

Audited Abridged Financial Results of
National Foods Holdings Limited

for the year ended 30 June 2019

Chairman’s Statement

Directors’ Responsibility
The Holding Company’s Directors are responsible for the preparation and fair presentation of the Group’s consolidated financial statements, of which this press release represents an extract. These abridged Group annual financial statements are presented in accordance with the disclosure requirements of the Zimbabwe Stock Exchange (ZSE) Listing Requirements for provisional annual financial statements (preliminary reports), and in accordance with the measurement and recognition principles of International Financial Reporting Standards (IFRS), except as stated in the commentary below, and in the manner required by the Companies Act (Chapter 24:03). The principal accounting policies applied in the preparation of these abridged annual financial statements are except where stated, consistent with those applied in the previous annual financial statements.

Cautionary Statement - Reliance on all Financial Statements Prepared in Zimbabwe for 2018/2019
Following the reintroduction of the Zimbabwe Dollar (ZWL) on 22 February 2019 through the promulgation of Statutory Instrument 33 of 2019 (SI 33), the Directors would like to advise users to exercise caution in their use of these annual financial statements due to the material and pervasive impact of the technