different if the discounted present value of the cash flows under the new terms, including any fees paid net of any fees received and discounted using the original effective interest rate, is at least 10% different from the discounted present value of the remaining cash flows of the original financial liability. In addition, other qualitative factors, such as the currency that the instrument is denominated in, changes in the type of interest rate, new conversion features attached to the instrument and change in covenants are also taken into consideration. If an exchange of debt instruments or modification of terms is accounted for as an extinguishment, any costs or fees incurred are recognised as part of the gain or loss on the extinguishment, unless if such costs or fees incurred are incremental and are directly related to the issue of the new debt instrument in which case any such costs or fees adjust the carrying amount of the liability and are amortised over the remaining term of the new financial liability. If the exchange or modification is not accounted for as an extinguishment, any costs or fees incurred adjust the carrying amount of the liability and are amortised over the remaining term of the modified liability.

Notes to the Group Annual Financial Statements continued

for the year ended 30 June 2023

14. BORROWINGS continued

ACCOUNTING POLICY continued

Lease liabilities

The lease liability is initially measured at the present value of the following that is not paid at the commencement date: fixed payments, variable lease payments that are based on an index or rate, amounts that are expected to be payable by the lessee under residual value guarantees, the exercise price of a purchase option if the lessee is reasonably certain to exercise that option and payments of penalties for terminating the lease, if the lease term reflects the lessee exercising that option.

The lease payments are discounted using the interest rate implicit in the lease. If that rate cannot be readily determined, the Group's incremental borrowing rate is used, being the rate that the lessee would have to pay to borrow the funds necessary to obtain an asset of similar value in a similar economic environment with similar terms and conditions. Generally, the Group uses its incremental borrowing rate as the discount rate. The Group uses judgement in determining its incremental borrowing rate. The incremental borrowing rate is calculated by obtaining interest rates from various external financing sources and makes certain adjustments specific to the lease, e.g. term, country and currency.

The lease liability is subsequently increased by the interest cost on the lease liability and decreased by lease payments made. Interest costs are charged to the statement of comprehensive income over the lease period so as to produce a constant periodic rate of interest on the remaining balance of the liability for each period. In addition, the carrying amount of lease liabilities is remeasured if there is modification, a change in the lease term, when there is a change in future lease payments arising from a change in index or rate, a change in the estimate of the amount payable under a residual value guarantee, or as appropriate, changes in the assessment of whether a purchase or extension option is reasonably certain to be exercised or a termination option is reasonably certain not to be exercised.

Lease terms are negotiated on an individual basis and contain a wide range of different terms and conditions. The lease agreements do not impose any covenants other than the security interests in the leased assets that are held by the lessor. Leased assets may not be used as security for borrowing purposes.

CURRENCY ANALYSIS AND MATURITY PROFILE OF TOTAL BORROWINGS

	2023					2022				
	Less than 1 year R'million	Between 1 – 2 years R'million	Between 2 – 5 years R'million	Greater than 5 years R'million	Total R'million	Less than 1 year R'million	Between 1 – 2 years R'million	Between 2 – 5 years R'million	Greater than 5 years R'million	Total R'million
Lease liabilities										
Various currencies	163	163	109	–	435	124	124	97	–	345
	163	163	109	–	435	124	124	97	–	345
Bank overdrafts										
Rand	3 419	–	–	–	3 419	1 212	–	–	–	1 212
	3 419	–	–	–	3 419	1 212	–	–	–	1 212
Unsecured loans										
1) Euro syndicated term and revolving loans	1 234	2 468	12 502	1 234	17 438	4 322	1 026	6 153	3 077	14 578
Euro – capital raising fees	(44)	(44)	(98)	(6)	(192)	(20)	(20)	(50)	(25)	(115)
2) Australian Dollar syndicated revolving loans	–	–	2 259	–	2 259	2 537	–	–	–	2 537
Australian Dollar – capital raising fees	(5)	(5)	(2)	–	(12)	–	–	–	–	–
3) Rand syndicated term and revolving loans	–	–	2 600	–	2 600	1 500	–	–	–	1 500
4) Rand – other	2 057	200	–	–	2 257	1 467	–	200	–	1 667
Rand – capital raising fees	(2)	(2)	(3)	–	(7)	–	–	–	–	–
5) Euro – other	1 070	–	–	–	1 070	513	–	–	–	513
Other	15	–	–	–	15	10	–	–	–	10
	4 325	2 617	17 258	1 228	25 428	10 329	1 006	6 303	3 052	20 690
Total borrowings	7 907	2 780	17 367	1 228	29 282	11 665	1 130	6 400	3 052	22 247

14. BORROWINGS continued

CURRENCY ANALYSIS AND MATURITY PROFILE OF TOTAL BORROWINGS continued

1) Euro syndicated term and revolving loans

Repayment profile at June 2023

The loan comprises	Amount EUR'million	Date obtained	Term	Interest terms[1]
Facility B loan	**230**	November 2022	Four years repayable November 2026	EURIBOR + margin of 1,80%
Facility C loan (refinanced)	**18**	November 2022	Four years repayable November 2026	EURIBOR + margin of 1,55%
IFC loan	**600**	September 2021	Seven years payable in 10 equal semi-annual instalments commencing on 15 March 2024 and concluding on 15 September 2028	0% fixed rate + margin of 1,60%

[1] *Margin quoted for the Facility C loan includes utilisation fees of 0,10%. Utilisation fees are not applicable for the Facility B and the International Finance Corporation ("IFC") loan. To the extent that the Group's ratio of net borrowings to earnings before interest, tax and depreciation and amortisation (the "Leverage Ratio") increases or decreases, so the margin applicable to these loans will increase or decrease. The margin presented in this table is based on a Leverage Ratio of between 2,00 and 2,50. To the extent that EURIBOR is negative, EURIBOR is set at nil.*

Repayment profile at June 2022

The loan comprises	Amount EUR'million	Date obtained	Term	Interest terms[2]
Facility C loan (extended)	212	May 2018	Five years repayable June 2023	EURIBOR + margin of 1,60%
Facility C loan (non-extended)	41	May 2018	Four years repayable July 2022	EURIBOR + margin of 1,60%
IFC loan	600	September 2021	Seven years payable in 10 equal semi-annual instalments commencing on 15 March 2024 and concluding on 15 September 2028	0% fixed rate + margin of 1,60%

[2] *Margin quoted for the Facility C loan includes utilisation fees of 0,20%. Utilisation fees are not applicable for the IFC loan. To the extent that the Group's ratio of net borrowings to earnings before interest, tax and depreciation and amortisation (the Leverage Ratio) increases or decreases, so the margin applicable to these loans will increase or decrease. The margin presented in this table is based on a Leverage Ratio of less than 2,00. To the extent that EURIBOR is negative, EURIBOR is set at nil.*

2) Australian Dollar syndicated revolving loans

Repayment profile at June 2023

The loan comprises	Amount AUD'million	Date obtained	Term	Interest terms[3]
Facility F loan	**107**	November 2022	Three years repayable November 2025	BBSY + margin of 1,80%
Facility G loan (refinanced)	**73**	November 2022	Three years repayable November 2025	BBSY + margin of 1,80%

[3] *To the extent that the Group's ratio of net borrowings to earnings before interest, tax and depreciation and amortisation (the "Leverage Ratio") increases or decreases, so the margin applicable to these loans will increase or decrease. The margin presented in this table is based on a Leverage Ratio of between 2,00 and 2,50.*

Repayment profile at June 2022

The loan comprises	Amount AUD'million	Date obtained	Term	Interest terms[4]
Facility G loan	225	May 2018	Five years repayable June 2023	BBSY + margin of 1,50%

[4] *To the extent that the Group's ratio of net borrowings to earnings before interest, tax and depreciation and amortisation ("the Leverage Ratio") increases or decreases, so the margin applicable to these loans will increase or decrease. The margin presented in this table is based on a Leverage Ratio of less than 2,00.*

Notes to the Group Annual Financial Statements continued

for the year ended 30 June 2023

14. BORROWINGS continued

CURRENCY ANALYSIS AND MATURITY PROFILE OF TOTAL BORROWINGS continued

3) Rand syndicated term and revolving loans

Repayment profile at June 2023

The loan comprises	Amount R'million	Date obtained	Term	Interest terms[3]
Facility D loan (refinanced)	**1 665**	November 2022	Four years repayable November 2026	JIBAR + margin of 1,45%
Facility E loan (refinanced)	**935**	November 2022	Four years repayable November 2026	JIBAR + margin of 1,45%

Repayment profile at June 2022

The loan comprises	Amount R' million	Date obtained	Term	Interest terms[4]
Facility D loan	1 300	May 2018	Five years repayable June 2023	JIBAR + margin of 1,45%
Facility E loan	200	May 2018	Five years repayable June 2023	JIBAR + margin of 1,50%

[3] *To the extent that the Group's ratio of net borrowings to earnings before interest, tax and depreciation and amortisation (the "Leverage Ratio") increases or decreases, so the margin applicable to these loans will increase or decrease. The margin presented in this table is based on a Leverage Ratio of between 2,00 and 2,50.*

[4] *To the extent that the Group's ratio of net borrowings to earnings before interest, tax and depreciation and amortisation ("the Leverage Ratio") increases or decreases, so the margin applicable to these loans will increase or decrease. The margin presented in this table is based on a Leverage Ratio of less than 2,00.*

4) Rand – other

Repayment profile at June 2023

The loan comprises	Amount R'million	Term	Interest terms
Various short-term loans	**177**	On demand	Ranging between 8,50% and 9,50%
Various short-term loans	**960**	Less than three months	Ranging between 8,93% and 9,85%
Various short-term loans	**100**	Less than three months	JIBAR + margin of 0,75%
Various short-term loans	**617**	Ranging between three and 12 months	JIBAR + margin ranging between 0,27% and 1,40%
Various short-term loans	**203**	Ranging between three and 12 months	SAFEX Call + margin of 1,10%
Various short-term loans	**200**	Ranging between one and two years	JIBAR + margin of 1,40%

Repayment profile at June 2022

The loan comprises	Amount R'million	Term	Interest terms
Various short-term loans	167	On demand	Ranging between 5,00% and 6,10%
Various short-term loans	150	Less than three months	JIBAR + margin ranging between 0,85% and 1,10%
Various short-term loans	900	Less than three months	Ranging between 6,00% and 6,35%
Various short-term loans	450	Ranging between six months and three years	JIBAR + margin ranging between 1,40% and 1,82%

5) Euro – other

Repayment profile at June 2023

The loan comprises	Amount EUR'million	Term	Interest terms
Various short-term loans	**52**	Less than three months	EURIBOR + margin ranging between 1,05% and 1,30%

14. BORROWINGS continued

CURRENCY ANALYSIS AND MATURITY PROFILE OF TOTAL BORROWINGS continued

Repayment profile at June 2022

The loan comprises	Amount EUR'million	Term	Interest terms
Various short-term loans	30	Less than three months	EURIBOR + margin ranging between 1,05% and 1,40%

Interest rate profile of total borrowings

	2023			2022		
	Total R'million	Interest rate %	Average effective interest rate %	Total R'million	Interest rate %	Average effective interest rate %
Bank overdrafts – floating rate (linked to South African prime overdraft rate)	3 419	Rates ranging between prime and prime less 3,0	7,3	1 212	Rates ranging between prime and prime less 3,0	4,4
Unsecured loans – floating rate	13 522			10 779		
Linked to BBSY	2 259	+ margin of 1,80	5,9	2 537	+ margin of 1,50	2,1
Linked to JIBAR	3 517	+ margin ranging between 0,27 and 1,45	9,7	2 100	+ margin ranging between 0,85 and 1,82	6,3
Linked to overnight call rate	1 137	Overnight call rates ranging between 8,50 and 9,85	9,4	1 067	Overnight call rates ranging between 5,00 and 6,35	5,9
Linked to EURIBOR	6 167	+ margin ranging between 1,05 and 1,80	4,0	4 835	+ margin ranging between 1,05 and 1,60	1,6
Linked to SAFEX	203	+ margin of 1,10	9,2	0	0	0
Linked to other rates	15	Various	0	10	Various	0
Lease liabilities	435	Various	0	345	Various	0
Capital raising fees	(211)	0	0	(115)	0	0
Unsecured loans – fixed rate						
IFC loan fixed at 0% base rate	12 341	+ margin of 1,60	1,6	10 256	+margin of 1,60	1,6
Total borrowings	29 282			22 247		

Notes to the Group Annual Financial Statements continued

for the year ended 30 June 2023

14. BORROWINGS continued

CURRENCY ANALYSIS AND MATURITY PROFILE OF TOTAL BORROWINGS continued

The below table demonstrates the cumulative change in margin applicable to the Group's syndicated term and revolving loans for changes in its leverage ratio

	2023	
	All other syndicated facilities	IFC loan
>3,75	+0,60%	+0,25%
>3,50 but <3,75	+0,45%	+0,25%
>3,00 but <3,50	+0,30%	+0,15%
>2,50 but <3,00	+0,10%	+0,05%
>2,00 but <2,50	0,00%	0,00%
>1,50 but <2,00	–0,10%	–0,05%
>1,00 but <1,50	–0,20%	–0,05%
<1,00	–0,30%	–0,05%

Definitions

JIBAR – Johannesburg Interbank Average Rate
BBSY – Bank Bill Swap Yield
EURIBOR – Euro Interbank Offered Rate
SAFEX – South African Futures Exchange

14. BORROWINGS continued

OTHER DISCLOSURES

	2023 R'million	2022 R'million
Reconciliation of balance		
Balance at the beginning of the year	**22 247**	24 872
Cash movements per the statement of cash flows[1]	**3 378**	(3 002)
Repayment of borrowings[2]	**(6 585)**	(15 661)
Repayment of lease liabilities	**(183)**	(170)
Proceeds from borrowings	**7 939**	14 208
Increase/(decrease) of bank overdrafts	**2 207**	(1 379)
Non-cash movements	**3 657**	377
Capital raising fees released/(raised)	**38**	(69)
Lease liabilities capitalised	**260**	138
Lease modifications	**(21)**	(56)
Currency translation movements	**3 380**	364
	29 282	22 247

[1] *During November 2022, the Group entered into new Euro, South African Rand and Australian Dollar syndicated bank debt facilities (the "New Facilities") and utilised these New Facilities to extinguish the Maturing Facilities. The arrangement with the syndicate for the Maturing and the New Facilities resulted in a net settlement of these facilities with no gross in/outflows in the statement of cash flows.*

[2] *Repayment of borrowings includes capital raising fees capitalised.*

	2023 R'million	2022 R'million
Split of balance		
Non-current liabilities	**21 375**	10 582
Current liabilities	**7 907**	11 665
	29 282	22 247
Currency analysis of lease liabilities		
Euro	**121**	90
Australian Dollar	**104**	112
Chinese Yuan Renminbi	**47**	22
Mexican Peso	**41**	20
South African Rand	**35**	18
Brazilian Real	**29**	22
US Dollar	**16**	4
British Pound Sterling	**4**	6
Argentine Peso	**3**	6
Other	**35**	45
	435	345

The Group had the following total undrawn borrowing facilities of R17,9 billion at year-end:
- South African Rand denominated facilities of R3 413 million (2022: R2 833 million);
- Euro denominated facilities of EUR632 million (2022: EUR529 million); and
- Australian Dollar denominated facilities of AUD120 million (2022: AUD95 million).

These facilities may only be drawn to the extent that the facilities are not currently subject to an event of default.

All debt facilities, including overdrafts across the Group are unsecured.

Notes to the Group Annual Financial Statements continued

for the year ended 30 June 2023

15. OTHER NON-CURRENT AND CURRENT LIABILITIES

ACCOUNTING POLICY

Recognition and measurement

Other non-current and current financial liabilities

Other non-current financial liabilities are recognised initially at fair value and expected future payments are discounted to present value using an appropriate market-related discount rate. The liabilities are subsequently measured at amortised cost using the effective interest rate method. The amount expected to be settled within 12 months from year-end date is shown as current and the amounts expected to be settled 12 months after year-end date is shown as non-current on the statement of financial position.

The difference between the total capital repayments and the present value of the liabilities will be released to financing costs in the statement of comprehensive income over the terms of the liabilities.

Other non-current financial liabilities are classified as "liabilities at amortised cost" in terms of IFRS 9 – *Financial Instruments*. Financial liabilities are recognised on the transaction date when the Group becomes a party to the contract and thus has a contractual obligation and are derecognised when these contractual obligations are discharged, cancelled or expired.

Deferred revenue

The Group recognises, as deferred revenue, contributions by third parties to the cost of specific capital expenditure projects. Deferred revenue is recognised at the fair value of the consideration received in advance. Upon completion of a relevant capital expenditure project, the related deferred revenue is released to the statement of comprehensive income over the remaining term of the supply contract with the contributing third party. The amount expected to be realised within 12 months from year-end date is shown as current and the amounts expected to be realised 12 months after year-end date is shown as non-current on the statement of financial position.

Environmental liabilities

Environmental liabilities are recognised when the Group has a legal or a constructive obligation, as a result of a past event, and it is probable that there may be an outflow of resources embodying economic benefits to settle the obligation and the obligation can be measured reliably.

	Note	**2023 R'million**	2022 R'million
Summary of balance			
Other non-current financial liabilities	15.1	**487**	3 473
Deferred revenue	15.2	**–**	10
Environmental liabilities		**10**	9
		497	3 492

15. OTHER NON-CURRENT AND CURRENT LIABILITIES continued

15.1 OTHER NON-CURRENT AND CURRENT FINANCIAL LIABILITIES

	2023 R'million	2022 R'million
Reconciliation of balance		
Balance at the beginning of the year	**4 129**	5 523
Repayments	**(626)**	(1 827)
Disposal of Nutritionals business	**–**	(705)
Disposal of Japanese business	**(134)**	(164)
Conditional transaction-related China set up costs	**–**	(334)
Disposal of European Thrombosis assets	**(441)**	(465)
Other	**(51)**	(159)
Additions	**28**	228
Disposal of Japanese business	**–**	225
Other	**28**	3
Notional interest	**210**	203
Reversal of conditional transaction-related China set up costs no longer payable	**–**	(36)
Reversal of deferred consideration no longer payable – other	**–**	(15)
Other	**(12)**	(11)
Currency translation movements	**794**	64
	4 523	4 129
Split of balance		
Non-current	**487**	3 473
Current	**4 036**	656
	4 523	4 129
Summary of balance (non-current and current)[1]		
Interest-free loan	**3 814**	2 993
Disposal of Japanese business	**610**	626
Disposal of European Thrombosis assets	**–**	400
Other	**99**	110
	4 523	4 129

[1] *All balances are stated at closing rates.*

Interest-free loan

As part of a historical business combination, Aspen acquired inventories to the value of R3 billion, a portion of which was funded by way of a 10-year interest-free loan from MSD. The discount rate used in valuing this loan was 8%. This loan was obtained in October 2013 and is repayable at the end of the 10-year period, being 30 September 2023.

The interest-free loan of EUR188 million owing by Aspen Oss B.V. to MSD is included in current liabilities, which is required to be repaid in full on 30 September 2023. This loan was included in non-current liabilities in the previous financial year. Subsequent to year-end, Aspen Oss B.V. reached agreement with MSD to extend the loan repayment terms with three instalment payments over the next two years, with a final repayment due on 30 September 2025. The original loan incurred and will incur notional interest up to 30 September 2023. The extended loan will attract interest from 1 October 2023 at a fixed market-related rate, which is lower than the effective notional interest rate incurred in the current financial year.

In addition to inventories given as security for this loan (refer to note 8), the Group provided a further guarantee to the value of EUR166 million (R3,4 billion) to MSD.

Conditional transaction related China set up costs

In the prior year, transaction-related set up costs for China were conditional upon the achievement of defined performance-related milestones payable in December 2021. At 30 June 2021, an estimated liability of USD24 million was determined based on management's judgement relating to the expected achievement levels of the performance-related milestones. In the prior year, a final payment of USD22 million was paid and the remaining balance of USD2 million was released to transaction costs in terms of the Group's accounting policy and definitions and has been excluded from normalised headline earnings.

Notes to the Group Annual Financial Statements continued

for the year ended 30 June 2023

15. OTHER NON-CURRENT AND CURRENT LIABILITIES continued

15.1 OTHER NON-CURRENT AND CURRENT FINANCIAL LIABILITIES continued

Disposal of Nutritionals business

In the 2019 financial year, the Group concluded an agreement to divest of its Nutritionals business predominantly carried on in Latin America, sub-Saharan Africa and Asia Pacific under the S-26, Alula and Infacare brands ("Nutritionals business") to the Lactalis Group, a leading multinational dairy corporation based in Laval, France. The transaction was concluded effective 31 May 2019 and the results of the disposals were included as part of discontinued operations.

Performance warranty

The performance warranty of NZD71 million at 30 June 2021 was based on the expected profit performance of the disposed portfolio in Asia over three years. This was included in current liabilities at 30 June 2021. In the prior year, the final settlement value of NZD71 million was paid.

Disposal of Japanese business

As part of the disposal of the Japanese business in the 2020 financial year, Aspen Global Incorporated entered into a manufacturing and supply agreement with Sandoz for a period of five years with a further two-year extension option. Aspen Global Incorporated has underwritten supply prices to Sandoz based upon achieving future expected cost savings. The unfavourable difference between the actual estimated future supply costs and the underwritten supply prices ("supply price rebate") have been calculated and amounts to a net present value obligation of EUR30 million (2022: EUR36 million), of which EUR7 million (2022: EUR10 million) was paid in the current year. An additional EUR13 million was raised in the prior year due to delays in the project and inflationary increases. This increase was accounted for as transaction costs per the Group's accounting policy and definitions and has been excluded from normalised headline earnings. The discount rate used was 2,2%.

The repayment profile for the supply price rebate is set out below:

	2023 EUR'million	2022 EUR'million
Within 1 year	**7**	12
Within 2 – 5 years	**23**	24
	30	36

Disposal of European Thrombosis assets

In the prior year, the Group concluded an agreement to divest the assets related to the commercialisation of Aspen's Thrombosis products in Europe to Mylan Ireland Limited ("Mylan"). Mylan also acquired the distribution rights and related assets for the French commercial Thrombosis business.

	2023 R'million	2022 R'million
Split of balance		
Volume incentives payments	**–**	400
	–	400

Volume incentives payments

In terms of the disposal transaction and related supply contract, Aspen is obliged to pay Mylan volume-based incentives based upon the achievement of annual volume thresholds.

The deferred payable recognised is 100% of the expected payments as the achievement of meeting the volume thresholds is considered highly probable. In the current year, EUR23 million was paid. The discount rate used in presenting valuing the volume incentive payments was 3%. As of 30 June 2023, all payments in respect of volume incentives were settled in full.

15. OTHER NON-CURRENT AND CURRENT LIABILITIES continued

15.1 OTHER NON-CURRENT AND CURRENT FINANCIAL LIABILITIES continued

Volume incentives payments continued

The repayment profile is set out below:

	2023 EUR'million	2022 EUR'million
Year ended 30 June 2023	–	20
Year ending 30 June 2024	–	3
	–	23

15.2 DEFERRED REVENUE

	2023 R'million	2022 R'million
Reconciliation of balance		
Balance at the beginning of the year	53	129
Recognised in the statement of comprehensive income[1]	(47)	(77)
Currency translation movements	7	1
	13	53

[1] *This amount is included in other operating income on the statement of comprehensive income.*

	2023 R'million	2022 R'million
Split of balance		
Non-current	–	10
Current	13	43
	13	53

The full balance relates to capital expenditure projects at Aspen Oss B.V.

16. UNFAVOURABLE AND ONEROUS CONTRACTS

ACCOUNTING POLICY

Recognition and measurement

An unfavourable and onerous contract is recognised when the expected benefits to be derived by the Group from a contract are lower than the unavoidable costs of meeting its obligations under the contract. The Group has entered into binding legal agreements for the supply of products to vendors at below market value and/or cost to manufacture. The estimated costs required to settle the obligation are discounted to present value using appropriate market-related discount rates. An unfavourable contract is principally based on the difference between the market price and the contract selling price.

Supply contracts for the third-party manufacture of products in Aspen Oss B.V. have been classified as either unfavourable or onerous. These liabilities will be released to revenue over the term and quantity of supply of the contracts in terms of IFRS 15 – *Revenue from Contracts with Customers*.

	2023 R'million	2022 R'million
Reconciliation of balance		
Balance at the beginning of the year	433	816
Release to the statement of profit or loss	(377)	(347)
Currency translation movements	48	(36)
	104	433
Split of balance		
Non-current	–	87
Current	104	346
	104	433

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17. RETIREMENT AND OTHER EMPLOYEE BENEFIT OBLIGATIONS

ACCOUNTING POLICY

Pension benefits

The Group operates or contributes to defined contribution plans and defined benefit plans for its employees in certain countries in which it operates.

Defined contribution plans

A defined contribution plan is a provident fund under which the Group pays fixed contributions into a separate entity (a fund) and will have no legal or constructive obligation to pay further contributions if the fund does not hold sufficient assets to pay all employees relating to employee service in the current and prior financial years. For defined contribution plans, the Group pays contributions to publicly or privately held pension insurance plans on a mandatory, contractual or voluntary basis. Once the contributions have been paid, the Group has no further payment obligations. The payments made to provident funds are expensed as incurred and are included in staff costs. Refer to notes 22 and 23 of the Group Annual Financial Statements.

Defined benefit plans

A defined benefit plan is a pension plan that is not a defined contribution plan. It defines the amount of pension benefits that an employee will receive on retirement, usually dependent on one or more factors such as age, years of service and compensation.

The Group's net obligation in respect of defined benefit pension plans is actuarially calculated separately for each plan by deducting the fair value of plan assets from the present value of the gross obligation for retirement benefit obligations. The gross obligation is determined by estimating the future benefit attributable to employees in return for services rendered to date.

This future benefit is discounted to determine its present value, using discount rates based on government bonds, that have maturity dates approximating the terms of the Group's obligations which are denominated in the currency in which the benefits are expected to be paid. Independent actuaries perform the calculation annually using the projected unit credit method.

Past service costs are recognised immediately in the statement of comprehensive income.

Actuarial gains and losses arising from experience adjustments and changes to actuarial assumptions are recognised in other comprehensive income as remeasurements in the period in which they arise.

Other non-current employee benefits

Some Group companies provide other non-current benefits to their employees. The entitlement to these benefits is usually conditional on the employee remaining in service up to a given age or the completion of a minimum service period. The expected costs of these benefits are accrued over the period of employment using the same accounting methodology as used for defined benefit pension plans. Actuarial gains and losses arising from experience adjustments and changes in actuarial assumptions are charged or credited to other comprehensive income in the period in which they arise. These obligations are valued annually by independent qualified actuaries.

Defined benefit plans – post-retirement medical aid obligations

In terms of the Group's policy, post-retirement medical aid benefits are not provided for any employees, with the exception of certain South African employees who joined the Group before 28 February 2000. The Group has honoured its contractual commitment in respect of post-retirement medical aid obligations to these employees and pensioners employed before the change in policy.

The present value of the expected future post-retirement medical aid obligation is quantified to the extent that service has been rendered, and is reflected on the statement of financial position as a liability. Valuations of these obligations are carried out by independent actuaries on an annual basis using the projected unit credit method. Post-retirement medical aid obligations are accounted for using the same accounting methodologies as described for the defined benefit plans.

The Group operates or contributes to defined contribution plans, defined benefit plans and other long-term plans in certain countries in which it operates.

17. RETIREMENT AND OTHER EMPLOYEE BENEFIT OBLIGATIONS continued

Defined contribution plans

Contributions by the Group, and in some cases the employees are made to funds set up in South Africa, Australia, Malaysia, Taiwan, Ireland, the Netherlands, Brazil, Tanzania, Kenya and Uganda while no contributions are made to plans established in other geographic areas.

Total contributions paid to the various funds by the Group amounted to R339 million for the current financial year (2022: R371 million). The Group has no further payment obligations once the contributions have been paid. The payments made are expensed as incurred in the statement of comprehensive income and are included in staff costs.

Defined benefit plans

Contributions by the Group, and in some cases by the employees are made for funds set up in South Africa, Germany, the Philippines, Mexico, France, Tanzania and Kenya while no contributions are made for plans established in other geographic areas.

Provisions for pension and medical aid obligations are established for benefits payable in the form of retirement, disability, surviving dependent pensions and medical benefits. The benefits offered vary according to the legal, fiscal and economic conditions of each country.

Long-term employee benefits

Contributions by the Group are made to funds set up in Germany and France while no contributions are made to plans established in other geographic areas.

				Principal actuarial assumptions		
	Last actuarial valuation done	Full/interim valuation	Valuation method adopted	Discount rate	Medical inflation rate	Salary increase rate
France	June 2023	Full	Projected unit credit	3,8% (2022: 2,5%)	N/A	3,0% (2022: 2,5%)
Germany	June 2023	Full	Projected unit credit	3,6% (2022: 2,4%)	N/A	3,0% (2022: 3,0%)
Kenya	June 2023	Full	Projected unit credit	15,3% (2022: 14,2%)	N/A	12,0% (2022: 12,0%)
Mexico	June 2023	Full	Projected unit credit	9,3% (2022: 7,9%)	N/A	6,0% (2022: 6,0%)
The Philippines	June 2023	Full	Projected unit credit	6,2% (2022: 6,6%)	N/A	6,0% (2022: 6,0%)
South Africa	June 2023	Full	Projected unit credit	12,9% (2022: 12,4%)	8,9% (2022: 9,4%)	N/A
Tanzania	June 2023	Full	Projected unit credit	10,4% (2022: 9,8%)	N/A	9,0% (2022: 9,0%)

These plans have been assessed by independent qualified actuaries and have been found to be in a sound financial position.

Weighted average assumptions used in performing actuarial valuations determined in consultation with independent actuaries.

Assumptions regarding future mortality experience are set out based on advice, published statistics and experience in each territory.

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17. RETIREMENT AND OTHER EMPLOYEE BENEFIT OBLIGATIONS continued

	2023 R'million	2022 R'million
Amounts recognised in the statement of financial position		
Present value of retirement and other employee benefit obligations[1]	**690**	582
Deferred tax	**(25)**	(118)
	665	464

[1] *Included in this amount is an obligation of R151 million (2022: R134 million) for which the Group has a reimbursive right. Refer to note 7 for more detail.*

	2023 R'million	2022 R'million
Retirement and other employee benefit obligations comprise		
Unfunded present value of retirement and other employee benefit obligations	**870**	733
Fair value of plan assets	**(180)**	(151)
	690	582
The movement in the liability recognised in the statement of financial position is as follows:		
Balance at the beginning of the year	**733**	880
Current service costs	**43**	58
Benefits paid	**(33)**	(16)
Net interest expense	**26**	4
Remeasurements recognised in other comprehensive income – actuarial gains from changes in financial assumptions	**(29)**	(206)
– Actuarial (gains)/losses from changes in demographic assumptions	**(13)**	8
– Actuarial gains from changes in financial assumptions	**(16)**	(214)
Currency translation movements	**139**	13
	870	733
The movement in the fair value of plan assets recognised in the statement of financial position is as follows:		
Balance at the beginning of the year	**151**	150
Benefits paid	**(1)**	(2)
Net interest income	**1**	1
Remeasurements recognised in other comprehensive income – actual return on plan assets	**–**	1
Currency translation movements	**29**	1
	180	151
Fair value of plan assets		
The assets of the pension funds are invested as follows:		
European government bonds	**123**	102
Other	**57**	49
	180	151
Maturity profile of retirement benefit and other employee benefit obligations		
Less than one year	**21**	18
Between one to five years	**178**	155
More than five years	**671**	560
	870	733

Sensitivity analysis

The effect of a 1% change in the assumed discount rate, medical inflation rate and salary increase rate would not have a significant effect on the amounts reported for retirement and other employee benefit obligations.

Key risks associated with retirement and other employee benefit obligations

1) Inflation risk: The risk that future inflation is higher than expected.
2) Medical inflation risk: The risk that future contributions to the medical aid scheme increase faster than assumed.
3) Longevity: The risk that continuation members live longer than expected and hence the subsidy is payable for longer than expected.
4) Investment risk: The risk that the return earned by the assets is lower than expected and hence the assets are insufficient.
5) Salary risk: The risk that future salaries are higher than expected.

18. TRADE AND OTHER PAYABLES

ACCOUNTING POLICY

Recognition and measurement

Trade and other payables are recognised when the Group has a legal or a constructive obligation, as a result of a past event, and it is probable that there may be an outflow of resources embodying economic benefits to settle the obligation and the obligation can be measured reliably.

These amounts represent liabilities for goods and services provided to the Group prior to the end of the financial year, which are unpaid. The amounts are unsecured and are usually paid within 60 days of recognition. Trade and other payables are presented as current liabilities unless payment is not due within 12 months after the reporting period. They are recognised initially at their fair value and subsequently measured at amortised cost using the effective interest rate method.

Financial liabilities

Financial instruments related to trade and other payables are classified as 'at amortised cost' in terms of IFRS 9 – *Financial Instruments*. Financial liabilities are recognised on the transaction date when the Group becomes a party to the contract and thus has a contractual obligation and are derecognised when these contractual obligations are discharged, cancelled or expired.

	2023 R'million	2022 R'million
Summary of balance		
Trade payables	**3 969**	3 641
Accrued expenses	**3 236**	2 520
Indirect taxes	**510**	1 447
Leave pay	**682**	590
Bonuses	**577**	551
Other employee-related accruals	**399**	360
Other	**807**	951
	10 180	10 060
Split of balance		
Financial liabilities	**7 135**	6 106
Non-financial liabilities	**3 045**	3 954
	10 180	10 060
OTHER DISCLOSURES		
Currency analysis of trade and other payables (financial instruments only)		
Euro	**2 188**	2 530
South African Rand	**1 466**	1 205
Australian Dollar	**1 092**	959
US Dollar	**1 009**	373
Chinese Yuan Renminbi	**413**	166
Canadian Dollar	**122**	83
Mexican Peso	**112**	65
Swiss Franc	**90**	103
British Pound Sterling	**60**	51
Tanzanian Shilling	**49**	82
Philippine Peso	**48**	61
Kenyan Shilling	**34**	46
Russian Ruble	**24**	60
Other currencies	**428**	322
	7 135	6 106

All trade and other payables are predominantly non-interest bearing.

No individual vendor represents more than 10% of the Group's trade payables.

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19. OTHER CURRENT LIABILITIES

ACCOUNTING POLICY

Financial liabilities at amortised cost

This category of financial liabilities comprises other financial liabilities. These financial liabilities are initially recognised at fair value plus transaction costs, and are subsequently measured at amortised cost using the effective interest rate method.

	Note	2023 R'million	2022 R'million
Split of balance			
Deferred revenue	15.2	**13**	43
Derivative financial instruments	19.1	**8**	12
Other current financial liabilities	15.1	**4 036**	656
		4 057	711

19.1 DERIVATIVE FINANCIAL INSTRUMENTS – LIABILITY

	2023 R'million	2022 R'million
Balance at the beginning of the year	**12**	36
Transfer from assets	**7**	8
Currency translation movements	**(11)**	(32)
	8	12
Split of balance		
Forward exchange contracts	**8**	12
	8	12

Forward exchange contracts are classified as "level 2" liabilities in the fair value measurement hierarchy. None of the financial liabilities were reclassified out of "level 2" in the current year. The models incorporate various inputs, including the credit quality of counterparties, foreign exchange spot and forward rates, interest rate curves and forward rate curves of the underlying index.

The fair value of all forward exchange contracts at year-end was calculated by comparing the forward exchange contracted rates to the equivalent of year-end market foreign exchange rates. The present value of these fair values was then discounted using the appropriate currency-specific discount rate to determine the fair value.

20. REVENUE

ACCOUNTING POLICY

Recognition and measurement

Revenue, net of trade discounts, distribution fees paid to independent wholesalers and excluding value added tax, comprises the total invoice value of goods, co-marketing fees and royalties derived from the supply of specialty, branded and generic pharmaceutical products to provide treatment for a broad spectrum of acute and chronic conditions.

Revenue is recognised based on the completion of performance obligations and an assessment of when control is transferred to the customer.

The following indicators are used by the Group in determining when control has passed to the customer:
- the Group has a right to payment for the product or service;
- the customer has legal title to the product;
- the Group has transferred physical possession of the product to the customer;
- the customer has the significant risk and rewards of ownership of the product; and
- the customer has accepted the product.

Revenue is measured based on the consideration specified in a contract with a customer and in compliance with legislated pricing in the various regulated markets.

The Group evaluates the following control indicators, among others, when determining whether it is acting as a principal or an agent in the transactions with customers and recording revenue on a net basis:
- the Group is primarily responsible for fulfilling the promise to provide the specified goods or services;
- the Group has inventory risk before the specified good or service has been transferred to a customer or after transfer of control to the customer; and
- the Group has discretion in establishing the price for the specified good or service, excluding pricing set according to regulations.

In the determination of revenue, all intra-group transactions are excluded.

No significant element of financing is deemed present, other than on onerous contracts, as the sales are made with credit terms less than one year. The onerous contracts are discounted to present value using appropriate market-related discount rates.

The main streams of revenue and the base of recognition are as follows:

Sale of goods

Revenue is recognised at a point in time when control of the pharmaceutical products supplied has transferred, being when the products are delivered to the customer. Delivery occurs when the products have been dispatched to the specific location, the risks of obsolescence and loss have been transferred and the customer accepted the products in accordance with the sales contract. Revenue is recorded at the price specified in the contract in compliance with regulated pricing in regulated markets, net of discounts and value added tax. Revenue and receivables are recorded when control of the products are transferred, as this is the point in time that the consideration is unconditional as only the passage of time is required before payment is due.

Co-marketing fees

Co-marketing fees is a revenue that the Group receives in exchange for providing a service to arrange specified sales of specialty, branded and generic pharmaceuticals to a customer as an agent. Revenue is based on an upfront agreed upon fee driven by sales volumes. The sales volumes are products delivered at a point in time to customers.

Revenue and receivables are recorded on co-marketing fees when performance obligations according to the contract for arranging sales to customers have been met and the products have been delivered to the customer. Delivery occurs when the products have been dispatched to the specific location, the risks of obsolescence and loss have been transferred and the customer accepted the goods in accordance with the co-marketing agreement.

Onerous contracts

At the date that Aspen acquired the API business, Aspen accounted for the acquisition of the business, including the 10-year supply contract, as a business combination. Application of the principles in IFRS 3 – Business Combinations gave rise to Aspen recognising an onerous and unfavourable contract related to the supply agreement at the acquisition date.

The subsequent accounting is considered in the context of IFRS 15 – Revenue from Contracts with Customers as it represents the difference between the market price and selling price of the products (i.e. linked to an element of revenue). Accounting for the unfavourable contract as an element of revenue has been determined on a straight-line basis as this is the best depiction of the transfer of products.

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20. REVENUE continued

Summary of balance

	2023 R'million	2022 R'million
Sale of goods	**40 194**	38 143
Co-marketing fees	**138**	115
Unfavourable and onerous contracts release	**377**	348
	40 709	38 606

Revenue has been further disaggregated by customer and manufacturing geography, refer to the Group Revenue Segmental Analysis report on page 22 for further details.

21. OPERATING PROFIT

	2023 R'million	2022 R'million
Operating profit has been arrived at after charging/(crediting):		
(Loss)/profit on sale of tangible and intangible assets	**1**	(1 212)
Loss on the sale of property, plant and equipment and right-of-use assets	**1**	7
Loss on the sale of intangible assets	**–**	98
Profit on sale of assets classified as held-for-sale	**–**	(1 317)
Auditors' remuneration	**79**	61
– Audit fees	**74**	59
Current year	**70**	58
Underprovision – prior year	**4**	1
– Other services	**5**	2
Net impairment charges	**1 986**	1 573
Impairment of intangible assets (included in other operating expenses)	**1 359**	1 541
Impairment charge of inventories (included in cost of sales)	**941**	338
Impairment of property, plant and equipment (included in other operating expenses)	**4**	13
Reversal of impairment losses on property, plant and equipment (included in other operating income)	**–**	(16)
Reversal of impairment losses on intangible assets (included in other operating income)	**(299)**	(361)
Impairment of goodwill (included in other operating expenses)	**–**	11
Impairment of other non-current and current receivables (included on other operating expenses)	**6**	–
Impairment of right-of-use assets (included in other operating expenses)	**–**	17
Movement in the allowance of expected credit losses of trade receivables (included in selling and distribution expenses)	**(25)**	30
Repairs and maintenance expenditure on property, plant and equipment	**743**	738
Short-term and low value leases	**53**	50
Land and buildings	**31**	29
Plant and equipment	**13**	11
Office equipment, computer equipment and furniture	**9**	10
Restructuring costs	**278**	174
Transaction costs	**190**	491
Product litigation costs	**–**	75
Reversal of deferred consideration no longer payable	**–**	(15)
Insurance compensation on assets	**(43)**	(90)

22. EXPENSES AND OTHER OPERATING INCOME BY NATURE

	Cost of sales R'million	Selling and distribution expenses R'million	Administrative expenses R'million	Net other operating expenses R'million	Total R'million
2023					
Cost of material and production-related variances	**12 098**	**–**	**–**	**–**	**12 098**
Personnel costs and other staff-related costs	**5 185**	**2 655**	**1 789**	**–**	**9 629**
Depreciation and amortisation	**1 006**	**40**	**201**	**541**	**1 788**
Advertising and marketing expenses	**–**	**1 176**	**–**	**–**	**1 176**
Transport and warehousing costs	**614**	**884**	**–**	**–**	**1 498**
Net impairment charges/(reversal of impairment)	**941**	**(25)**	**–**	**1 070**	**1 986**
Legal and consulting fees	**370**	**171**	**291**	**–**	**832**
Property costs	**705**	**4**	**35**	**–**	**744**
Repairs and maintenance expenditure on property, plant and equipment	**711**	**12**	**20**	**–**	**743**
Transaction costs	**–**	**–**	**–**	**190**	**190**
Restructuring costs	**–**	**–**	**–**	**278**	**278**
Regulatory expenses	**–**	**323**	**–**	**–**	**323**
Insurance compensation on assets	**–**	**–**	**–**	**(43)**	**(43)**
Insurance compensation on business interruption	**(33)**	**–**	**–**	**(159)**	**(192)**
Grant income	**(526)**	**–**	**–**	**–**	**(526)**
Share-based payment expense – employees	**–**	**–**	**135**	**–**	**135**
IT expenses	**210**	**17**	**481**	**–**	**708**
Insurance expenses	**175**	**24**	**222**	**–**	**421**
Other	**319**	**518**	**453**	**(191)**	**1 099**
	21 775	**5 799**	**3 627**	**1 686**	**32 887**
2022					
Cost of material and production-related variances	11 668	–	–	–	11 668
Personnel costs and other staff-related costs	4 669	2 384	1 484	–	8 537
Depreciation and amortisation	936	34	197	546	1 713
Advertising and marketing expenses	–	1 029	–	–	1 029
Transport and warehousing costs	700	852	–	–	1 552
Net impairment charges	338	30	–	1 205	1 573
Legal and consulting fees	317	155	210	–	682
Property costs	497	2	25	–	524
Repairs and maintenance expenditure on property, plant and equipment	724	–	14	–	738
Transaction costs	–	–	–	491	491
Restructuring costs	–	–	–	174	174
Regulatory expenses	–	310	–	–	310
Product litigation costs	–	–	–	75	75
Profit on sale of tangible and intangible assets	–	–	–	(1 212)	(1 212)
Insurance compensation on assets	–	–	–	(137)	(137)
Insurance compensation on business interruption	(36)	–	–	–	(36)
Reversal of deferred consideration no longer payable	–	–	–	(15)	(15)
IT expenses	159	28	372	–	559
Insurance expenses	135	22	169	–	326
Share-based payment expense – employees	–	–	62	–	62
Other	193	672	488	(31)	1 322
	20 300	5 518	3 021	1 096	29 935

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23. DIRECTORS AND EMPLOYEES

ACCOUNTING POLICY

Directors' and prescribed officers' remuneration

The directors' and prescribed officers' remuneration represent the remuneration paid to, or receivable by, directors and prescribed officers in their capacity as director, prescribed officer or any other capacity. All amounts in respect of the financial year reported on are presented, including bonuses not accrued for in the Group annual financial statements. This disclosure is provided in terms of the JSE Listings Requirements. The Group's Remuneration Committee, through its mandate from the Board of Directors, has resolved that the individuals, listed below as the Group's prescribed officers, are deemed to be prescribed officers as defined by the Companies Act of South Africa. Further details on transactions with key personnel can be found in note 31.

	2023 R' thousands	2022 R' thousands
Directors' remuneration		
Non-executive directors – fees		
Yvonne Muthien	**548**	300
Linda de Beer	**958**	974
Kuseni Dlamini	**1 409**	1 341
Ben Kruger	**932**	857
Themba Mkhwanazi	**448**	453
Chris Mortimer[1]	**465**	427
Babalwa Ngonyama	**911**	1 035
David Redfern	**364**	390
Sindi Zilwa	**–**	297
Total (A)	**6 035**	6 074
Executive directors		
Sean Capazorio[2]	**15 553**	7 311
Remuneration	**6 966**	3 301
Retirement and medical aid benefits	**1 142**	541
Performance bonus	**2 253**	1 254
Share-based payment expense	**5 193**	2 215
Gus Attridge[2]	**–**	9 654
Remuneration	**–**	3 594
Retirement and medical aid benefits	**–**	620
Performance bonus	**–**	4 057
Share-based payment expense	**–**	1 383
Stephen Saad	**24 148**	23 355
Remuneration	**9 172**	8 739
Retirement and medical aid benefits	**1 534**	1 457
Performance bonus	**8 335**	9 813
Share-based payment expense	**5 108**	3 346
Total (B)	**39 702**	40 320

[1] *For further details pertaining to legal fees for Chris Mortimer, refer to note 31.*
[2] *Gus Atttridge retired as an executive director and Sean Capazario was appointed as an executive director effective January 2022. Their remuneration in the prior year was split accordingly between executive directors and prescribed officers.*

23. DIRECTORS AND EMPLOYEES continued

Directors' and prescribed officers' remuneration continued

	2023 R' thousands	2022 R' thousands
Prescribed officers		
Lorraine Hill	**16 585**	16 168
Remuneration	**8 062**	7 673
Retirement and medical aid benefits	**1 026**	983
Performance bonus	**2 078**	2 364
Share-based payment expense	**5 419**	5 148
Gus Attridge[1]	**12 622**	9 653
Remuneration	**5 698**	3 594
Retirement and medical aid benefits	**909**	620
Performance bonus	**1 793**	4 056
Share-based payment expense	**4 222**	1 383
Sean Capazorio[1]	**–**	6 212
Remuneration	**–**	2 573
Retirement and medical aid benefits	**–**	441
Performance bonus	**–**	983
Share-based payment expense	**–**	2 215
Zizipho Mmango	**13 871**	9 032
Remuneration	**5 410**	4 644
Retirement and medical aid benefits	**706**	606
Performance bonus	**1 699**	1 660
Share-based payment expense	**6 055**	2 122
Reginald Haman	**14 209**	9 491
Remuneration	**5 356**	4 556
Retirement and medical aid benefits	**761**	694
Performance bonus	**1 699**	1 713
Share-based payment expense	**6 393**	2 528
Mark Sardi[2]	**2 769**	3 534
Remuneration	**2 592**	2 274
Retirement and medical aid benefits	**175**	351
Performance bonus	**–**	909
Total (C)	**60 054**	54 090
Total remuneration paid by the Company (A+B+C)	**105 791**	100 484

[1] *Gus Atttridge retired as an executive director and Sean Capazario was appointed as an executive director effective January 2022. Their remuneration in the prior year was split accordingly between executive directors and prescribed officers.*
[2] *Mark Sardi resigned in October 2022.*

Notes to the Group Annual Financial Statements continued

for the year ended 30 June 2023

23. DIRECTORS AND EMPLOYEES continued

Directors' and prescribed officers' remuneration continued

Staff costs

	2023 R'million	2022 R'million
Wages and salaries	**8 661**	7 577
Defined contribution plan expenses	**339**	371
Defined benefit plan expenses	**12**	32
Share-based payment expense – deferred incentive bonus	**76**	46
Share-based payment expense – phantom share scheme	**59**	12
	9 147	8 038
Amount included in cost of sales	**5 072**	4 437
Wages and salaries	**4 854**	4 152
Benefits	**218**	285
Amount included in selling and distribution expenses	**2 379**	2 175
Wages and salaries	**2 069**	1 879
Benefits	**310**	296
Amount included in administrative expenses	**1 696**	1 426
Wages and salaries	**1 477**	1 256
Benefits	**219**	170

Staff headcount

	2023 R'million	2022 R'million
Total number of employees at year-end	**9 161**	9 167
Full-time employees	**8 612**	8 580
Part-time employees	**549**	587

24. INVESTMENT INCOME

ACCOUNTING POLICY

Recognition and measurement

Investment income comprises interest received on bank balances, prepaid taxes and short-term deposits and is recognised as it accrues in the statement of comprehensive income, using the effective interest rate method.

	2023 R'million	2022 R'million
Interest on bank balances and short-term deposits	**509**	92
Other	**20**	13
	529	105

25. FINANCING COSTS

ACCOUNTING POLICY

Recognition and measurement

Financing costs comprise interest paid on borrowings, unwinding of notional interest on discounted liabilities, changes in the fair value of financial assets and liabilities at fair value through profit or loss, foreign exchange gains or losses and any gains or losses on hedging instruments that are recognised in the statement of comprehensive income. All borrowing costs are recognised in the statement of comprehensive income using the effective interest rate method, unless the borrowing costs are directly attributable to the acquisition, construction or production of qualifying assets, in which case the directly attributable borrowing costs are capitalised.

	2023 R'million	2022 R'million
Interest paid	**1 120**	573
Bank overdrafts and borrowings	**1 006**	513
Leases	**27**	27
Other	**87**	33
Capital raising fees released	**38**	64
Notional interest on financial instruments	**204**	192
Net foreign exchange losses/(gains)	**688**	(46)
Fair value gains on financial instruments	**(254)**	(138)
Foreign exchange gains on acquisitions	**–**	(3)
	1 796	642

Financing costs above exclude financing costs of R46 million which have been capitalised during 2023 to capital work-in-progress (2022: R64 million). Refer to note 2 for detail.

26. INCOME TAX

ACCOUNTING POLICY

The tax expense comprises current tax, deferred tax, capital and wealth taxes and withholding taxes. The tax expense does not include taxes associated with amounts reflected in other comprehensive income and equity. The tax associated with those amounts is reflected directly in other comprehensive income or equity.

Current tax

The current tax charge is the tax that is expected to be payable on the profits generated during the year and any adjustments to the tax payable in respect of prior years. The current tax charge also includes provisions where it is likely that a tax authority may take a different position to the filing positions taken by the Group.

Deferred tax

The deferred tax charge is the tax that is expected to be payable in future or relief that is expected to materialise in future, applying the liability method. The deferred tax charge includes adjustments to the opening deferred tax balances to recognise tax filing adjustments and to adjust the statutory tax rate that is utilised for determining the opening deferred tax balance.

Capital and wealth taxes

Capital and wealth tax is payable at varying rates by companies in the Aspen Group. These taxes generally arise in Latin America and Asia.

Withholding taxes

Withholding tax is payable at varying rates on interest, management fees, licences and dividends which are declared by one Group company to another Group company.

Notes to the Group Annual Financial Statements continued

for the year ended 30 June 2023

26. INCOME TAX continued

IFRIC 23 – Uncertainty over Income Tax Treatment

Aspen applies IFRIC 23, which clarifies the accounting treatment for uncertainties in income taxes as part of the application of IAS 12 – *Income Taxes*. The interpretation specifically addresses whether an entity considers each uncertain tax treatment separately or together with one or more other uncertain tax treatments.

In applying IFRIC 23 the Aspen Group has assessed the risk profile of all uncertain tax matters based on the following criteria:
- the outcome of similar historical or current audits within the Group;
- consensus opinions from expert advisors regarding areas and levels of tax risk;
- the outcome of tax audits that have been launched against other multinational groups, to the extent the fact pattern is similar to that of the Aspen Group; and
- changes in tax law impacting existing or future tax matters.

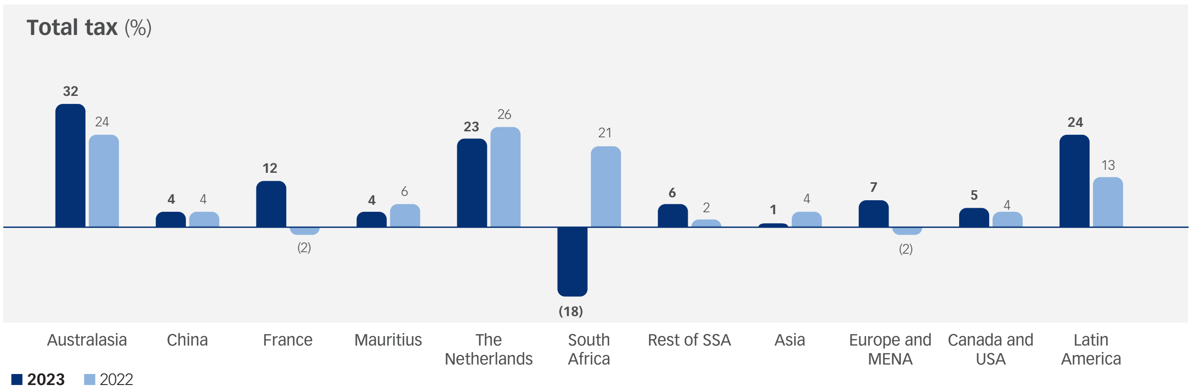
Based on this assessment, the potential cash tax outflow for each uncertain tax matter is quantified using the applicable statutory tax rate and applying a risk probability factor (exercising judgment on the most likely outcome). The impact on current and deferred tax is also taken into consideration. The probalised risk values are consolidated in arriving at the Group's total estimated uncertain tax provision.

SUMMARY OF BALANCE

	2023 R'million	2022 R'million
Current tax		
Current year	**1 620**	1 343
Prior year	**70**	83
Deferred tax		
Current year	**(222)**	185
Prior year	**(191)**	20
Rate change	**2**	(22)
Capital and wealth taxes	**3**	3
Withholding taxes	**45**	34
	1 327	1 646

The tax assets and liabilities that arise in the Group, predominantly arise in Australasia, China, France, Mauritius, the Netherlands and South Africa.

The current year income statement charges are graphically reflected below, in addition to the consolidated balances for the remaining countries (by region) that the Group operates in:



26. INCOME TAX continued

Group's effective tax rate continued

The Group's effective tax rate has been restated to provide additional information relating to the key drivers of the effective tax rate.

The effective tax rate has been calculated as follows:

	2023 %	2022 %
Group's effective tax rate		
South African tax rate	**27,0**	28,0
Differences in foreign tax rates:		
Mauritius[1]	**(3,6)**	(2,9)
Other[2]	**(1,0)**	(3,4)
Aggregate statutory base tax rate	**22,4**	21,7
Movement in rate due to transactions included in normalised headline earnings:		
Non-taxable income arising from underlying tax credits[3]	**(4,2)**	(2,3)
Other non-taxable income[4]	**(0,5)**	(5,7)
Disallowed interest	**–**	0,1
Withholding and other taxes	**0,7**	0,4
Disallowed holding company expenses	**0,3**	0,2
Prior year adjustments[5]	**(1,8)**	1,3
Travel, entertainment, gifts and staff welfare	**0,9**	0,4
Provision for uncertain tax positions[6]	**–**	0,6
Other disallowed expenses	**–**	0,4
Unrecognised tax losses[7]	**(0,2)**	(0,7)
Normalised effective tax rate	**17,6**	16,4
Movement in rate due to transactions excluded from normalised headline earnings:		
Disallowed impairments	**1,0**	2,2
Non-taxable capital losses	**0,2**	(0,2)
Disallowed restructuring, transaction costs and finance costs	**1,4**	1,8
Group's effective rate of tax	**20,2**	20,2

[1] *The statutory rate of tax in Mauritius is 15%. This rate is, however, subject to various credits that are available, which do fluctuate from year to year. The Aspen Group's Mauritius-based operations (namely Aspen Global Incorporated) contributes (4.8%) (2022: (2.9%)) to the differences in foreign tax rates with the balance being contributed by the rest of the Group.*

[2] *The statutory tax rates in the remaining countries range from 0% to 35%. On an overall basis, these entities contribute (3%) (2022: (3.4%)) to the differences in foreign rates of tax. The movement from one year to the next arises from a change in the contribution of each Group entity's profits to the overall profits (refer to footnote 1 above).*

[3] *In addition to the difference in tax rate between the statutory tax rate in Mauritius and South Africa, the Mauritius operations are entitled to additional credits that give rise to a further reduction in the tax that is payable on that business' earnings.*

[4] *This includes amounts that are subject to withholding and other taxes which are, consequently, not taxable at the corporate tax level.*

[5] *This includes prior year deferred tax asset adjustments relating to tax losses which were not recognised in the prior year.*

[6] *A portion of the IFRIC 23 provision was released during the prior year, due to the Group receiving an adverse assessment, and as a consequence of de-recognising amounts that had previously been included in the provision, which are no longer considered potential tax exposures.*

[7] *As reflected in the deferred tax note, although certain businesses generated potential tax losses during the current year, deferred tax assets were not raised in relation to those potential tax losses.*

Notes to the Group Annual Financial Statements continued

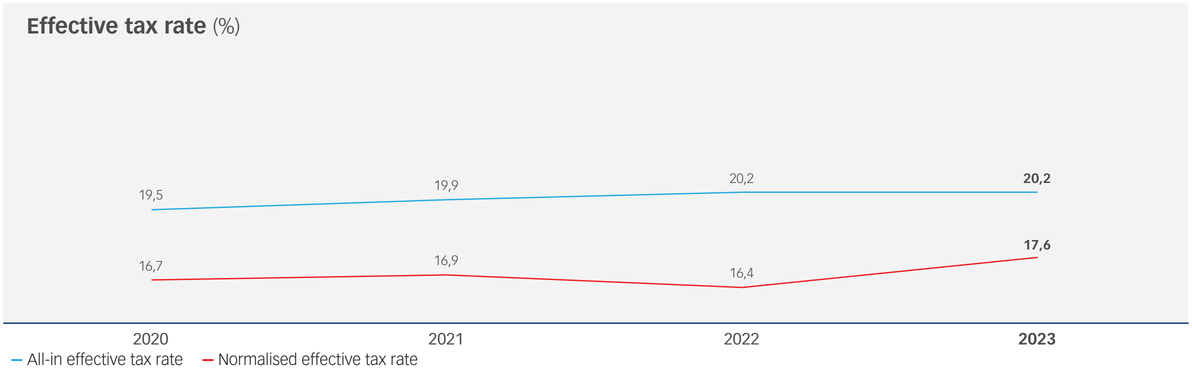
for the year ended 30 June 2023

26. INCOME TAX continued

Group's effective tax rate continued

The Group is still determining the impact that the OECD BEPS Pillar II tax law change will have on the effective tax rate and is monitoring the ongoing developments in relation thereto. The Group has also invested in technology, that will be released in the last quarter of the 2023 calendar year which will assist in managing the obligations arising from this new tax initiative.

The Group's effective tax rate has been as follows over the current and preceding three years:



27. EARNINGS PER SHARE

ACCOUNTING POLICY

Basic earnings per share

Basic earnings per share is calculated by dividing the profit attributable to equity holders of the parent by the weighted average number of ordinary shares in issue during the year, excluding ordinary shares purchased by a subsidiary of Aspen and held as treasury shares.

Weighted average number of shares in issue is calculated as the number of shares in issue at the beginning of the year, increased by shares issued during the year, weighted on a time basis for the period during which they have participated in the profit of the Group. Shares which are held by a subsidiary company as treasury shares have been adjusted on a time basis in determining the weighted average number of shares in issue.

Diluted earnings per share

The diluted earnings per share is calculated by adjusting the weighted average number of ordinary shares outstanding to assume conversion of all dilutive potential ordinary shares. The Group had no dilutive potential ordinary shares.

Headline earnings per share

The calculation of headline earnings per share is based on the profit attributable to equity holders of the parent, after excluding all items of a non-trading nature, divided by the weighted average number of ordinary shares in issue during the year. The presentation of headline earnings is not an IFRS requirement, but is required by JSE Listings Requirements and Circular 1 of 2021.

Normalised headline earnings per share

Normalised headline earnings are headline earnings adjusted for specific non-trading items, being transaction costs and other acquisition and disposal-related gains or losses (including any gains or losses arising from the remeasurement of the fair value of liabilities for future contingent and/or milestone payments relating to intangible asset acquisitions accounted for under the cost accumulation method), restructuring costs, settlement of product-related litigation costs, net monetary adjustments and currency devaluations relating to hyperinflationary economies and significant once-off tax provision charges or credits arising from the resolution of prior year tax matters.

27. EARNINGS PER SHARE continued

RECONCILIATION OF EARNINGS

	2023 R'million	2022 R'million
Profit attributable to equity holders of the parent	**5 228**	6 488
Impairment of property, plant and equipment	**3**	8
– Gross amount	**4**	13
– Tax effect	**(1)**	(5)
Reversal of impairment losses on property, plant and equipment	**–**	(11)
– Gross amount	**–**	(16)
– Tax effect	**–**	5
Impairment of right-of-use assets	**–**	15
– Gross amount	**–**	17
– Tax effect	**–**	(2)
Impairment of intangible assets	**1 297**	1 483
– Gross amount	**1 359**	1 541
– Tax effect	**(62)**	(58)
Reversal of impairment of intangible assets (gross amount)	**(299)**	(361)
Loss on the sale of intangible assets	**43**	191
– Gross amount	**–**	98
– Tax effect	**43**	93
Loss/(profit) on the sale of property, plant and equipment and right-of-use assets	**1**	(11)
– Gross amount	**1**	7
– Tax effect	**–**	(18)
Profit on the sale of assets classified as held-for-sale	**–**	(1 144)
– Gross amount	**–**	(1 317)
– Tax effect	**–**	173
Impairment of goodwill (gross amount)	**–**	11
Insurance compensation on assets	**(30)**	(50)
– Gross amount	**(43)**	(90)
– Tax effect	**13**	40
Headline earnings	**6 243**	6 619
Restructuring costs	**210**	135
– Gross amount	**278**	174
– Tax effect	**(68)**	(39)
Transaction costs	**204**	562
– Gross amount[1]	**228**	555
– Tax effect	**(24)**	7
Foreign exchange gains on acquisitions (gross amount)	**–**	(3)
Product litigation costs (gross amount)	**–**	75
Reversal of deferred consideration no longer payable (gross amount)	**–**	(15)
Normalised headline earnings	**6 657**	7 373

[1] *Included in transaction costs is capital raising fees of R38 million (2022: R64 million).*

	2023 R'million	2022 R'million
Weighted average number of shares in issue		
Number of shares in issue at the beginning of the year (net of treasury shares)	**445,0**	456,5
Weighting effect of share buy back	**–**	(2,2)
Effect of treasury shares	**(0,8)**	(1,3)
Weighted number of shares in issue at the end of the year	**444,2**	453,0
Weighted average number of shares for diluted earnings per share	**444,2**	453,0

Notes to the Group Annual Financial Statements continued

for the year ended 30 June 2023

27. EARNINGS PER SHARE continued

PERFORMANCE PER SHARE

	2023 cents	2022 cents
Basic earnings per share (basic and diluted)	**1 176,9**	1 432,3
Headline earnings per share (basic and diluted)	**1 405,4**	1 461,2
Normalised headline earnings per share (basic and diluted)	**1 498,5**	1 627,6

28. CASH DIVIDEND

ACCOUNTING POLICY

Dividends are only accounted for in the Annual Financial Statements in the year that it is paid and approved by the Board of Directors.

The dividend paid of R1,5 billion (2022: R1,2 billion) relates to the dividend of 326 cents (2022: 262 cents) per share declared on 30 August 2022 and paid on 26 September 2022 (2022: declared on 31 August 2021 and paid on 27 September 2021).

Subsequent to year-end, the Board has declared on 29 August 2023 a gross dividend of R1,5 billion (342 cents per ordinary share) which will be paid from income reserves and was recorded in the share register of the Company at the close of business on 22 September 2023. In compliance with IAS 10 – *Events After Balance Sheet Date*, the dividend will be accounted for in the Annual Financial Statements for the year ending 30 June 2024.

29. CURRENCY TRANSLATION GAINS

Currency translation gains on the translation of the offshore businesses are as a result of the difference between the weighted average exchange rate used for trading results and the opening and closing exchange rates applied in the statement of financial position. For the year the weaker closing Rand translation rate has increased the Group's net asset value.

	2023	2022
Average rates		
Euro	**18,613**	17,143
Australian Dollar	**11,948**	11,033
US Dollar	**17,758**	15,217
Chinese Yuan Renminbi	**2,555**	2,357
Mexican Peso	**0,940**	0,755
Brazilian Real	**3,455**	2,934
British Pound Sterling	**21,395**	20,241
Canadian Dollar	**13,257**	12,019
Russian Ruble	**0,260**	0,206
Closing rates		
Euro	**20,568**	17,094
Australian Dollar	**12,549**	11,277
US Dollar	**18,839**	16,333
Chinese Yuan Renminbi	**2,597**	2,438
Mexican Peso	**1,100**	0,811
Brazilian Real	**3,909**	3,118
British Pound Sterling	**23,941**	19,861
Canadian Dollar	**14,232**	12,689
Russian Ruble	**0,211**	0,298

30. FINANCIAL RISK MANAGEMENT

30.1 Introduction

The Group does not trade in financial instruments, but in the ordinary course of business operations, the Group is exposed to a variety of financial risks arising from the use of financial instruments. These risks include:

- market risk (comprising interest rate risk and foreign currency risk);
- liquidity risk;
- credit risk; and
- capital risk.

The Audit & Risk Committee is responsible for the establishment and oversight of the Group's risk management framework. This framework is formally documented, and stipulates the responsibilities and processes for monitoring and managing the risks to which the Group is exposed.

The Group Treasury Committee monitors treasury relevant risks (i.e. liquidity, foreign exchange, interest rate, covenants, counterparty, etc.) affecting the Group, on a periodic basis, and provides guidance to local management in managing these risks. Local management is empowered, within the relevant approvals frameworks, to make decisions regarding how to manage these risks, as well as taking ownership for the implementation of any related action. The Group Treasury Committee reports to the Audit & Risk Committee.

Concentration risk is the risk that the Group is exposed to financial loss, which if incurred, would be significant due to the aggregate (concentration) exposure the Group has to a particular asset, counterparty, customer or service provider. The management of concentration risk is critical across many of the significant risk categories. Information on the key concentration risks has been set out in the respective notes.

Risk management and measurement relating to each of these risks is discussed under the headings below. The Group's objective in using derivative financial instruments for hedging purposes is to reduce the uncertainty over future cash flows arising from foreign currency and interest rate exposures.

Notes to the Group Annual Financial Statements continued

for the year ended 30 June 2023

30. FINANCIAL RISK MANAGEMENT continued

30.2 Financial instruments by category

The carrying amount of financial instruments by category is as follows:

	At fair value through profit or loss R'million	At amortised cost R'million	Total R'million
June 2023			
Financial assets			
Other non-current and current receivables	**–**	**117**	**117**
Trade and other receivables	**–**	**10 347**	**10 347**
Forward exchange contracts (gross settled)	**14**	**–**	**14**
Cash and cash equivalents	**–**	**10 912**	**10 912**
Total financial assets	**14**	**21 376**	**21 390**
Financial liabilities			
Unsecured loans	**–**	**25 428**	**25 428**
Lease liabilities	**–**	**435**	**435**
Bank overdrafts	**–**	**3 419**	**3 419**
Other non-current and current financial liabilities	**–**	**4 523**	**4 523**
Trade and other payables	**–**	**7 135**	**7 135**
Forward exchange contracts (gross settled)	**8**	**–**	**8**
Total financial liabilities	**8**	**40 940**	**40 948**
June 2022			
Financial assets			
Other non-current and current receivables	–	402	402
Trade and other receivables	–	8 672	8 672
Cash and cash equivalents	–	6 183	6 183
Total financial assets	–	15 257	15 257
Financial liabilities			
Unsecured loans	–	20 690	20 690
Lease liabilities	–	345	345
Bank overdrafts	–	1 212	1 212
Other non-current financial liabilities	–	4 129	4 129
Trade and other payables	–	6 106	6 106
Forward exchange contracts (gross settled)	12	–	12
Total financial liabilities	12	32 482	32 494

30.3 Market risk management

Market risk is the risk that the fair value or future cash flows of a financial instrument will fluctuate due to changes in market prices. The market risks that the Group is primarily exposed to include foreign currency risk and interest rate risk. Market risk is managed by identifying and quantifying risks on the basis of current and future expectations and ensuring that all trading occurs within defined parameters. This involves the review and implementation of methodologies to reduce risk exposure. The reporting on the state of the risk and risk practices to executive management is part of this process. The processes set up to measure, monitor and mitigate these market risks are described below. There has been no change to the Group's exposure to market risk or the manner in which it manages and measures the risk since the previous year.

30. FINANCIAL RISK MANAGEMENT continued

30.3 Market risk management continued

30.3.1 Foreign currency risk

The Group's transactions are predominantly entered into in the respective functional currency of the individual operations. However, the Group's operations utilise various foreign currencies (currencies other than the operation's functional currencies) in respect of revenue, purchases, capital expenditure, acquisitions, divestments, other financial assets and liabilities, as well as borrowings and consequently the Group is exposed to exchange rate fluctuations that have an impact on future cash flows and/or foreign exchange gains or losses recognised in the statement of comprehensive income. Through the selective use of forward exchange contracts, these exposures are managed within risk appetites set by the Audit & Risk Committee.

Hedge accounting was not applied to any forward exchange contracts which the Group had in place during the years ended 30 June 2023 and 30 June 2022.

The tables below reflect the fair values of outstanding forward exchange contracts at year-end.

	Foreign amount million	Forward cover value R'million	Marked to market value R'million	Cumulative (asset)/ liability R'million
June 2023				
Imports[1]				
Australian Dollar: Euro	**20**	**246**	**247**	**(1)**
US Dollar: Euro	**14**	**268**	**274**	**(6)**
Chinese Yuan Renminbi: Euro	**436**	**1 125**	**1 132**	**(7)**
		1 639	**1 653**	**(14)**
Exports[1]				
Australian Dollar: Euro	**20**	**247**	**247**	**–**
Euro: Mexican Peso	**2 149**	**2 365**	**2 364**	**1**
US Dollar: Euro	**14**	**268**	**261**	**7**
		2 880	**2 872**	**8**
June 2022				
Exports[1]				
Australian Dollar: Euro	(17)	(188)	(189)	1
Euro: Mexican Peso	(92)	(1 573)	(1 573)	–
Chinese Yuan Renminbi: Euro	(394)	(957)	(968)	11
		(2 718)	(2 730)	12

[1] *Includes forward exchange contracts that represent imports and exports being managed on a net basis.*

Definitions

Marked to market value

Foreign notional amount translated at the market forward rate at 30 June 2023.

Forward cover value

Foreign notional amount translated at the contracted rate.

At 30 June 2023, all forward exchange contracts (including those contracts for which the underlying transactions were recorded but payments not reflected at year-end) have a maturity date of less than one year.

Notes to the Group Annual Financial Statements continued

for the year ended 30 June 2023

30. FINANCIAL RISK MANAGEMENT continued

30.3 Market risk management continued

30.3.1 Foreign currency risk continued

Sensitivity analysis

The Group has used a sensitivity analysis technique that measures the estimated change to the statement of comprehensive income of an instantaneous 10% strengthening or weakening in the relevant operations' functional currencies against all other currencies, from the rate applicable at 30 June, for each class of financial instrument with all other variables remaining constant. This analysis is for illustrative purposes only, as in practice, market rates rarely change in isolation.

The Group is mainly exposed to fluctuations in foreign exchange rates in respect of the Rand, US Dollar, Euro, Brazilian Real, Mexican Peso, Chinese Yuan Renminbi, New Zealand Dollar, Australian Dollar and Russian Ruble. The analysis considers the impact of changes in foreign exchange rates on the statement of comprehensive income, excluding currency translation movements resulting from the translation of Group entities that have a functional currency different from the presentation currency, into the Group's presentation currency (and recognised in the foreign currency translation reserve), which amounted to an increase to other comprehensive income of R11 563 million at 30 June 2023 (2022: increase of R1 675 million).

The analysis has been performed on the basis of the change occurring at the start of the reporting period and assumes that all other variables, in particular interest rates, remain constant and was performed on the same basis for 2023.

A change in the foreign exchange rates to which the Group is exposed at the reporting date would have increased/(decreased) profit before tax by the amounts shown below:

	Change in exchange rate %	Weakening in functional currency 2023 R'million	2022 R'million
Denominated: Functional currency			
Rand: US Dollar	10	**2**	(7)
Rand: Euro	10	**(27)**	140
US Dollar: Euro	10	**–**	118
Euro: Chinese Yuan Renminbi	10	**(47)**	(63)
Euro: Mexican Peso	10	**244**	161
Rand: Chinese Yuan Renminbi	10	**50**	–
Other exposures	10	**81**	131
		303	480

A 10% strengthening in the relevant operations' functional currencies against the above currencies at 30 June would have an equal and opposite effect on profit before tax, on the basis that all other variables remain constant.

The following significant exchange rates against the Rand applied at 30 June:

	Spot rate 2023	Spot rate 2022	Average rate 2023	Average rate 2022
Euro	**20,568**	17,094	**18,613**	17,143
Australian Dollar	**12,549**	11,277	**11,948**	11,033
US Dollar	**18,839**	16,333	**17,758**	15,217
Chinese Yuan Renminbi	**2,597**	2,438	**2,555**	2,357
Mexican Peso	**1,100**	0,811	**0,940**	0,755
Brazilian Real	**3,909**	3,118	**3,455**	2,934
British Pound Sterling	**23,941**	19,861	**21,395**	20,241
Russian Ruble	**0,211**	0,298	**0,260**	0,206
Canadian Dollar	**14,232**	12,689	**13,257**	12,019

30. FINANCIAL RISK MANAGEMENT continued

30.3 Market risk management continued

30.3.2 Interest rate risk

Exposure to interest rate risk on financial assets and liabilities is monitored on a continuous and proactive basis. The debt of the Group is structured on a combination of floating and fixed interest rates. The benefits of fixing or capping interest rates on the Group's various financing activities are considered on a case-by-case and project-by-project basis, taking the specific and overall risk profile into consideration.

At the reporting date, the interest rate profile of the Group's interest-bearing financial instruments was as follows:

	Carrying amount	
	2023 R'million	2022 R'million
Variable rate instruments		
Other financial receivables	**117**	402
Cash and cash equivalents	**7 345**	3 056
Borrowings	**(17 152)**	(12 106)
Other financial liabilities	**(4 523)**	(4 129)
	(14 213)	(12 777)
Fixed rate instruments		
Borrowings	**(12 341)**	(10 256)
	(12 341)	(10 256)

Interest rate swaps
There were no interest rate swaps in place for the year ended 30 June 2023. The following pay fixed rate, receive floating rate interest rate derivative contracts ("IRS") expired on 31 March 2022:

	Outstanding contract amount R'million	Fixed interest rate %	Expiry date
Euro syndicated term loan – Facility B loan – Aspen Finance (Pty) Limited	–	0,09% (three-month EURIBOR floored at nil)	31 March 2022
Australian Dollar revolving credit facility – Facility G loan – Aspen Asia Pacific (Pty) Limited	–	1,64% (three-month BBSY)	31 March 2022

The EUR and AUD IRSs were each designated as being in a cash flow hedge relationship with their respective hedged items (EUR and AUD term loans and the variability of the loans' periodic interest payments as a result of movements in EURIBOR or BBSY interest rates). The IRSs matured on 31 March 2022, and by that date the cumulative gains and losses of the IRSs had been fully released to the statement of comprehensive income as interest with no amounts remaining in the Group's hedging reserve.

Notes to the Group Annual Financial Statements continued

for the year ended 30 June 2023

30. FINANCIAL RISK MANAGEMENT continued

30.3 Market risk management continued

30.3.2 Interest rate risk continued

Sensitivity analysis

An increase of 100 basis points in each of the individual interest rate categories for the year ended 30 June would have decreased profit before tax by the following:

	2023 R'million	2022 R'million
Three-month EURIBOR	44	8
Three-month BBSY	20	7
Three-month JIBAR and South African prime overdraft rate	50	42
	114	57

A decrease of 100 basis points in each of the individual interest rate categories for the year ended 30 June would have increased/(decreased) profit before tax by the following:

	2023 R'million	2022 R'million
Three-month EURIBOR	44	(11)
Three-month BBSY	20	(2)
Three-month JIBAR and South African prime overdraft rate	50	42
	114	29

30.4 Liquidity risk

Liquidity risk is the risk that an entity in the Group will not be able to meet its obligations as they become due.

Within the Group there are three "Debt Issuing Groups" (or "DIGs"), one for ZAR, one for EUR and one for AUD. Each of the DIGs comprise entities that collectively participate in cashpooling arrangements with the other members of that DIG. Within each DIG is at least one entity which maintains a portfolio of debt funding instruments, which include revolving credit facilities ("RCFs"). Each of the DIGs uses surplus cash within the DIG to repay that DIG's RCFs. Amounts repaid against the RCFs are available to be subsequently re-borrowed until the relevant maturity date of the RCFs.

Certain Group entities ("Non-DIG Entities") are not members of a DIG and maintain their own cash balances and/or bilateral debt facilities to meet their liquidity requirements. To the extent that a Non-DIG Entity identifies a liquidity shortage/funding requirement, additional funding is requested and sourced from one of the DIGs.

The Group manages liquidity risk by monitoring each DIG's forecast cash inflows and outflows (which include any additional funding requirements relating to Non-DIG Entities) for the following 12 months ensuring that an appropriate buffer of cash or undrawn debt facilities is forecast to be maintained over that period.

30. FINANCIAL RISK MANAGEMENT continued

30.4 Liquidity risk continued

The following are the undiscounted contractual maturities of financial assets and liabilities:

	Note[1]	On demand R'million	Undiscounted cash flows Less than 1 year R'million	Between 1 – 2 years R'million	Between 2 – 5 years R'million	More than 5 years R'million	Total R'million
2023							
Financial assets							
Other non-current and current financial receivables	7	–	117	3	–	–	120
Trade and other receivables (financial instruments only)	9.1	–	10 347	–	–	–	10 347
Forward exchange contracts (gross settled)[2]	9.2	–	14	–	–	–	14
Gross cash inflows		–	(1 639)	–	–	–	(1 639)
Gross cash outflows		–	1 653	–	–		1 653
Cash and cash equivalents	10	10 632	280	–	–	–	10 912
Total financial assets		10 632	10 758	3	–	–	21 393
Financial liabilities							
Unsecured loans[3]	14	–	(5 419)	(3 432)	(18 280)	(1 232)	(28 363)
Bank overdrafts	14	(3 419)	–	–	–	–	(3 419)
Lease liabilities	14	–	(163)	(163)	(109)	–	(435)
Trade and other payables (financial instruments only)	18	–	(7 135)	–	–	–	(7 135)
Other non-current and current financial liabilities	15.1	–	(4 675)	(154)	(343)	–	(5 172)
Forward exchange contracts (gross settled)[2]	19.1	–	(8)	–	–	–	(8)
Gross cash inflows		–	(2 880)	–	–	–	(2 880)
Gross cash outflows		–	2 872	–	–	–	2 872
Total financial liabilities		(3 419)	(17 400)	(3 749)	(18 732)	(1 232)	(44 532)
Net exposure		7 213	(6 642)	(3 746)	(18 732)	(1 232)	(23 139)
Undrawn borrowing facilities		2 913	15 012	–	–	–	17 925
Net exposure – including undrawn borrowing facilities[4]		10 126	8 370	(3 746)	(18 732)	(1 232)	(5 214)

[1] *Details of the respective financial assets and liabilities classes can be found in the referencing notes. However, the values in this note are the expected undiscounted cash flow whereas the reference notes include the effect of discounting.*
[2] *For the purpose of the above table foreign currency cash inflows/(outflows) were translated into Rand using the relevant forward rates.*
[3] *At 30 June 2022, Aspen had in place syndicated debt facilities to totalling the equivalent of R17,1 billion which was due to mature on 1 July 2023 (the "Maturing Facilities"). At 30 June 2022, R8,4 billion of the Maturing Facilities were utilised and included as part of current borrowings of R11,7 billion. The Group completed a process to refinance the Maturing Facilities through new syndicated debt facilities, the refinancing programme was significantly over subscribed by lenders and successfully concluded in early November 2022 with new long-term maturity dates.*
[4] *The net exposure of R5,2 billion is not considered to be a significant risk based upon the Group's assessment of its short and medium-term liquidity requirements.*

Notes to the Group Annual Financial Statements continued

for the year ended 30 June 2023

30. FINANCIAL RISK MANAGEMENT continued

30.4 Liquidity risk continued

			Undiscounted cash flows				
	Note[1]	On demand R'million	Less than 1 year R'million	Between 1 – 2 years R'million	Between 2 – 5 years R million	More than 5 years R'million	Total R'million
2022							
Financial assets							
Other non-current and current financial receivables	7	–	347	62	–	–	409
Trade and other receivables (financial instruments only)	9.1	–	8 672	–	–	–	8 672
Cash and cash equivalents	10	5 865	318	–	–	–	6 183
Total financial assets		5 865	9 337	62	–	–	15 264
Financial liabilities							
Unsecured loans[2]	14	–	(10 487)	(1 428)	(6 389)	(3 100)	(21 404)
Bank overdrafts	14	(1 212)	–	–	–	–	(1 212)
Lease liabilities	14	–	(124)	(124)	(97)	–	(345)
Trade and other payables (financial instruments only)	18	–	(6 106)	–	–	–	(6 106)
Other non-current and current financial liabilities	15.1	–	(645)	(4 003)	–	–	(4 648)
Forward exchange contracts (gross settled)[3]	19.1	–	(12)	–	–	–	(12)
Gross cash inflows		–	2 718	–	–	–	2 718
Gross cash outflows		–	(2 730)	–	–	–	(2 730)
Total financial liabilities		(1 212)	(17 374)	(5 555)	(6 486)	(3 100)	(33 727)
Net exposure		4 653	(8 037)	(5 493)	(6 486)	(3 100)	(18 463)
Undrawn borrowing facilities		1 514	11 437	–	–	–	12 951
Net exposure – including undrawn borrowing facilities[4]		6 167	3 400	(5 493)	(6 486)	(3 100)	(5 512)

[1] *Details of the respective financial assets and liabilities classes can be found in the referencing notes. However, the values in this note are the expected undiscounted cash flow whereas the reference notes include the effect of discounting.*

[2] *As of 30 June 2022, the Group had in place EUR, ZAR and AUD syndicated bank debt facilities totalling the equivalent of R17,1 billion which mature on 1 July 2023 (the "Maturing Facilities"), of which R8,4 billion was drawn as at 30 June 2022 and classified under Current Borrowings. The Group has commenced a process to refinance the Maturing Facilities through new syndicated bank debt facilities (the "New Facilities") of similar commercial terms, value, tenor, currency composition and lender composition as the Maturing Facilities. It is intended that the New Facilities will be in place before the end of November 2022. Once the New Facilities are in place, amounts due thereunder would move from less than one year to later timebands.*

[3] *For the purpose of the above table foreign currency cash inflows/(outflows) were translated into Rand using the relevant forward rates.*

[4] *The net exposure of R5,5 billion is not considered to be a significant risk based upon the Group's assessment of its short and medium-term liquidity requirements.*

30. FINANCIAL RISK MANAGEMENT continued

30.5 Credit risk

Credit risk, or the risk of financial loss due to counterparties to financial instruments not meeting their contractual obligations, is managed by the application of credit approvals, limits and monitoring procedures. Counterparty credit limits are in place and are reviewed and approved by the respective subsidiary boards.

Credit risk primarily arises from trade and other receivables, other non-current and current receivables, derivative financial instruments and cash and cash equivalents. The Group's maximum exposure to credit risk is represented by the carrying amount of these financial assets, with the exception of trade receivables covered by credit guarantee insurance. Refer to the respective notes for more detail on how the Group manages credit risks for these financial assets.

30.6 Capital risk

The Group's objectives when managing capital are to safeguard the Group's ability to continue as a going concern in order to provide sustainable returns for shareholders, balance the interests of all providers of capital and to maintain an optimal capital structure to reduce the cost of capital.

The capital structure of the Group consists of borrowings, other financial liabilities and equity attributable to shareholders of the parent, comprising share capital, treasury shares, non-distributable reserves and retained income.

The Board's policy is to maintain a strong capital base so as to maintain investor, creditor and market confidence, and to sustain future development of the business. The Board reviews this capital structure on at least a semi-annual basis. As part of the review, the Board considers the Group's solvency, liquidity, headroom on applicable financial covenants, mismatches between the foreign currency composition of its earnings and its borrowings, and other relevant factors which may pose a risk to the Group's ability to continue as a going concern. Based on recommendations by the Board, the Group may seek to adjust the composition of its capital structure depending on circumstances existing at the time of each review.

There were no changes to the Group's approach to capital management from the prior year.

In terms of the Group's funding arrangements with its lenders, the Group was subject to the following financial covenants in the year.

	30 June 2023	31 December 2022
Debt (net of cash and cash equivalents) may not exceed this multiple of earnings before interest, tax, depreciation, non-recurring items and amortisation ("EBITDA")[1]	**3,50**	3,50
EBITDA must not be below this multiple of net finance charges[2]	**3,50**	3,50

[1] *Actual covenant at 30 June 2023 of 1.9 times (December 2022: 2.1 times).*
[2] *Actual covenant at 30 June 2023 of 11.9 times (December 2022: 13.9 times).*

As at and for the year ended 31 December 2022 and 30 June 2023, respectively, all the above covenants were complied with.

Notes to the Group Annual Financial Statements continued

for the year ended 30 June 2023

31. RELATED PARTY TRANSACTIONS

Transactions with shareholders

The Group did not enter into any transactions with direct beneficial shareholders during the current year, except as described in the Directors' Report and note 23.

Intra-group transactions and balances

During the year, various companies in the Group entered into service, lending, financial guarantee and transactions relating to the buying and selling of goods with one another, on an arm's length basis. These intra-group transactions have been eliminated on consolidation. Refer to note 22 of the Company annual financial statements for a list of material operating subsidiaries and structured entities. None of the balances are secured.

Transactions and balances with directors

All directors have given general declarations of interest in terms of section 75 of the Companies Act. These declarations indicate that various members of the Board hold various other directorships in South African entities with whom transactions are conducted by the Group in terms of a customer/supplier relationship. These transactions have been concluded on terms and conditions that are no more favourable than those entered into with third parties in arm's length transactions, and are all unsecured.

Chris Mortimer, a non-executive director of Aspen, is a full-time practising attorney and managing partner at Chris Mortimer & Associates which provides legal services to the Group. During the year, total legal fees to Chris Mortimer & Associates expensed in the statement of comprehensive income was R6,1 million (2022: R6,4 million). There were no balances outstanding at 30 June 2023 (2022: Rnil).

Directors' and prescribed officers' remuneration is disclosed in note 23.

Transactions with key management personnel

Key management personnel consist of directors of key Group companies.

The key management personnel compensation consists of:

	2023 R'million	2022 R'million
Short-term employee benefits	**228**	184
Post-employment benefits	**17**	15
Share-based payment expense	**70**	42
Total key management remuneration paid	**315**	241
Number of employees included above	**30**	30

Other than disclosed above, and in the Directors' report, no significant related party transactions were entered into during the year under review.

32. CONTINGENT LIABILITIES

Other contingent liabilities

The Group has a number of individually insignificant contingent liabilities amounting to R128 million (2022: R110 million).

33. SUBSEQUENT EVENTS

Dividends

Subsequent to year-end, the Board has declared a gross dividend to shareholders of R1,5 billion (342 cents per ordinary share), which will be paid from income reserves and was recorded in the share register of the Company at the close of business on 22 September 2023. In compliance with IAS 10 – *Events After Balance Sheet Date*, the dividend will be accounted for in the Annual Financial Statements for the year ending 30 June 2024.

Interest-free loan

The interest free loan of EUR188 million owing by Aspen Oss to MSD is included in current liabilities which is required to be repaid in full on 30 September 2023. This loan was included in non-current liabilities in the previous financial year. Subsequent to year-end Aspen Oss reached agreement with MSD to extend the loan repayment terms with three instalment payments over the next two years with a final repayment due on 30 September 2025. The original loan incurred and will incur notional interest up to 30 September 2023. The extended loan will attract interest from 1 October 2023 at a fixed market-related rate which is lower than the effective notional interest rate incurred in the current financial year.

Acquisition of a portfolio of products in Latin America from Viatris

Aspen Global Incorporated, a wholly owned subsidiary, concluded an agreement, subject to conditions precedent, on 31 July 2023, in terms of which it will acquire, from Viatris Inc., the commercialisation rights and related intellectual property for a portfolio of well known brands in Latin America. It is anticipated that the transaction will complete and become effective on or about 1 October 2023.

Distribution of Lilly products in sub-Saharan Africa

Aspen has concluded an agreement with Eli Lilly Export S.A., a subsidiary of Eli Lilly and Company ("Lilly"), in terms of which Aspen will distribute and promote Lilly's products in sub-Saharan Africa for an initial term of 10 years, automatically renewable for two further periods of five years ("the Transaction"). The sales revenue of the Lilly portfolio in sub-Saharan Africa was approximately R440 million in 2022. This is expected to be materially increased by the launch of key Lilly pipeline products in the short to medium term. The pipeline includes Lilly's Tirzepatide, marketed globally as Mounjaro®, a molecule currently under evaluation by SAPHRA and expected to be launched in South Africa in the near future. The Transaction is conditional upon the fulfilment of customary conditions precedent applicable to transactions of this nature, including competition authority approvals. It is anticipated that the Transaction will complete by the end of quarter 1 of calendar 2024.

Contract manufacturing agreement to initiate local production of human insulin for Novo Nordisk at its Gqeberha-based sterile manufacturing facility

Aspen and its wholly owned South African subsidiary, Aspen SA Operations (Pty) Ltd have concluded an agreement with the leading global manufacturer of human insulin, Novo Nordisk A/S ("Novo Nordisk"), for the technical transfer and commercial manufacture of Human Insulins. The collaboration allows for local production of Human Insulin in South Africa, to cater to the needs of people with diabetes on the African continent. Through the local conversion of the insulin into finished dose form vials by Aspen, the companies will leverage opportunities together, to ensure a reliable supply of products to populations that need it. The collaboration aims to supply over 1 million patients (16 million vials) in 2024 with further upscaling to over 4 million patients in 2026.

Residual accounting policies

for the year ended 30 June 2023

GENERAL INFORMATION

Aspen Pharmacare Holdings Limited is the holding company of the Group and is domiciled and incorporated in the Republic of South Africa.

The principal accounting policies applied in the preparation of these Annual Financial Statements are set in each of the respective notes. Any accounting policies that are general in nature, and/or are applicable to more than one specific note, have been disclosed below.

Except as otherwise disclosed, these policies are consistent in all material respects with those applied in previous years.

BASIS OF PREPARATION OF FINANCIAL RESULTS

The Annual Financial Statements have been prepared in accordance with International Financial Reporting Standards ("IFRS") as issued by the International Accounting Standards Board ("IASB") and comply with the SAICA Financial Reporting Guides as issued by the Accounting Practices Committee, financial pronouncements as issued by the Financial Reporting Standards Council ("FRSC"), the JSE Listings Requirements and the requirements of the South African Companies Act, No. 71 of 2008. The Annual Financial Statements have been prepared on the historical cost basis, except for certain financial instruments that have been measured at fair value. The methods used to measure fair value and the adjustments made to account for these subsidiaries are discussed further in the accounting policies and in the respective notes.

The Annual Financial Statements are prepared on the going concern basis. These accounting policies are applied throughout the Group.

The preparation of Annual Financial Statements in conformity with IFRS requires the use of estimates and assumptions that affect the reported amounts of assets and liabilities and disclosure of contingent assets and liabilities at the date of the Annual Financial Statements and the reported amounts of revenues and expenses during the reporting period. Although these estimates are based on management's best knowledge of current events and actions, actual results may ultimately differ from those estimates. The preparation of Annual Financial Statements in conformity with IFRS also requires management to exercise its judgement in the process of applying the Group's accounting policies. The areas involving a higher degree of judgement or complexity, or areas where assumptions and estimates are significant to the Annual Financial Statements are disclosed in each of the respective notes.

GROUP ACCOUNTING

The Annual Financial Statements reflect the financial results of the Group. All financial results are consolidated with similar items on a line-by-line basis. A listing of the Group's material operating subsidiaries and structured entities are set out in note 22 of the Company Annual Financial Statements.

Subsidiaries

The financial results of subsidiaries (including structured entities, at this stage limited to the share trusts) are fully consolidated from the date on which control is transferred to the Group and are no longer consolidated from the date that control ceases.

Investments in subsidiaries are accounted for at cost less any accumulated impairment losses in the Company Annual Financial Statements. None of the investments in subsidiaries are listed.

When the end date of the reporting period of the parent is different to that of the subsidiary, the subsidiary prepares, for consolidation purposes, additional Annual Financial Statements as of the same date as the Annual Financial Statements of the parent.

Accounting policies of subsidiaries have been changed where necessary to ensure consistency with the policies adopted by the Group.

A subsidiary acquired exclusively with a view to resell is valued at fair value less costs to sell, at each reporting date, as a single unit of account. There is no requirement to fair value the entity's individual assets and liabilities. The entity's identifiable liabilities are measured at fair value, and this amount is added to the fair value less costs to sell amount, to ascertain the value of the assets to be disclosed.

Subsidiaries held exclusively with a view to resell and meet the definition of a discontinued operation in accordance with IFRS 5 – *Non-current assets held-for-sale and discontinued operations*.

Aspen applied the 'short-cut method' given in the IFRS 5 – *Implementation Guidance* to account for these subsidiaries.

Inter-company transactions and balances

Inter-company transactions, balances and unrealised gains and losses on transactions between Group companies are eliminated on consolidation. To the extent that a loss on a transaction provides evidence of a reduction in the net realisable value of current assets or an impairment loss on non-current assets, that loss is charged to the statement of comprehensive income.

Changes in ownership in subsidiaries

Transactions with non-controlling interests that do not result in loss of control are accounted for as equity transactions – that is, as transactions with the owners in their capacity as owners. The difference between fair value of any consideration paid and the relevant share acquired of the carrying amount of net assets of the subsidiary is recorded in equity. Gains or losses on disposals to non-controlling interests are also recorded in equity.

Disposal of subsidiaries

When the Group ceases to have control, any retained interest in the entity is remeasured to its fair value at the date when control is lost, with the change in carrying amount recognised in the statement of comprehensive income. The fair value is the initial carrying amount for the purposes of subsequently accounting for the retained interest as an associate, joint venture or financial asset. In addition, any amounts previously recognised in other comprehensive income in respect of that entity are accounted for as if the Group had directly disposed of the related assets or liabilities. This may mean that amounts previously recognised in other comprehensive income are reclassified to profit or loss.

BUSINESS COMBINATIONS AND GOODWILL

The acquisition method of accounting is used when a business is acquired. A business may comprise an entity, group of entities or an unincorporated operation including its operating assets and associated liabilities.

The cost of an acquisition is measured as the fair value of the assets given up, equity instruments issued, or liabilities incurred or assumed at the date of exchange. Costs attributable to the acquisition are charged to the statement of comprehensive income. Identifiable assets acquired and liabilities and contingent liabilities assumed in a business combination are measured initially at their fair values at the acquisition date, irrespective of the extent of any non-controlling interests. Goodwill is initially measured as the excess of the aggregate of the consideration transferred, the acquisition date fair value of previously held equity interests and the fair value of non-controlling interest over the net identifiable assets acquired and liabilities assumed. If the cost of the acquisition is less than the fair value of the net assets of the subsidiary acquired, the difference is recognised directly in the statement of comprehensive income. Non-controlling interests at acquisition date is determined as the non-controlling shareholders' proportionate share of the fair value of the net assets of the subsidiary acquired.

Deferred tax liabilities are not recognised if they arise from the initial recognition of goodwill. Deferred tax is not accounted for if it arises from the initial recognition of an asset or liability in a transaction other than a business combination that at the time of the transaction affects neither accounting nor taxable profit or loss.

The profit or loss realised on disposal or termination of an entity is calculated after taking into account the carrying amount of any related goodwill.

At the date of the acquisition, acquired deferred tax assets may not be fully recognised under IFRS. Adjustments to the initial recognition of acquired deferred tax assets under IFRS, subsequent to the acquisition date, are recognised in the statement of comprehensive income unless the adjustment qualifies as a measurement period adjustment in which case it is recognised as an adjustment to goodwill.

Contingent consideration in a business combination is included in the cost of a business combination at fair value on the date of acquisition. The classification of the arrangement into debt or equity will dictate the subsequent accounting. If the arrangement is classified as debt, the amount will have to be remeasured at each reporting period to fair value with changes being recognised in the statement of comprehensive income. If the arrangement is classified as equity, then remeasurement is not allowed. Existing contingent consideration arrangements are however, grandfathered under the standard that was in existence at the time of acquisition, being IFRS 3 – *Business Combinations*.

When the accounting for a business combination can only be determined provisionally at the date of reporting, provisional values are used. These provisional values are adjusted once the initial accounting has been completed, which must be within 12 months from the date of acquisition, by retrospectively adjusting the fair values of the net assets acquired and goodwill.

Significant judgement is applied by management when considering whether a transaction should be classified as a business combination or as an asset acquisition.

The Group determines that it has acquired a business when the acquired set of activities and assets include an input and a substantive process that together significantly contribute to the ability to create outputs. The acquired process is considered substantive if it is critical to the ability to continue producing outputs, and the inputs acquired include an organised workforce with the necessary skills, knowledge, or experience to perform that process or it significantly contributes to the ability to continue producing outputs and is considered unique or scarce or cannot be replaced without significant cost, effort, or delay in the ability to continue producing outputs.

Management would consider all the facts and circumstances of the transactions to determine if all the inputs and processes are acquired to create outputs that result in economic inflows or profits to the Group. If management can demonstrate that outflows are created that result in inflows to the Group the transaction is accounted for as a business combination rather than an asset acquisition.

FOREIGN CURRENCY TRANSLATION

Functional and presentation currency

Items included in the Annual Financial Statements of each entity in the Group are measured using the functional currency of the primary economic environment in which that entity operates. The Annual Financial Statements are presented in Rand, which is the functional and presentation currency of Aspen Pharmacare Holdings Limited.

Foreign operations

The results and financial position of all entities that have a functional currency different from the presentation currency of their parent entity are translated into the presentation currency. The basis for the translation is as follows:

- income and expenditure of foreign operations are translated into the Group's presentation currency at the average exchange rate for the year, unless this average is not a reasonable approximation of the cumulative effect of the rates prevailing on the transaction dates, in which case income and expenditure transactions are translated at the rates on the dates of the transactions;
- assets and liabilities, including fair value adjustments and goodwill arising on acquisition, are translated at the closing rate at year-end; and
- exchange differences arising on translation are recognised as currency translation movements in other comprehensive income and deferred in equity in the foreign currency translation reserve.

On consolidation, currency translation movements arising from translation of results and financial position of entities that have a functional currency different from that of the presentation currency of the parent is recognised in other comprehensive income.

On consolidation, differences arising from the translation of the net investment in foreign operations, as well as borrowings and other currency instruments designated as hedges of such investments (if effective), are recognised in other comprehensive income and deferred in equity.

On disposal of part or all of the foreign operation, the proportionate share of the related cumulative gains and losses previously recognised in other comprehensive income and accumulated in the foreign currency translation reserve in equity is reclassified from equity to the statement of comprehensive income (as a reclassification adjustment) when the gain or loss on disposal is recognised.

Residual accounting policies continued

for the year ended 30 June 2023

FINANCIAL INSTRUMENTS

Accounting for derivative financial instruments and hedging activities

The Group's criteria for a derivative instrument to be designated as a hedging instrument require that:
- the hedge transaction is expected to be highly effective in achieving offsetting changes in fair value or cash flows attributable to the hedged risk;
- the effectiveness of the hedge can be reliably measured throughout the duration of the hedge;
- there is adequate documentation of the hedging relationship at the inception of the hedge; and
- for cash flow hedges, the forecast transaction that is the subject of the hedge must be highly probable.

The Group designates certain derivatives as one of the following on the date the derivative contract is entered into:
- a hedge of the exposure to changes in fair value of a recognised asset or liability or a firm commitment (fair value hedge);
- a hedge of the exposure to variability in cash flows that is attributable to a particular risk associated with a recognised asset or liability or a highly probable forecast transaction (cash flow hedge); or
- net investment hedge.

At the inception of the transaction the Group documents the relationship between hedging instruments and hedged items, as well as its risk management objective and strategy for undertaking various hedge transactions. The Group also documents its assessment, both at the hedge inception and on an ongoing basis, of whether the derivatives that are used in hedging transactions are highly effective in offsetting changes in fair values or cash flows of hedged items.

Movements in the hedging reserve are accounted for in other comprehensive income. The full fair value of a hedging derivative is classified as a non-current asset or liability when the remaining hedged item is more than 12 months and as a current asset or liability when the remaining maturity of the hedged item is less than 12 months. Trading derivatives are classified as a current asset or liability.

Certain derivative transactions, while providing effective economic hedges under the Group's risk management policies, do not qualify for hedge accounting. Changes in the fair value of any derivative instruments that do not qualify for hedge accounting are recognised immediately in the statement of comprehensive income within financing costs.

Fair value hedges

Changes in the fair value of derivatives that are designated and qualify as fair value hedges are recorded in the statement of comprehensive income as financing costs, along with any changes in fair value of the hedged asset or liability that is attributable to the hedged risk. If the hedge no longer meets the criteria for hedge accounting, the adjustment to the carrying value of a hedged item for which the effective interest rate method is used is amortised in the statement of comprehensive income over the period to maturity.

Cash flow hedges

The effective portion of changes in the fair value of derivatives that are designated and qualify as cash flow hedges are recognised in other comprehensive income. The ineffective portion is recognised immediately in the statement of comprehensive income within financing costs. Where the forecast transaction or firm commitment results in the recognition of a non-financial asset or a non-financial liability, the gains or losses previously recognised in other comprehensive income and deferred in equity are reclassified from equity and included in the initial cost or other carrying amount of the asset or liability. Otherwise, amounts recognised in other comprehensive income and deferred in equity are reclassified to the statement of comprehensive income as gains or losses in the same financial years during which the hedged firm commitment or forecast transaction affects the statement of comprehensive income.

When a hedging instrument expires or is sold, or when a hedge no longer meets the criteria for hedge accounting, any cumulative gain or loss recognised in other comprehensive income and deferred in equity at that time remains in equity and is recognised when the forecast transaction is recognised in the statement of comprehensive income. When the forecast transaction is no longer expected to occur, the cumulative gain or loss recognised in other comprehensive income and deferred in equity is reclassified from equity to the statement of comprehensive income as a reclassification adjustment.

Net investment hedge

Hedges of net investments in foreign operations are accounted for similarly to cash flow hedges.

Any gain or loss on the hedging instrument relating to the effective portion of the hedge is recognised in other comprehensive income. The gain or loss relating to the ineffective portion is recognised in the statement of comprehensive income. Gains and losses recognised in other comprehensive income and accumulated in equity are reclassified to the statement of comprehensive income when the foreign operation is partly disposed of or sold.

Fair value estimation

The fair value of publicly traded derivatives is based on quoted market prices at year-end. The fair value of interest rate swaps is calculated as the present value of estimated future cash flows. The fair value of forward exchange contracts is determined using forward exchange market rates at year-end.

Financial instruments that are measured at fair value in the statement of financial position are classified into the following levels of the fair value measurement hierarchy:
- quoted prices (unadjusted) in active markets for identical assets or liabilities (level 1);
- inputs other than quoted prices included within level 1 that are observable for the assets or liabilities, either directly, as prices, or indirectly, derived from prices (level 2); and
- inputs for the assets or liabilities that are not based on observable market data, unobservable inputs (level 3).

Quoted market prices or dealer quotes for the specific or similar instruments are used for non-current debt. The fair values of non-current financial assets for disclosure purposes are estimated by discounting the future contractual cash flows at the interest rates available to the Group at year-end. Other techniques, such as option pricing models and estimated discounted value of future cash flows, are used to determine fair value of the remaining financial instruments.

In assessing the fair value of non-traded derivatives and other financial instruments, the Group makes assumptions that are based on market conditions existing at each year-end.

The carrying amounts of the following financial assets and financial liabilities approximate their fair values:
- trade and other financial receivables;
- cash and cash equivalents;
- other non-current and current receivables;
- amounts due to Group companies;
- amounts due by Group companies;
- trade and other financial payables;
- other non-current financial liabilities;
- other current financial liabilities;
- current borrowings; and
- non-current borrowings.

Information on the fair value of financial instruments is included in the respective notes.

Current versus non-current classification

The Group presents assets and liabilities in the statement of financial position based on current or non-current classification.

An asset is current when it is expected to be realised or intended to be sold or consumed in the normal operating cycle, held primarily for the purpose of trading, expected to be realised within 12 months after the reporting period or cash or cash equivalent unless restricted from being exchanged or used to settle a liability for at least 12 months after the reporting period.

All other assets are classified as non-current.

A liability is current when it is expected to be settled in the normal operating cycle, it is held primarily for the purpose of trading, it is due to be settled within 12 months after the reporting period or there is no unconditional right to defer the settlement of the liability for at least 12 months after the reporting period. The terms of the liability that could, at the option of the counterparty, result in its settlement by the issue of equity instruments do not affect its classification.

The Group classifies all other liabilities as non-current.

Deferred tax assets and liabilities are classified as non-current assets and liabilities.

GRANT FUNDING

During the current year, Aspen received grant funding from the Bill & Melinda Gates Foundation and the Coalition for Epidemic Preparedness Innovations to support its capabilities to manufacture lifesaving routine and outbreak vaccines for Africa. The intention of the grant funding is to provide a partial contribution to production expenses that the Group incurred to manufacture the vaccines. The grant income received/earned was recognised in full in the statement of comprehensive income, in the period that the funding is received and presented as reduction of production expenses (cost of sales).

COMPARATIVE FIGURES

Comparative figures are reclassified or restated as necessary to afford a proper and more meaningful comparison of results as set out in the affected notes to the Annual Financial Statements.

Reclassifications and presentation

The Annual Financial Statements are presented in Rands and all values are rounded to the nearest million (R'million), except when otherwise indicated.

Certain amounts have been combined and/or reclassified in the Annual Financial Statements due to either their similarity in nature or not being individually material to disclose separately.

ACCOUNTING POLICIES SPECIFIC TO THE COMPANY

All the accounting policies disclosed in the Group Annual Financial Statements are applicable to the Company Annual Financial Statements. The following additional accounting policies are applicable to the Company Annual Financial Statements:

Revenue

The revenue accounting policy for the Company is consistent with that of the Group with the exception of dividends received from subsidiaries and royalties which is included in revenue. The Company earns royalties from subsidiaries based on sales for use of intangible assets owned by the Company.

The revenue streams of the Company include royalties, administrative fees received from subsidiaries and dividends received from subsidiaries and joint ventures. Due to dividend income not being considered as revenue from contracts with customers, the revenue streams accounted for in accordance with IFRS 15 – *Revenue from Contracts with Customers* relates to royalties and administrative fees received from subsidiaries.

Amounts due by Group companies

Amounts due by Group companies are classified as 'Amortised cost' in terms of IFRS 9 – *Financial Instruments: Recognition and Measurement*. Amounts receivable are non-derivative financial assets with fixed or determinable payments that are not quoted in an active market. These are included in current assets as they all have maturities less than 12 months from year-end. The Group determines the classification of its financial asset at initial recognition when the Group becomes party to the contractual provisions of the instrument.

If there is no history of write-offs, no expected credit loss provision will be raised in accordance with IFRS 9.

Amounts due to Group companies

Amounts due to Group companies are classified as 'liabilities at amortised cost' in terms of IFRS 9 – *Financial Instruments: Recognition and Measurement*. Financial liabilities are recognised on the transaction date when the Group becomes a party to the contract and thus has a contractual obligation and are derecognised when these contractual obligations are discharged, cancelled or expired.

CONSTANT EXCHANGE RATE REPORT

The presentation currency of the Group is Rand.

In addition to that the Group has presented selected line items from the consolidated statement of comprehensive income and certain trading profit metrics on a constant exchange rate basis in a supplementary unaudited annexure. Refer to page 128.

Residual accounting policies continued

for the year ended 30 June 2023

NEW STANDARDS, AMENDMENTS AND INTERPRETATIONS

The following standards, amendments and interpretations were effective for the first time in the year ended 30 June 2023:

Reference to the Conceptual Framework (Amendments to IFRS 3)	The amendments update an outdated reference to the Conceptual Framework in IFRS 3 without significantly changing the requirements in the standard.	Financial years beginning on or after 1 January 2022.	The Group applied this amendment from financial year ending 30 June 2023. No material impact to the Group
Property, Plant and Equipment – Proceeds before Intended Use (Amendments to IAS 16)	The amendments prohibit deducting from the cost of an item of property, plant and equipment any proceeds from selling items produced while bringing that asset to the location and condition necessary for it to be capable of operating in the manner intended by management. Instead, an entity recognises the proceeds from selling such items, and the cost of producing those items, in profit or loss.	Financial years beginning on or after 1 January 2022.	The Group applied this amendment from financial year ending 30 June 2023. No material impact to the Group
Onerous Contracts – Cost of Fulfilling a Contract (Amendments to IAS 37)	The amendments specify that the 'cost of fulfilling' a contract comprises the 'costs that relate directly to the contract'. Costs that relate directly to a contract can either be incremental costs of fulfilling that contract (examples would be direct labour, materials) or an allocation of other costs that relate directly to fulfilling contracts (an example would be the allocation of the depreciation charge for an item of property, plant and equipment used in fulfilling the contract).	Financial years beginning on or after 1 January 2022.	The Group applied this amendment from financial year ending 30 June 2023. No material impact to the Group
AIP IFRS 1 – *First-time Adoption of International Financial Reporting Standards* – Subsidiary as a first-time adopter		Financial years beginning on or after 1 January 2022.	Not applicable to the Group

The following standards, amendments and interpretations were not yet effective for the year ended 30 June 2023:

IFRS 17 – *Insurance Contracts*	IFRS 17 requires insurance liabilities to be measured at a current fulfilment value and provides a more uniform measurement and presentation approach for all insurance contracts. These requirements are designed to achieve the goal of a consistent, principle-based accounting for insurance contracts.	Financial years beginning on or after 1 January 2023.	Not applicable to the Group
Classification of Liabilities as Current or Non-current (Amendments to IAS 1)	The amendments aim to promote consistency in applying the requirements by helping companies determine whether, in the statement of financial position, debt and other liabilities with an uncertain settlement date should be classified as current (due or potentially due to be settled within one year) or non-current.	Financial years beginning on or after 1 January 2024.	The Group will apply this amendment from financial year ending 30 June 2025. The impact is still being assessed by Group.
Disclosure of Accounting Policies (Amendments to IAS 1 and IFRS Practice Statement 2)	The amendments require that an entity discloses its material accounting policies, instead of its significant accounting policies. Further amendments explain how an entity can identify a material accounting policy. Examples of when an accounting policy is likely to be material are added. To support the amendment, the Board has also developed guidance and examples to explain and demonstrate the application of the 'four-step materiality process' described in IFRS Practice Statement 2.	Financial years beginning on or after 1 January 2023.	The Group will apply this amendment from financial year ending 30 June 2024. No material impact expected to the Group
Definition of Accounting Estimates (Amendments to IAS 8)	The amendments replace the definition of a change in accounting estimates with a definition of accounting estimates. Under the new definition, accounting estimates are "monetary amounts in financial statements that are subject to measurement uncertainty". Entities develop accounting estimates if accounting policies require items in financial statements to be measured in a way that involves measurement uncertainty. The amendments clarify that a change in accounting estimate that results from new information or new developments is not the correction of an error.	Financial years beginning on or after 1 January 2023.	The Group will apply this amendment from financial year ending 30 June 2024. No material impact expected to the Group
Deferred Tax related to Assets and Liabilities arising from a Single Transaction (Amendments to IAS 12)	The amendments clarify that the initial recognition exemption does not apply to transactions in which equal amounts of deductible and taxable temporary differences arise on initial recognition.	Financial years beginning on or after 1 January 2023.	The Group will apply this amendment from financial year ending 30 June 2024. No material impact expected to the Group
Lease Liability in a Sale and Leaseback (Amendments to IFRS 16)	The amendment to IFRS 16 – *Leases* specifies the requirements that a seller-lessee uses in measuring the lease liability arising in a sale and leaseback transaction, to ensure the seller-lessee does not recognise any amount of the gain or loss that relates to the right of use it retains.	Financial years beginning on or after 1 January 2024.	Not applicable to the Group
Disclosures: Supplier Finance Arrangements (Amendments to IAS 7 and IFRS 7)	The amendments specify disclosure requirements to enhance the current requirements, which are intended to assist users of financial statements in understanding the effects of supplier finance arrangements on an entity's liabilities, cash flows and exposure to liquidity risk.	Financial years beginning on or after 1 January 2024.	Not applicable to the Group

Company statement of financial position

at 30 June 2023

	Notes	2023 R'million	2022 R'million
ASSETS			
Non-current assets			
Investments in subsidiaries	1	**24 433**	23 963
Intangible assets	2	**1 186**	678
Property, plant and equipment	3	**163**	149
Right-of-use assets	4	**2**	2
Deferred tax assets	5	**67**	71
Total non-current assets		**25 851**	24 863
Current assets			
Amounts due by Group companies	1	**314**	262
Cash and cash equivalents	6	**917**	503
Receivables and prepayments	7	**156**	241
Current tax assets		**8**	–
Other current financial receivables	8	**–**	5
Total current assets		**1 395**	1 011
Total assets		**27 246**	25 874
SHAREHOLDERS' EQUITY			
Share capital (net of treasury shares)	9	**2 963**	3 051
Non-distributable reserves		**147**	147
Share-based compensation reserve	10	**221**	162
Retained income		**23 413**	22 335
Total shareholders' equity		**26 744**	25 695
LIABILITIES			
Current liabilities			
Amounts due to Group companies	1	**77**	9
Trade and other payables	11	**425**	160
Current tax liabilities		**–**	10
Total current liabilities		**502**	179
Total equity and liabilities		**27 246**	25 874

Company statement of comprehensive income

for the year ended 30 June 2023

	Notes	2023 R'million	2022 R'million
Revenue	13	**3 515**	7 669
Administrative expenses		**(720)**	(617)
Other operating income		**1**	366
Other operating expenses		**(233)**	(317)
Operating profit	14	**2 563**	7 101
Investment income	16	**26**	21
Financing costs	17	**(15)**	(44)
Profit before tax		**2 574**	7 078
Tax	18	**(41)**	(65)
Profit for the year[1]		**2 533**	7 013

[1] *Profit for the year equals total comprehensive income.*

Company statement of changes in equity

for the year ended 30 June 2023

		Non-distributable reserves				
	Share capital (net of treasury shares) R'million	Hedging reserve R'million	FVOCI reserve[1] R'million	Share-based compensation reserve R'million	Retained income R'million	Total R'million
BALANCE AT 1 JULY 2021	3 225	143	38	135	18 250	21 791
Total comprehensive income	–	–	–	–	7 013	7 013
Profit for the year	–	–	–	–	7 013	7 013
Share-based payment expenses	–	–	–	48	–	48
Deferred incentive bonus shares exercised	21	–	–	(21)	–	–
Treasury shares	(88)	–	(38)	–	–	(126)
Treasury shares purchased	(35)	–	–	–	–	(35)
Dividends paid[2]	–	–	–	–	(1 196)	(1 196)
Share buy back	(72)	–	–	–	(1 728)	(1 800)
Transfer between reserves	–	4	–	–	(4)	–
BALANCE AT 30 JUNE 2022	3 051	147	–	162	22 335	25 695
Total comprehensive income	**–**	**–**	**–**	**–**	**2 533**	**2 533**
Profit for the year	**–**	**–**	**–**	**–**	**2 533**	**2 533**
Treasury shares purchased	**(101)**	**–**	**–**	**–**	**–**	**(101)**
Deferred incentive bonus shares exercised	**13**	**–**	**–**	**(13)**	**–**	**–**
Dividends paid[2]	**–**	**–**	**–**	**–**	**(1 455)**	**(1 455)**
Share-based payment expenses	**–**	**–**	**–**	**72**	**–**	**72**
BALANCE AT 30 JUNE 2023	**2 963**	**147**	**–**	**221**	**23 413**	**26 744**

[1] *Fair value through other comprehensive income.*
[2] *The dividend paid of R1,5 billion (2022: R1,2 billion) relates to the dividend of 326 cents (2022: 262 cents) per share declared on 30 August 2022 and paid on 26 September 2022 (2022: declared on 31 August 2021 and paid on 27 September 2021).*

Company statement of cash flows

for the year ended 30 June 2023

	Notes	2023 R'million	2022 R'million
CASH FLOWS FROM OPERATING ACTIVITIES			
Cash generated from operations[1]	A	**3 139**	7 053
Financing costs paid	B	**(15)**	(44)
Investment income received		**26**	21
Tax paid	C	**(41)**	(58)
Cash generated from operating activities		**3 109**	6 972
CASH FLOWS FROM INVESTING ACTIVITIES			
Capital expenditure – property, plant and equipment		**(27)**	(4)
Capital expenditure – intangible assets		**(589)**	(90)
Proceeds on disposal of intangible assets		**–**	681
Capital injection in subsidiaries		**(525)**	(5 107)
Advances of amounts due by Group companies		**(66)**	–
Repayments from amounts due by Group companies		**–**	207
Purchase of other non-current assets		**–**	(5)
Disposal of subsidiary		**–**	1 333
Performance warranty payment – Nutritionals business		**–**	(705)
Cash used in investing activities		**(1 207)**	(3 690)
CASH FLOWS FROM FINANCING ACTIVITIES			
Repayment of lease liability		**–**	(1)
Purchase of treasury shares		**(101)**	(35)
Dividends paid		**(1 455)**	(1 196)
Share buy back[2]		**–**	(1 800)
Repayments of due amounts to Group companies		**–**	(51)
Proceeds from amounts due to Group companies		**68**	–
Cash used in financing activities		**(1 488)**	(3 083)
CASH AND CASH EQUIVALENTS			
Movement in cash and cash equivalents		**414**	199
Cash and cash equivalents at the beginning of the year		**503**	304
Cash and cash equivalents at the end of the year		**917**	503

[1] *Includes dividends received of R2 797 million (2022: R7 058 million).*
[2] *In the prior year, 10,2 million shares were bought back for an amount of R1,8 billion.*

Notes to the Company statement of cash flows

for the year ended 30 June 2023

	2023 R'million	2022 R'million
A. CASH GENERATED FROM OPERATIONS		
Operating profit	**2 563**	7 101
Amortisation of intangible assets	**47**	45
Depreciation of property, plant and equipment and right-of-use assets	**16**	13
Impairment – intangible assets	**34**	183
Impairment – amounts due by Group companies	**14**	13
Impairment – investment in subsidiaries	**70**	26
Impairment – current financial receivables	**5**	–
Profit on the sale of intangible assets	**–**	(327)
Share-based payment expense – employees	**63**	39
Other non-cash items	**(17)**	(15)
Cash operating profit	**2 795**	7 078
Working capital movements	**344**	(25)
Increase/(decrease) in receivables and prepayments	**85**	(5)
Increase/(decrease) in trade and other payables	**259**	(20)
	3 139	7 053
B. FINANCING COSTS PAID		
Interest expense	**(15)**	(2)
Net foreign exchange losses	**–**	(42)
	(15)	(44)
C. TAX PAID		
Amounts (payable)/receivable at the beginning of the year	**(10)**	24
Tax charged to the statement of comprehensive income (excluding deferred and withholding taxes)	**(23)**	(92)
Amounts (receivable)/payable at the end of the year	**(8)**	10
	(41)	(58)

Notes to the Company Annual Financial Statements

for the year ended 30 June 2023

	2023 R'million	2022 R'million
1. INVESTMENTS IN SUBSIDIARIES		
Summary of balance		
Reflected as non-current assets		
Investments at cost less accumulated impairment losses	**24 433**	23 963
Reflected as current assets		
Amounts due by Group companies[1]	**314**	262
Reflected as current liabilities		
Amounts due to Group companies[1]	**(77)**	(9)
	24 670	24 216

[1] *The intra-group balances all bear interest at varying rates depending on whether or not the amounts are treated as a shareholder loan, are financing that has been provided or arises from the ad hoc recovery of expenditure/provision of services. Interest is not levied on current payables and receivables unless the credit days are exceeded, in which case interest is levied on the amounts that remain overdue.*

For further details of interests in material operating subsidiaries please refer to note 22.

	2023 R'million	2022 R'million
Reconciliation of investments in subsidiaries		
Balance at the beginning of the year	**23 963**	20 200
Capital injection in subsidiaries per statement of cash flows	**525**	5 107
Alphamed Formulations Pvt Limited	**99**	187
Aspen Bad Oldesloe GmbH	**205**	257
Aspen Notre Dame de Bondeville SAS	**206**	513
Aspen Biochem B.V. (previously Aspen Netherlands B.V.)	**15**	–
Aspen SA Operations (Pty) Limited	**–**	4 150
Disposal of subsidiaries	**–**	(1 333)
Fine Chemicals Corporation (Pty) Limited	**–**	(1 333)
Impairments	**(70)**	(26)
Brimpharm SA (Pty) Limited	**(70)**	–
Fine Chemicals Corporation (Pty) Limited	**–**	(26)
Share-based payment expenses capitalised	**15**	15
	24 433	23 963

In the current year, the full investment in Brimpharm (Pty) Limited was fully impaired. In the prior year, the remaining investment in Fine Chemicals Corporation (Pty) Limited was fully impaired.

Amounts due by Group companies

Credit risk

The carrying amount of financial assets represents the maximum credit exposure. The maximum exposure to credit risk at the reporting date was:

	2023 R'million	2022 R'million
Reconciliation of balance		
Balance at the beginning of the year	**262**	482
Impairment losses	**(14)**	(13)
Cash movements	**66**	(207)
	314	262
Ageing of financial assets		
Fully performing	**314**	262

Impairment losses are recorded in the allowance account for losses until the Company is satisfied that no recovery of the amount owing is possible, at which point the amount is considered irrecoverable and is written off against the financial asset.

Notes to the Company Annual Financial Statements continued

for the year ended 30 June 2023

2. INTANGIBLE ASSETS

	Intellectual property R'million	Product participation and other contractual rights R'million	Computer software R'million	Total R'million
RECONCILIATION OF BALANCE				
2023				
Carrying amount				
Cost	**1 119**	**43**	**1 277**	**2 439**
Accumulated amortisation	**(729)**	**(43)**	**(215)**	**(987)**
Accumulated impairment losses	**(50)**	**–**	**(216)**	**(266)**
	340	**–**	**846**	**1 186**
Movement in intangible assets				
Carrying amount at the beginning of the year	**342**	**–**	**336**	**678**
Additions	**1**	**–**	**588**	**589**
Amortisation[1]	**(1)**	**–**	**(46)**	**(47)**
Impairment losses	**(2)**	**–**	**(32)[2]**	**(34)**
	340	**–**	**846**	**1 186**
2022				
Carrying amount				
Cost	1 118	43	689	1 850
Accumulated amortisation	(729)	(43)	(169)	(941)
Accumulated impairment losses	(47)	–	(184)	(231)
	342	–	336	678
Movement in intangible assets				
Carrying amount at the beginning of the year	705	–	471	1 176
Additions	2	–	88	90
Reclassification to property, plant and equipment	–	–	(6)	(6)
Amortisation[1]	(8)	–	(37)	(45)
Impairment losses	(3)	–	(180)[2]	(182)
Disposals[3]	(354)	–	–	(354)
	342	–	336	679

[1] *Amortisation is included in other operating expenses in the statement of comprehensive income.*
[2] *Software development costs, which were no longer technically or commercially feasible.*
[3] *This relates to an agreement Aspen has concluded with Acino Pharma AG in the prior year, in terms of which Acino Pharma AG acquired a product portfolio of six products one of which was owned by the Company being Trustan, for a consideration of approximately R681 million effective 1 March 2022.*

INDEFINITE USEFUL LIFE INTANGIBLE ASSETS

	2023 R'million	2022 R'million
Split of balance		
GSK OTC brands[4]	**232**	232
Other	**104**	105
	336	337

[4] *Key assumptions on impairment tests for the GSK OTC brands were as follows:*
- *period covered by the forecasts and budgets of five years (2022: five years);*
- *average growth in revenue per annum of 11% (2022: 14%);*
- *average gross profit percentage per annum of 61% (2022: 61%);*
- *growth rate to extrapolate cash flows beyond period covered by mentioned forecasts and budgets of 3,0% (2022: 2,8%); and*
- *average annual pre-tax discount rate applied to cash flows of 19,8% (2022: 17,1%).*

2. INTANGIBLE ASSETS continued

INDEFINITE USEFUL LIFE INTANGIBLE ASSETS continued

Based on the above calculations no impairments were recognised for the indefinite useful life intangible assets other than reported in the note. The directors and management have performed a sensitivity analysis in order to consider and assess the impact of possible changes in key assumptions on the recognised impairments. The assumptions that are considered to be the main drivers in the calculation of the value of the intangible assets and where changes are reasonably possible are: price levels, the growth rate of the assets beyond the five-year forecast period and the discount rate used. Sensitivities were run considering a 1% reduction in revenue due to lower prices, a 1% point reduction in growth rates beyond the five-year project period and a 1% increase in the pre-tax discount rate. These sensitivities did not result in any material additional impairments and the directors and management consider that changes in excess of those used are not probable and that the remaining headroom between the value determined in the impairment tests and the carrying amounts of the indefinite useful life intangible assets is sufficient to support the above disclosure.

COMMITMENTS

Capital commitments include all projects for which specific Board approval has been obtained up to the reporting date. Capital expenditure will be financed from funds generated out of normal business operations and existing borrowing facilities. Projects still under investigation for which specific Board approvals have not yet been obtained are excluded from the following:

	2023 R'million	2022 R'million
Authorised and contracted for	**192**	516
Authorised but not yet contracted for	**195**	323
	387	839

OTHER DISCLOSURE

No intangible assets were pledged or committed as security for borrowings.

3. PROPERTY, PLANT AND EQUIPMENT

RECONCILIATION OF BALANCE

	Buildings R'million	**Other tangible assets[1] R'million**	**Total R'million**
2023			
Carrying amount			
Cost	**155**	**103**	**258**
Accumulated depreciation	**(24)**	**(71)**	**(95)**
	131	**32**	**163**
Movement in property, plant and equipment			
Carrying amount at the beginning of the year	**135**	**14**	**149**
Additions	**–**	**27**	**27**
Depreciation[2]	**(4)**	**(9)**	**(13)**
	131	**32**	**163**
2022			
Carrying amount			
Cost	159	80	239
Accumulated depreciation	(24)	(66)	(90)
	135	14	149
Movement in property, plant and equipment			
Carrying amount at the beginning of the year	138	13	151
Additions	–	4	4
Depreciation[2]	(3)	(9)	(12)
Reclassification from intangible assets	–	6	6
	135	14	149

[1] *Other tangible assets comprise computer equipment, office equipment and furniture.*
[2] *Depreciation charge is included in administrative expenses on the statement of comprehensive income.*

Notes to the Company Annual Financial Statements continued

for the year ended 30 June 2023

3. PROPERTY, PLANT AND EQUIPMENT continued

COMMITMENTS

Capital commitments

Capital commitments include all projects for which specific Board approval has been obtained up to the reporting date. Capital expenditure will be financed from funds generated out of normal business operations and existing borrowing facilities. Projects still under investigation for which specific Board approvals have not yet been obtained are excluded from the following:

	2023 R'million	2022 R'million
Authorised and contracted for	2	24
Authorised but not yet contracted for	21	15
	23	39

OTHER DISCLOSURE

No property, plant and equipment was pledged or committed as security for any borrowings.

4. RIGHT-OF-USE ASSETS

RECONCILIATION OF BALANCE

	Computer Hardware R'million
2023	
Carrying amount	
Cost	5
Accumulated depreciation	(3)
	2
Movement in right-of-use assets	
Carrying amount at the beginning of the year	2
Additions	2
Depreciation	(2)
	2
2022	
Carrying amount	
Cost	3
Accumulated depreciation	(1)
	2
Movement in right-of-use assets	
Carrying amount at the beginning of the year	3
Additions[1]	–
Depreciation	(1)
	2

[1] *Amounts are below R1 million.*

OTHER DISCLOSURE

The amounts recognised in the statement of comprehensive income pertain to interest expense and depreciation. Depreciation charge is included in administrative expenses on the statement of comprehensive income. These amounts are below R1 million, except for depreciation of R3 million in the current year (2022: R 1 million).

5. DEFERRED TAX ASSETS

	2023 R'million	2022 R'million
RECONCILIATION OF BALANCE		
Balance at the beginning of the year	**71**	28
Statement of comprehensive income (charge)/credit – included in tax	**(8)**	42
Statement of comprehensive income credit – prior year adjustment	**4**	4
Statement of comprehensive income charge – rate change adjustment[1]	**–**	(3)
	67	71
Deferred tax balance comprises		
Property, plant and equipment	**9**	8
Intangible assets	**30**	37
Right-of-use assets	**–**	(1)
Other receivables and payables	**27**	26
Non-current liabilities	**1**	1
	67	71
The statement of comprehensive income (charge)/credit comprises		
Property, plant and equipment	**1**	2
Intangible assets	**(7)**	41
Right-of-use assets	**1**	–
Other receivables and payables	**1**	(1)
Non-current liabilities	**–**	1
	(4)	43

[1] *In the prior year, the South African Finance Ministry announced a reduction to the South African corporate tax rate from 28% to 27% for tax years commencing on or after 1 April 2022, upon which the change in tax rate became substantively enacted on the 23 February 2022. The opening balance for deferred taxes has been updated to reflect the impact of this change in tax rate.*

6. CASH AND CASH EQUIVALENTS

	2023 R'million	2022 R'million
SUMMARY OF BALANCE		
Bank balances	**917**	503

Other disclosure

The average effective interest rate on cash and cash equivalents is 7,3% (2022: 4,4%) at 30 June 2023.

The total amount of cash and cash equivalents is exposed to credit risk, and is held with highly reputable banks. The Company does not expect any treasury counterparties to fail to meet their obligations, given their high credit ratings.

All cash and cash equivalents are denominated in Rand.

The maturity profile of bank balances is less than one month.

Notes to the Company Annual Financial Statements continued

for the year ended 30 June 2023

7. RECEIVABLES AND PREPAYMENTS

SUMMARY OF BALANCE

	2023 R'million	2022 R'million
Prepayments	**31**	20
Interest accrued	**6**	2
Indirect taxes	**13**	74
Related parties	**30**	70
SAP Licencing receivable	**74**	74
Other	**2**	1
	156	241
Split of balance		
Financial assets	**106**	145
Non-financial assets	**50**	96
	156	241

Other disclosure

The Company holds no collateral over any receivables and prepayments.

Receivables and prepayments are non-interest bearing.

All receivables and prepayments classified as financial instruments are fully performing and are denominated in Rand.

The credit quality of receivables and prepayments is considered to be satisfactory.

8. OTHER CURRENT FINANCIAL RECEIVABLES

RECONCILIATION OF BALANCE

	2023 R'million	2022 R'million
Enterprise development loan awarded	**–**	5
	–	5

In the prior year in terms of a written Enterprise Development Loan agreement, Aspen has advanced funding in the capital sum of R5 million to a BBBEE beneficiary, namely CEPPWAWU and its interim administrator. The loan did bear interest at the South African prime rate. In the current year the full amount was impaired (2022: nil).

9. SHARE CAPITAL (NET OF TREASURY SHARES)

SUMMARY OF BALANCE

	2023 R'million	2022 R'million
Authorised		
717 600 000 (2022: 717 600 000) ordinary shares with no par value	**–**	–
Issued		
446 252 332 (2022: 446 252 332) ordinary shares with no par value	**2 963**	3 051
Reconciliation of balance		
Shares in issue at the beginning of the year	**446,3**	456,5
Share buy back	**–**	(10,2)
	446,3	446,3

The unissued shares have been placed under the control of the directors until the forthcoming annual general meeting.

All shares are fully paid up, and no shares were issued during the year.

The Company had 1,4 million treasury shares (2022: 0,8 million treasury shares) at year-end.

In the prior year 10,2 million shares were bought back for an amount of R1,8 billion.

10. SHARE-BASED COMPENSATION RESERVE

SUMMARY OF SCHEMES

The Company currently operates the following share-based payment schemes.

ACCOUNTING POLICY

The Aspen South African Management Deferred Incentive Bonus Scheme

	Long-term component of the scheme	Long-term component of the scheme (other)
Nature and strategic intent of the scheme	The scheme is designed to acknowledge performance and reward individuals for achievement of both the relevant Aspen business which employs the individual and the individual's performance for the trading period immediately preceding the date that the award is made. While it has the same performance measures as the annual cash incentive for the first layer, it introduces a retention element through the three-year deferral to ensure that critical executive and professional skills are retained and a new second layer which is forfeitable has been introduced to ensure there is congruence between the interests of executive and managerial employees and shareholders.	The Aspen South African Management Deferred Incentive Bonus Scheme is aimed at the retention of a limited number of key senior executives.
Determination of value of awards	The award value varies according to the level of seniority of the executive or manager and for the first layer, is determined according to the achievement of the same performance targets which apply to the annual cash incentive. For the second layer (referred to as conditional), a new set of Group Key Performance Indicators have been determined and each of these are separately measured. Conditional LTI awards vest conditionally on maintenance of performance level over the three-year vesting period and subject to adjustment if not maintained. The maximum award does not exceed 53% of the total remuneration cost in any instance, except for the Group Chief Executive's awards, which is capped at a maximum of 82,5% of the total remuneration cost. The cash election option available to participants of the Deferred Incentive has been removed, with the additional 10% enhancement factored into the first layer of the LTI award.	The value of the awards granted to employees in terms of this component of the scheme is on an *ad hoc* basis and at the discretion of the Committee.
Vesting	Conditional LTI awards vest conditionally on maintenance of performance level over the three-year vesting period and subject to adjustment if not maintained. 50% of conditional LTI shares that vest will only be released for trade in year four (25%) and year five (25%), introducing an extended minimum shareholding period. Should the employee retire within the three-year period, the vesting of the awards will be accelerated to the date of retirement. Employees who resign or who are dismissed for any reason other than retirement, retrenchment or medical incapacity forfeit unvested awards.	These awards vest after a period of three, five, seven, or ten years, and may only be settled in shares. Awards made in terms of this component of the scheme will not be accelerated in the event that a recipient retires within the five, seven or 10-year period and before the age of 65, unless the express approval of the Committee has been obtained for such acceleration.

Notes to the Company Annual Financial Statements continued

for the year ended 30 June 2023

10. SHARE-BASED COMPENSATION RESERVE continued

ACCOUNTING POLICY continued

Aspen SA Phantom Share Scheme

	Short to medium-term component of the scheme	Long-term component of the scheme
Nature and strategic intent of the scheme	In order to attract and retain new hires at senior to top management level in South Africa, a phantom share scheme has been introduced for selected employees in the short to medium term. The value of the awards granted to employees in terms of this scheme is on an ad hoc basis and are determined at the discretion of the Committee.	n/a
Determination of value of awards	Awards are linked to the employment terms agreed upon and is linked to the movement in the Aspen share price. The value of awards are awarded upon the start date of the employee.	
Vesting	Awards are deferred for one to three years and eligible employees are given the choice at the date of the award to receive the deferred bonus in cash or phantom shares. The Scheme operates on a phantom basis and is based on the movement in the Aspen share price and settled in cash. Employees who resign or who are dismissed for any reason other than retirement, retrenchment or medical incapacity forfeit unvested awards.	

Aspen South African Management Deferred Incentive Bonus Scheme.

2023 Award price (R)	Expiry date	Shares outstanding on 30 June 2022 '000[1]	Awarded during the year '000[2]	Total dividends reinvested '000	Released during the year '000	Lapsed/ cancelled during the year '000[3]	Shares outstanding on 30 June 2023 '000[1]	Fair value at award date (R)	Share price at award date (R)
105,11	Oct 2022	117	–	3	(116)	(4)	–	104,65	90,04
108,98	Oct 2023	275	–	7	(8)	(2)	272	143,51	119,46
106,74	May 2024	101	–	2	–	–	103	105,11	106,74
194,44	Oct 2024	174	–	4	(4)	(3)	171	162,09	270,49
142,78	Aug 2025	–	72	–	–	–	72	139,04	140,02
142,78	Oct 2025	–	370	–	(21)	(6)	343	139,04	140,02
326,70	May 2026	143	–	–	–	–	143	365,00	317,50
106,74	May 2026	101	–	2	–	–	103	105,11	106,74
142,78	Aug 2027	–	96	–	–	–	96	139,04	140,02
142,78	Aug 2029	–	132	–	–	–	132	139,04	140,02
		911	670	18	(149)	(15)	1 435		

2022 Award price (R)	Expiry date	Shares outstanding on 30 June 2021 '000	Awarded during the year '000[2]	Total dividends reinvested '000	Released during the year '000	Lapsed/ cancelled during the year '000[3]	Shares outstanding on 30 June 2022 '000[1]	Fair value at award date (R)	Share price at award date (R)
164,96	Oct 2021	111	–	1	(102)	(10)	–	256,77	174,64
105,11	Oct 2022	136	–	1	(16)	(4)	117	104,65	90,04
108,98	Oct 2023	331	–	3	(32)	(27)	275	143,51	119,46
106,74	May 2024	100	–	1	–	–	101	105,11	106,74
194,44	Oct 2024	–	177	–	(2)	(1)	174	162,09	270,49
326,70	May 2026	143	–	–	–	–	143	365,00	317,50
106,74	May 2026	100	–	1	–	–	101	105,11	106,74
		922	177	7	(152)	(42)	911		

The fair value was determined by reference to the share price on the award date.

1 *The total number of shares were not vested at 30 June 2023 and 30 June 2022.*
2 *During the year, the Company bought 0,7 million shares (2022: 0,2 million shares) that will be held until vesting date. These shares are accounted for as treasury shares in the Group Annual Financial Statements.*
3 *Lapsed or cancelled shares are re-allocated to future grants.*

Aspen South African Phantom Share Scheme

2023 **Award price (R)**	**Expiry date**	**Shares outstanding on 30 June 2022 '000[1]**	**Exercised during the year '000**	**Shares outstanding on 30 June 2023 '000[1]**
112,67	Oct 2022	**20**	**(20)**	**–**
131,00	Oct 2022	**16**	**(16)**	**–**
		36	**(36)**	**–**

2022 Award price (R)	Expiry date	Shares outstanding on 30 June 2021 '000	Exercised during the year '000	Shares outstanding on 30 June 2022 '000[5]
112,67	Oct 2021	20	(20)	–
131,00	Oct 2021	15	(15)	–
112,67	Oct 2022	20	–	20
131,00	Oct 2022	16	–	16
		71	(35)	36

1 *The total number of shares were not vested at 30 June 2023 and 30 June 2022.*

The fair value was determined by reference to the share price on the grant date. The closing share price on measurement date was R183,62 (2022: R139,04).

The liability included in trade and other payables on the statement of financial position relating to the Aspen South African Phantom Share Scheme is Nil (2022: R3,7 million).

Notes to the Company Annual Financial Statements continued

for the year ended 30 June 2023

11. TRADE AND OTHER PAYABLES

	2023 R'million	2022 R'million
Summary of balance		
Accrued expenses	**18**	22
Capital expenditure payables	**212**	–
Insurance accrual	**25**	20
Trade payables	**76**	24
Leave pay	**19**	17
Bonuses	**67**	69
Other	**8**	8
	425	160
Split of balance		
Financial liabilities	**306**	46
Non-financial liabilities	**119**	114
	425	160

Other disclosure

All trade and other payables (financial instruments only) are predominantly non-interest bearing and denominated in Rand.

12. OTHER FINANCIAL LIABILITIES

	2023 R'million	2022 R'million
Reconciliation of balance		
Balance at the beginning of the year	**–**	705
Performance warranty payment – Nutritionals business	**–**	(705)
	–	–

Nutritionals business

In the 2019 financial year, the Company concluded an agreement to divest of its Nutritionals business predominantly carried on in Latin America, sub-Saharan Africa and Asia Pacific under the S-26, Alula and Infacare brands ("Nutritionals business") to the Lactalis Group, a leading multinational dairy corporation based in Laval, France. The transaction was concluded effective 31 May 2019 and the results of the disposals were included as part of discontinued operations.

The performance warranty of NZD71 million at 30 June 2021 was based on the expected profit performance of the disposed portfolio in Asia over three years. This was included in current liabilities at 30 June 2021. In the prior year, the final settlement value of NZD71 million was paid.

	2023 R'million	2022 R'million
13. REVENUE		
Summary of balance		
Royalties	**199**	187
Administrative fees received from subsidiaries	**519**	424
Dividends received from subsidiaries	**2 797**	7 058
	3 515	7 669
14. OPERATING PROFIT		
Operating profit has been arrived at after charging:		
Audit fees	**13**	13
Current year	**13**	12
Prior year under provision	**–**	1
Impairment – intangible assets (included in other operating expenses)	**34**	183
Impairment – investment in subsidiaries (included in other operating expenses)	**70**	26
Impairment – amounts due by Group companies	**14**	13
Impairment – current financial receivables	**5**	–
Repairs and maintenance expenditure on property, plant and equipment	**2**	3
15. DIRECTORS AND EMPLOYEES		
Staff costs		
Salaries	**323**	302
Defined contribution plans	**31**	28
Share-based payment expense – deferred incentive bonus	**63**	39
Cash portion	**6**	7
Equity portion	**57**	32
Other employee contributions	**6**	7
	423	376

Directors and employee costs are included in administrative expenses in the statement of comprehensive income. Further details of the directors and employees of the Group are available in the Group's Annual Financial Statements, refer to note 23.

	2023 R'million	2022 R'million
16. INVESTMENT INCOME		
Summary of balance		
Interest received on bank balances	**26**	21
	26	21

Notes to the Company Annual Financial Statements continued

for the year ended 30 June 2023

	2023 R'million	2022 R'million
17. FINANCING COSTS		
Summary of balance		
Interest paid on borrowings	**(15)**	(2)
Net foreign exchange losses	**–**	(42)
	(15)	(44)
18. TAX		
Summary of balance		
Current tax	**23**	92
Current year	**25**	100
Prior year	**(2)**	(8)
Deferred tax	**4**	(43)
Current year	**8**	(42)
Prior year	**(4)**	(4)
Rate change[1]	**–**	3
Withholding tax	**14**	16
	41	65
Reconciliation of effective tax rate	**%**	%
South African current tax rate[1]	**27,0**	28,0
Non-taxable income relating to intangible assets	**–**	(0,4)
Non-deductible expenses relating to intangible assets	**0,5**	0,3
Non-deductible expenses relating to other asset	**0,8**	0,1
Dividends and similar income not subject to tax	**(29,3)**	(27,8)
Additional income arising from tax law interpretation	**0,4**	0,3
Non-deductible expenses	**0,7**	0,1
Non-deductible financing costs	**0,1**	–
Non-deductible expenses relating to holding company apportionment	**1,0**	0,3
Non-deductible costs relating to acquisitions and disposals	**0,1**	0,1
Non-recoverable withholding taxes	**0,5**	0,2
Prior year adjustment	**(0,2)**	(0,2)
Rate change	**–**	(0,1)
Effective tax rate	**1,6**	0,9

[1] *The South African Finance Ministry announced a reduction to the South African corporate tax rate from 28% to 27% for tax years commencing on or after 1 April 2022, upon which the change in tax rate became substantively enacted on the 23 February 2022. The opening balance for deferred taxes has been updated to reflect the impact of this change in tax rate.*

19. RELATED PARTY TRANSACTIONS

Transactions with shareholders

The Company did not enter into any transactions with direct beneficial shareholders during the current year, except as described in the Directors' Report and note 12 of the Group's Annual Financial Statements.

Intra-group transactions and balances

During the year, the Company entered into arm's length transactions with other companies in the Group.

Refer to note 22 for a list of the material operating subsidiaries and structured entities.

None of the balances are secured.

	2023 R'million	2022 R'million
The following intra-group transactions took place between Aspen Holdings and Group companies during the current year		
Royalties received	**199**	187
Pharmacare Limited	**199**	187
Administration fees received	**519**	424
Aspen Global Incorporated	**92**	71
Aspen Healthcare FZ LLC	**18**	16
Aspen Notre Dame de Bondeville SAS	**26**	17
Aspen Oss B.V.	**41**	27
Aspen Pharma Ireland Limited	**36**	25
Pharmacare Limited	**52**	51
Aspen Pharmacare Australia (Pty) Limited	**14**	14
Aspen Port Elizabeth (Pty) Limited	**–**	2
Aspen Pharma Trading Limited	**14**	–
Aspen SA Operations (Pty) Limited	**80**	58
Aspen Bad Oldesloe GmbH	**17**	12
Aspen Pharma – Indústria Farmacêutica Ltda	**14**	10
Aspen Labs S.A. de C.V.	**17**	12
Fine Chemicals Corporation (Pty) Limited	**11**	11
Other subsidiaries	**87**	98
Dividends received	**2 797**	7 058
Aspen Global Incorporated	**1 196**	5 013
Pharmacare Limited	**1 200**	1 700
Aspen Oss B.V.	**351**	345
Brimpharm SA (Pty) Limited	**50**	–
The following intra-group balances were outstanding between Aspen Holdings and Group companies at year-end		
Amounts reflected as current assets	**314**	262
Aspen Global Incorporated	**23**	12
The Aspen Share Incentive Scheme Trust	**14**	15
Shelys Pharmaceuticals International Limited	**8**	7
Pharmacare Limited	**58**	48
Aspen Notre Dame de Bondeville SAS	**8**	–
Aspen SA Operations (Pty) Limited	**46**	15
Fine Chemicals Corporation (Pty) Limited	**4**	5
Aspen Oss B.V.	**17**	32
Aspen Labs S.A. de C.V.	**6**	2
Beta Healthcare International Limited	**38**	29
Aspen USA Incorporated	**–**	11
Aspen Pharmacare Nigeria Limited	**–**	13
Aspen Healthcare FZ LLC	**8**	–
Other subsidiaries	**84**	73
Amounts reflected as current liabilities	**77**	9
Pharmacare Limited	**–**	1
Aspen Global Incorporated	**8**	–
Aspen Finance (Pty) Limited	**6**	–
Aspen Healthcare FZ LLC	**32**	–
Aspen SA Operations (Pty) Limited	**21**	–
Other subsidiaries	**10**	8

Notes to the Company Annual Financial Statements continued

for the year ended 30 June 2023

19. RELATED PARTY TRANSACTIONS continued

Transactions and balances with directors

All directors have given general declarations of interest in terms of section 75 of the Companies Act of 2008. These declarations indicate that various members of the Board hold various other directorships in South African entities with whom transactions are conducted by the Company in terms of a customer/supplier relationship. These transactions have been concluded on terms and conditions that are no more favourable than those entered into with third parties in arm's length transactions and are all unsecured.

Chris Mortimer, a non-executive director of Aspen, is a full-time practising attorney and managing partner at Chris Mortimer & Associates which provides legal services to the Company. During the year, total legal fees expensed in the statement of comprehensive income was R0,8 million (2022: R2,4 million) and no balance was outstanding at year end (2022: Nil).

Transactions with key management personnel

Key management personnel consist of directors (including executive directors).

Key management personnel compensation consists of:

	2023 R'million	2022 R'million
Short-term employee benefits	**78**	74
Post-employment benefits	**8**	6
Share-based payment expense	**44**	24
Total key management remuneration paid	**130**	104
Number of employees included above	**16**	16

Other than disclosed above, and in the Directors' Report, no significant related party transactions were entered into during the year under review.

20. FINANCIAL RISK MANAGEMENT

20.1 Introduction

The Company does not trade in financial instruments, but in the ordinary course of business operations, the Company is exposed to a variety of financial risks arising from the use of financial instruments. These risks include:
- market risk (comprising interest rate risk and foreign currency risk);
- liquidity risk;
- credit risk; and
- capital risk.

The Audit & Risk Committee is responsible for the establishment and oversight of a risk management framework which is applicable to the Company. This framework is formally documented, and stipulates the responsibilities and processes for monitoring and managing the risks to which the Company is exposed.

The Company measures and monitors treasury relevant risks (i.e. liquidity, foreign exchange, interest rate, covenants, counterparty, etc.) affecting it, and reports on these risks to the Group Treasury Committee on a periodic basis. The Group Treasury Committee provides the Company guidance with respect to managing these risks, however, the Company's management is empowered, within the relevant approvals framework, to make decisions regarding how to manage these risks, as well as taking ownership for the implementation of any related action. The Group Treasury Committee reports to the Audit & Risk Committee.

Concentration risk is the risk that the Company is exposed to financial loss, which if incurred, would be significant due to the aggregate (concentration) exposure the Company has to a particular asset, counterparty, customer or service provider. The management of concentration risk is critical across many of the significant risk categories. Information on the key concentration risks have been set out in the respective notes.

Risk management and measurement relating to each of these risks is discussed under the headings next page.

20. FINANCIAL RISK MANAGEMENT continued

20.2 Financial instruments by category

The carrying amount of financial instruments by category is as follows:

2023	At amortised cost R'million	Total R'million
Financial assets		
Receivables and prepayments	**106**	**106**
Cash and cash equivalents	**917**	**917**
Amounts due by Group companies	**314**	**314**
Total financial assets	**1 337**	**1 337**
Financial liabilities		
Trade and other payables	**306**	**306**
Amounts due to Group companies	**77**	**77**
Total financial liabilities	**383**	**383**

2022	At amortised cost R'million	Total R'million
Financial assets		
Receivables and prepayments	145	145
Cash and cash equivalents	503	503
Amounts due by Group companies	262	262
Other non-current financial receivables	5	5
Total financial assets	915	915
Financial liabilities		
Trade and other payables	46	46
Amounts due to Group companies	9	9
Total financial liabilities	55	55

20.3 Market risk management

Market risk is the risk that the fair value or future cash flows of a financial instrument will fluctuate due to changes in market prices. The market risks that the Company is primarily exposed to includes foreign currency risk and interest rate risk. Market risk is managed by identifying and quantifying risks on the basis of current and future expectations and ensuring that all trading occurs within defined parameters. This involves the review and implementation of methodologies to reduce risk exposure. The reporting on the state of the risk and risk practices to executive management is part of this process. The processes set up to measure, monitor and mitigate these market risks are described below. There has been no change to the Company's exposure to market risk or the manner in which it manages and measures the risk since the previous period.

Notes to the Company Annual Financial Statements continued

for the year ended 30 June 2023

20. FINANCIAL RISK MANAGEMENT continued

20.4 Foreign currency risk

The Company's transactions are predominantly entered into in Rand. However, the Company's operations utilise various foreign currencies (currencies other than the operations functional currencies) in respect of expenses incurred. Consequently, the Company is exposed to exchange rate fluctuations that have an impact on cash flows. These operations are exposed to foreign currency risk in connection with contracted payments in currencies other than Rand.

Foreign currency risks are managed through the Company's financing policies and selective use of forward exchange contracts.

At 30 June 2023 and 30 June 2022, the Company had no outstanding forward exchange contracts.

Sensitivity analysis

The Company used a sensitivity analysis technique that measured the estimated change to the statement of comprehensive income of an instantaneous 10% strengthening or weakening in the Rand against all other currencies, from the rate applicable at 30 June, for each class of financial instrument with all other variables remaining constant. This analysis is for illustrative purposes only, as in practice, market rates rarely change in isolation.

The Company is mainly exposed to fluctuations in foreign exchange rates in respect of the Euro and the US Dollar (prior year Euro and New Zealand Dollar). The analysis considered the impact of changes in foreign exchange rates on the statement of comprehensive income.

The analysis had been performed on the basis of the change occurring at the start of the reporting period and assumed that all other variables, in particular interest rates, remain constant and was performed on the same basis for 2022.

A 10% weakening in the Rand against the foreign exchange rates to which the Company is exposed at the reporting date, would have decreased profit before tax by R4 million (2022: R2 million).

A 10% strengthening in the Rand against the foreign exchange rates would have the equal and opposite effect on profit before tax, on the basis that all other variables remain constant.

20.5 Interest rate risk

The Company's interest rate risk arises from interest on cash and cash equivalents and other non-current receivables. Exposure to interest rate risk is monitored on a continuous and proactive basis.

	Carrying amount	
	2023 R'million	2022 R'million
Variable rate instruments		
Receivables and prepayments	**6**	2
Cash and cash equivalents	**917**	503
Variable rate exposure	**923**	505

Sensitivity analysis

The Company is exposed mainly to fluctuations in the South African prime overdraft rate. Changes in market interest rates affect the interest income and expense of floating rate financial instruments.

An increase of 1% in interest rates for the year ended 30 June 2023 would have increased profit before tax by R2 million and increased profit before tax by R7 million in 2022. A decrease of 1% will have an equal and opposite effect on profit before tax.

20. FINANCIAL RISK MANAGEMENT continued

20.6 Liquidity risk

Liquidity risk is the risk that an entity will not be able to meet its obligations as they become due. The Company finances its operations through a mixture of retained earnings and short-term bank funding (in the form of overdraft facilities attached to its bank accounts). The Company participates (alongside Aspen SA Operations (Pty) Limited, Pharmacare Limited, Fine Chemicals Corporation (Pty) Limited, Aspen Finance (Pty) Limited and Brimpharm SA (Pty) Limited) in the Group's South African notional Cashpool (the "Cashpool"). This Cashpool comprises Rand bank accounts held with FirstRand Bank Limited (the "Bank") In terms of the Cashpool, each of the participants have collectively pledged any positive cash balances on their accounts in favour of the Bank with respect to any overdrawn balances on their accounts. Pharmacare Limited maintains separate funding facilities which it utilises or repays daily to ensure that the Cashpool's debit balances are matched by its credit balances. On this basis, the Company is able to access its cash balances and/or overdraft facilities to the extent that the Cashpool is appropriately funded. Therefore, the Company's liquidity risk is inextricably linked to that of the aforementioned Cashpool participants as a whole. The Group's treasury department monitors the Cashpool and the cash forecasts of each of the Cashpool participants and ensures that adequate funding facilities and reserve borrowing capacities are maintained to ensure that each of the Cashpool participants are able to meet their payment obligations as they fall due.

The following are the undiscounted contractual maturities of financial assets and liabilities:

	Undiscounted cash flows		
2023	**On demand R'million**	**< 1 year R'million**	**Total R'million**
Financial assets			
Receivables and prepayments (financial instruments only)	**–**	**106**	**106**
Cash and cash equivalents	**–**	**917**	**917**
Amounts due by Group companies	**314**	**–**	**314**
Total financial assets	**314**	**1 023**	**1 337**
Financial liabilities			
Trade and other payables (financial instruments only)	**–**	**(306)**	**(306)**
Amounts due to Group companies	**(77)**	**–**	**(77)**
Total financial liabilities	**(77)**	**(306)**	**(383)**
Net exposure	**237**	**717**	**954**

	Undiscounted cash flows		
2022	On demand R'million	< 1 year R'million	Total R'million
Financial assets			
Receivables and prepayments (financial instruments only)	–	145	145
Cash and cash equivalents	–	503	503
Amounts due by Group companies	262	–	262
Other current financial receivables	–	5	5
Total financial assets	262	653	915
Financial liabilities			
Trade and other payables (financial instruments only)	–	(46)	(46)
Amounts due to Group companies	(9)	–	(9)
Total financial liabilities	(9)	(46)	(55)
Net exposure	253	607	860

20.7 Credit risk

Credit risk, or the risk of financial loss due to counterparties to financial instruments not meeting their contractual obligations, is managed by monitoring procedures.

Credit risk primarily arises from receivables and prepayments, derivative financial instruments and cash and cash equivalents. The Company's maximum exposure to credit risk is represented by the carrying amounts of these financial assets. Refer to the respective notes for more detail on how the Company manages credit risks for these financial assets.

Notes to the Group Annual Financial Statements continued

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20. FINANCIAL RISK MANAGEMENT continued

20.8 Capital risk

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

The capital structure of the Company consists of equity attributable to holders of the parent comprising share capital, non-distributable reserves and retained income.

The Board's policy is to maintain a strong capital base so as to maintain investor, creditor and market confidence, and to sustain future development of the business. The Board reviews this capital structure on at least a semi-annual basis. As part of the review, the Board considers the cost of capital and the risks associated with each class of capital. Based on recommendations by the Board, the Company may seek to adjust the composition of its capital structure depending on circumstances existing at the time of each review.

There were no changes to the Company's approach to capital management during the year.

21. FINANCIAL GUARANTEES

Guarantees to financial institutions

The Company, along with Aspen Finance (Pty) Limited, Aspen Global Incorporated, Pharmacare Limited, Aspen SA Operations (Pty) Limited and Aspen Asia Pacific (Pty) Limited (and its active subsidiaries) (collectively, the "Guarantors") is a guarantor with respect to a significant portion of the Group's banking/ funding facilities. The following facility amounts (which exclude facilities where the Company is the only borrower thereto) were, as of 30 June 2023, collectively guaranteed by the Company (and in most cases, along with the Guarantors)

	2023 R'million	2022 R'million
Australian Dollar denominated facilities	**4 245**	4 040
Euro denominated facilities	**44 263**	34 735
US Dollar denominated facilities	**2 129**	1 846
South Africa Rand denominated facilities	**11 548**	10 047
	62 184	50 668

Financial guarantee facilities utilised was R29,0 billion at year-end (2022: R22,0 billion).

There were no breaches of the contractual terms of these facilities during the current financial year, and as such no creditor with respect to these facilities has called upon any of these guarantees provided by the Company.

22. MATERIAL OPERATING SUBSIDIARIES AND STRUCTURED ENTITIES

Country of incorporation	Company	Currency	Issued capital '000	Effective Group holding 2023 %	Effective Group holding 2022 %	Investment 2023 R'million	Investment 2022 R'million
Direct							
India	Alphamed Formulations Pvt Limited	INR	[1]	**100**	100	**594**	495
Germany	Aspen Bad Oldesloe GmbH	EUR	[1]	**100**	100	**1 147**	942
South Africa	Aspen Finance (Pty) Limited	EUR	12 000	**100**	100	**213**	213
Mauritius	Aspen Global Incorporated	EUR	908 529	**100**	100	**8 654**	8 654
France	Aspen Notre Dame de Bondeville SAS	EUR	341 311	**100**	100	**5 094**	4 888
The Netherlands	Aspen Oss B.V.	EUR	53 000	**100**	100	**1 389**	1 389
The Netherlands	Aspen Biochem B.V. (previously Aspen Netherlands B.V.)	EUR	205	**100**	100	**15**	–
Nigeria	Aspen Pharmacare Nigeria Limited	NGN	61 267	**100**	100	**3**	3
Uganda	Beta Healthcare (Uganda) Limited	UGX	6 040 000	**100**	100	**26**	26
Kenya	Beta Healthcare International Limited	KES	30 000	**100**	100	**7**	7
South Africa	Fine Chemicals Corporation (Pty) Limited	ZAR	1 375 000	**100**	100	**–**	–
Ghana	Kama Industries Limited	GHS	6 927	**100**	100	**55**	55
South Africa	Pharmacare Limited	ZAR	1 435	**100**	100	**2 893**	2 878
South Africa	Aspen SA Operations (Pty) Limited	ZAR	4 150 000	**100**	100	**4 150**	4 150
Various	Various	[2]	[2]	[2]	[2]	**193**	263
Indirect							
Brazil	A.Pharma Distribuidora Limitada	BRL	[1]	**100**	100	**–**	–
Hong Kong	Aspen Asia Company Limited	HKD	5 514	**100**	100	**–**	–
Australia	Aspen Asia Pacific (Pty) Limited	AUD	83 952	**100**	100	**–**	–
Costa Rica	Aspen CariCam S.A.	CRC	500	**100**	100	**–**	–
China	Aspen China Company Limited	CNY	41 960	**100**	100	**–**	–
Colombia	Aspen Colombiana S.A.S.	COP	40 558 482	**100**	100	**–**	–
France	Aspen France SAS	EUR	12 550	**100**	100	**–**	–
Germany	Aspen Germany GmbH	EUR	2 525	**100**	100	**–**	–
Russia	Aspen Health LLC	RUB	615 400	**100**	100	**–**	–
United Arab Emirates	Aspen Healthcare FZ LLC	USD	[1]	**100**	100	**–**	–
Malta	Aspen Healthcare Malta Limited	EUR	[1]	**100**	100	**–**	–
Taiwan	Aspen Healthcare Taiwan Limited	TWD	65 000	**100**	100	**–**	–
Italy	Aspen Italia SRL	EUR	1 010	**100**	100	**–**	–
Mexico	Aspen Labs S.A. de C.V.	MXN	909 225	**100**	100	**–**	–
Malaysia	Aspen Medical Products Malaysia Sdn Bhd	MYR	19 000	**100**	100	**–**	–
Mexico	Aspen Mexico, S de R. L. de C.V.	MXN	2 196 046	**100**	100	**–**	–
Peru	Aspen Peru S.A.	PEN	57 743	**100**	100	**–**	–
Brazil	Aspen Pharma – Indústria Farmacêutica Limitada	BRL	399 377	**100**	100	**–**	–
Australia	Aspen Pharma (Pty) Limited	AUD	11 862	**100**	100	**–**	–
Ireland	Aspen Pharma Ireland Limited	EUR	42 001	**100**	100	**–**	–
Mexico	Aspen Pharma Mexicana S. de R.L. de C.V.	MXN	[1]	**100**	100	**–**	–
Australia	Aspen Pharmacare Australia (Pty) Limited	AUD	167 373	**100**	100	**–**	–
Canada	Aspen Pharmacare Canada Inc.	CAD	32 826	**100**	100	**–**	–
Spain	Aspen Pharmacare Espana SL	EUR	12 003	**100**	100	**–**	–
England	Aspen Pharmacare UK Limited	GBP	13 500	**100**	100	**–**	–
Philippines	Aspen Philippines Incorporated	PHP	396 389	**100**	100	**–**	–
Poland	Aspen Polska	PLN	[1]	**100**	100	**–**	–
Ecuador	Aspenpharma S.A.	USD	3 170	**100**	100	**–**	–
Cyprus	PharmaLatina Holdings Limited	USD	15 637	**100**	100	**–**	–
Tanzania	Shelys Pharmaceuticals Limited	TZS	6 723 843	**100**	100	**–**	–
Turkey	VLD Danışmanlık Tibbi Ürünlerve Tanıtım Hizmetleri A.S.	TRY	15 850	**100**	100	**–**	–
Various	Various	[2]	[2]	[2]	[2]	**–**	–
Trusts (structured entities)[3]							
South Africa	Aspen Share Appreciation Plan	ZAR	N/A	**100**	100	**–**	–
South Africa	Aspen Share Incentive Scheme	ZAR	N/A	**100**	100	**–**	–
Total investments in subsidiaries						**24 433**	23 963

Detailed information is only given in respect of the Company's material operating subsidiaries. The Company maintains a register of all subsidiaries and structured entities available for inspection at the registered office of Aspen Holdings.

[1] *Less than 500.*
[2] *These direct and indirect holdings are made up of various subsidiaries incorporated in multiple territories.*
[3] *These trusts are structured entities which are consolidated into the Group Annual Financial Statements and are not subject to any other risk exposure.*

Definitions

AUD: Australian Dollar
BRL: Brazilian Real
CAD: Canadian Dollar
CNY: Chinese Yuan Renminbi
COP: Colombian Peso
EUR: Euro
GBP: British Pound Sterling
GHS: Ghanaian Cedi
HKD: Hong Kong Dollar
INR: Indian Rupee
KES: Kenyan Shillings
MXN: Mexican Peso
MYR: Malaysian Ringgit
NGN: Nigerian Niara
PEN: Peruvian Sol
PHP: Philippine peso
PLN: Polish Zloty
RUB: Russian Ruble
TRY: Turkish Lira
TWD: Taiwan Dollar
TZS: Tanzanian Shilling
UGX: Ugandan Shilling
USD: US Dollar
ZAR: South African Rand

Illustrative constant exchange rate report on selected financial data – Annexure 1

The Group has presented selected line items from the consolidated statement of comprehensive income and certain trading profit metrics on a constant exchange rate basis in the tables on the next page. The *pro forma* constant exchange rate information has been extracted from note L on page 16 of the reviewed condensed Group Financial results for the year ended 30 June 2023 and cash dividend declaration on which Aspen's auditors issued a reporting accountant's report. The *pro forma* constant exchange rate information is the responsibility of the Group's board of directors and is presented for illustrative purposes only. Due to the nature of this information, it may not fairly present the Group's financial position, changes in equity and results of operations or cash flows. The *pro forma* constant exchange rate information has been compiled in terms of the JSE Listings Requirements and the *Revised Guide on Pro Forma Information by SAICA* and the accounting policies of the Group as at 30 June 2023. The illustrative *pro forma* constant exchange rate information on selected financial data has been derived from the reviewed financial information.

The Group's financial performance is impacted by numerous currencies which underlie the reported condensed Group financial results, where, even within geographic segments, the Group trades in multiple currencies ("source currencies"). The *pro forma* constant exchange rate information has been calculated by adjusting the prior period's reported results at the current period's reported average exchange rates. Recalculating the prior period's numbers provides illustrative comparability with the current period's reported performance by adjusting the estimated effect of source currency movements.

The listing of average exchange rates against the Rand for the currencies contributing materially to the impact of exchange rate movements is set out below:

	June 2023 average rates	June 2022 average rates
Euro	**18,613**	17,143
Australian Dollar	**11,948**	11,033
US Dollar	**17,758**	15,217
Chinese Yuan Renminbi	**2,555**	2,357
Mexican Peso	**0,940**	0,755
Brazilian Real	**3,455**	2,934
British Pound Sterling	**21,395**	20,241
Canadian Dollar	**13,257**	12,019
Russian Ruble	**0,260**	0,206

Revenue, other income, cost of sales and expenses

For purposes of the constant exchange rate report the recalculated prior period's source currency revenue, other income, cost of sales and expenses have been recalculated from the prior period's relevant average exchange rate to the current period's relevant reported average exchange rate.

Interest paid net of investment income

Net interest paid is directly linked to the source currency of the borrowing on which it is levied and recalculated from the prior period's relevant reported average exchange rate to the current period's relevant reported average exchange rate.

Tax

The tax charge for purposes of the constant currency report has been recomputed by applying the actual effective tax rate to the recalculated profit before tax.

	June 2023 (at 2023 average rates) R'million	Audited June 2022 (at 2022 average rates) R'million	Change at reported exchange rates %	Recalculated Illustrative constant exchange rates June 2022 (at 2023 average rates) R'million	Change at constant exchange rates %
Key constant exchange rate indicators					
Revenue	**40 709**	38 606	5	41 817	(3)
Gross profit	**18 934**	18 306	3	19 725	(4)
Normalised EBITDA[1]	**11 100**	11 012	1	11 844	(6)
Operating profit	**7 822**	8 671	(10)	9 234	(15)
Normalised headline earnings	**6 657**	7 373	(10)	7 946	(16)
Basic and diluted earnings per share (cents)	**1 176,9**	1 432,3	(18)	1 523,1	(23)
Headline and diluted headline earnings per share (cents)	**1 405,4**	1 461,2	(4)	1 575,2	(11)
Normalised headline and diluted headline earnings per share (cents)	**1 498,5**	1 627,6	(8)	1 754,1	**(15)**

[1] *Normalised EBITDA represents operating profit before depreciation and amortisation adjusted for specific non-trading items as defined in the Group's accounting policy.*

	June 2023 (at 2023 average rates) %	June 2022 (at 2022 average rates) %
Revenue currency mix		
Euro	**30**	31
South African Rand	**15**	17
Australian Dollar	**15**	14
Chinese Yuan Renminbi	**9**	10
US Dollar	**8**	7
Brazilian Real	**4**	4
Mexican Peso	**4**	3
Canadian Dollar	**2**	2
Russian Ruble	**1**	2
British Pound Sterling	**1**	1
Other currencies	**11**	9
Total	**100**	**100**

Illustrative constant exchange rate report on selected financial data – Annexure 1 continued

Group segmental analysis

	June 2023 (at 2023 average rates)				
	Sterile Focus Brands R'million	Regional Brands R'million	Total Commercial Pharmaceuticals R'million	Total Manufacturing R'million	Total R'million
Revenue	10 588	18 824	29 412	11 297	40 709
Cost of sales	(4 168)	(7 597)	(11 765)	(10 010)	(21 775)
Gross profit	6 420	11 227	17 647	1 287	18 934
Selling and distribution expenses					(5 799)
Administrative expenses					(3 627)
Net other operating income					345
Depreciation					1 247
Normalised EBITDA[1]					11 100
Adjusted for					
Depreciation					(1 247)
Amortisation					(541)
Loss on sale of assets					(1)
Net impairment of assets					(1 064)
Insurance compensation of assets					43
Restructuring costs					(278)
Transaction costs					(190)
Operating profit					7 822
Gross profit (%)	60,6	59,6	60,0	11,4	46,5
Selling and distribution expenses (%)					14,2
Administrative expenses (%)					8,9
Normalised EBITDA (%)					27,3

[1] *Normalised EBITDA represents operating profit before depreciation and amortisation adjusted for specific non-trading items as defined in the Group's accounting policy.*

	Recalculated illustrative constant exchange rate June 2022 (at 2023 average rates)				
	Sterile Focus Brands R'million	Regional Brands R'million	Total Commercial Pharmaceuticals R'million	Total Manufacturing R'million	Total R'million
Revenue	11 262	18 597	29 859	11 958	41 817
Cost of sales	(4 504)	(8 082)	(12 586)	(9 506)	(22 092)
Gross profit	6 758	10 515	17 273	2 452	19 725
Selling and distribution expenses					(5 961)
Administrative expenses					(3 245)
Net other operating income					73
Depreciation					1 252
Normalised EBITDA[1]					11 844
Adjusted for					
Depreciation					(1 252)
Amortisation					(589)
Profit on sale of assets					1 187
Net impairment of assets					(1 273)
Insurance compensation on assets					97
Restructuring costs					(189)
Transaction costs					(525)
Reversal of deferred consideration no longer payable					16
Product litigation costs					(82)
Operating profit					9 234
Gross profit (%)	60,0	56,5	57,8	20,5	47,2
Selling and distribution expenses (%)					14,3
Administrative expenses (%)					7,8
Normalised EBITDA (%)					28,3

[1] *Normalised EBITDA represents operating profit before depreciation and amortisation adjusted for specific non-trading items as defined in the Group's accounting policy.*

Illustrative constant exchange rate report on selected financial data – Annexure 1 continued

Group segmental analysis continued

	Change				
	Sterile Focus Brands %	Regional Brands %	Total Commercial Pharmaceuticals %	Total Manufacturing %	Total %
Revenue	**(6)**	**1**	**(1)**	**(6)**	**(3)**
Cost of sales	**(7)**	**(6)**	**(7)**	**5**	**(1)**
Gross profit	**(5)**	**7**	**2**	**(48)**	**(4)**
Selling and distribution expenses					**(3)**
Administrative expenses					**12**
Net other operating income					**>100**
Depreciation					**0**
Normalised EBITDA[1]					**(6)**

[1] *Normalised EBITDA represents operating profit before depreciation and amortisation adjusted for specific non-trading items as defined in the Group's accounting policy.*

GROUP REVENUE SEGMENTAL ANALYSIS

for the year ended 30 June	June 2023 (at 2023 average rates) R'million	Recalculated illustrative constant exchange rate June 2022 (at 2023 average rates)[2] R'million	Change %
Commercial Pharmaceuticals by customer geography	**29 412**	29 859	(1)
Africa Middle East	**8 154**	8 523	(4)
Australasia	**5 827**	5 519	6
Asia	**5 505**	5 581	(1)
Americas	**5 079**	5 030	1
Europe CIS	**4 847**	5 206	(7)
Manufacturing revenue by geography of manufacture			
Active pharmaceutical ingredients	**5 024**	5 357	(6)
Europe CIS	**4 832**	5 128	(6)
Africa Middle East	**192**	229	(16)
Heparin	**3 423**	2 583	33
Europe CIS	**3 423**	2 583	33
Finished dose form – Steriles	**1 480**	2 807	(47)
Europe CIS	**1 037**	1 007	3
Africa Middle East	**443**	1 800	(75)
Finished dose form – Other	**1 370**	1 211	13
Australasia	**727**	645	13
Europe CIS	**498**	414	20
Asia	**115**	130	(12)
Americas	**19**	–	100
Africa Middle East	**11**	22	(50)
Total Manufacturing revenue	**11 297**	11 958	(6)
Total revenue	**40 709**	41 817	(3)
Summary of regions			
Europe CIS	**14 637**	14 338	2
Africa Middle East	**8 800**	10 574	(17)
Australasia	**6 554**	6 164	6
Asia	**5 620**	5 711	(2)
Americas	**5 098**	5 030	1
Total revenue	**40 709**	41 817	(3)

[2] *Refer to Basis of Accounting for restatement as a result of segmental classifications.*

Commercial Pharmaceuticals therapeutic area analysis

	June 2023 (2023 average rates)		
	Sterile Focus Brands R'million	Regional Brands R'million	Total R'million
By customer geography			
Commercial Pharmaceuticals			
Africa Middle East	**443**	**7 711**	**8 154**
Australasia	**677**	**5 150**	**5 827**
Asia	**4 768**	**737**	**5 505**
Americas	**1 627**	**3 452**	**5 079**
Europe CIS	**3 073**	**1 774**	**4 847**
Total Commercial Pharmaceuticals	**10 588**	**18 824**	**29 412**

	Recalculated illustrative constant exchange rate June 2022[1] (at 2023 average rates)		
	Sterile Focus Brands R'million	Regional Brands R'million	Total R'million
By customer geography			
Commercial Pharmaceuticals			
Africa Middle East	540	7 983	8 523
Australasia	695	4 824	5 519
Asia	4 904	677	5 581
Americas	1 657	3 373	5 030
Europe CIS	3 466	1 740	5 206
Total Commercial Pharmaceuticals	11 262	18 597	29 859

	Change		
	Sterile Focus Brands %	Regional Brands %	Total %
By customer geography			
Commercial Pharmaceuticals			
Africa Middle East	(18)	(3)	(4)
Australasia	(3)	7	6
Asia	(3)	9	(1)
Americas	(2)	2	1
Europe CIS	(11)	2	(7)
Total Commercial Pharmaceuticals	(6)	1	(1)

[1] *Refer to Basis of Accounting for restatement as a result of segmental classifications.*

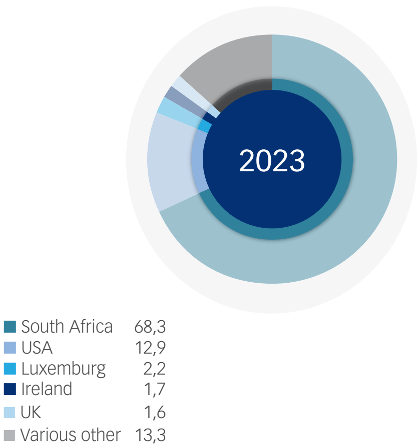
Unaudited share statistics

Shareholders' spread

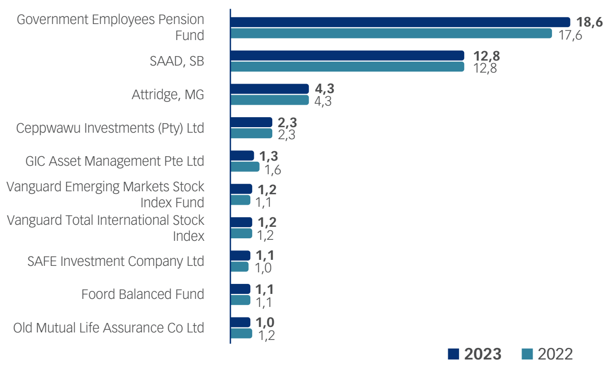
As required by paragraph 8.63 and in terms of paragraph of 4.25 of the JSE Listings Requirements, the spread of the ordinary shareholding at close of business 30 June 2023 was as follows:

	Number of shareholders	Number of shares	% of total shareholding
Non-public shareholders	**13**	**156 403 192**	**35,0**
Directors of the Company and directors of material subsidiaries	11	76 470 538	17,1
Government Employees Pension Fund	1	78 626 296	17,6
Employee share trusts – treasury shares	1	1 306 358	0,3
Public shareholders	**44 737**	**289 849 140**	**65,0**
Total shareholding	**44 750**	**446 252 332**	**100,0**
Public shareholders (including the GEPF)	**44 738**	**368 475 436**	**82,6**

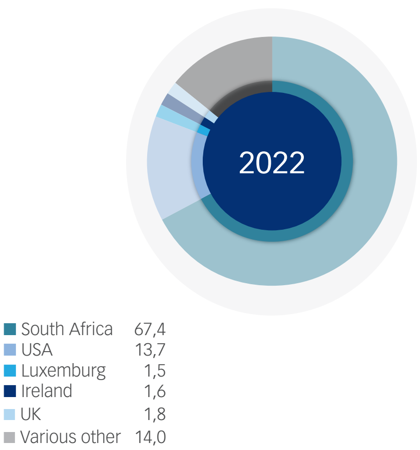
Beneficial shareholders – country (%)



Top 10 beneficial shareholders (%)



Beneficial shareholders – country (%)



Top 10 institutional shareholders (%)

Percentages for top 10 beneficial shareholders and top 10 institutional shareholders reflected above are as a percentage of the total issued share capital of the Company.

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Company Secretary

Reginald Haman

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Registration number

1985/002935/06

Share code

APN ISIN: ZAE 000066692
APN Legal Entity Identifier ("LEI"): 635400ZYSN1IRD5QWQ94

Website address

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Sponsors

Investec Bank Limited

Transfer secretaries

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Disclaimer

We may make statements that are not historical facts and relate to analyses and other information based on forecasts of future results and estimates of amounts not yet determinable. These are forward looking statements as defined in the U.S. Private Securities Litigation Reform Act of 1995. Words such as "prospects", "believe", "anticipate", "expect", "intend", "seek", "will", "plan", "indicate", "could", "may", "endeavour" and "project" and similar expressions are intended to identify such forward looking statements, but are not the exclusive means of identifying such statements.

By their very nature, forward looking statements involve inherent risks and uncertainties, both general and specific, and there are risks that predictions, forecasts, projections and other forward looking statements will not be achieved. If one or more of these risks materialise, or should underlying assumptions prove incorrect, actual results may be very different from those anticipated.

The factors that could cause our actual results to differ materially from the plans, objectives, expectations, estimates and intentions expressed in such forward looking statements are discussed in each year's Annual Report.

Forward looking statements apply only as of the date on which they are made, and we do not undertake other than in terms of the Listings Requirements of the JSE Limited, any obligation to update or revise any of them, whether as a result of new information, future events or otherwise.

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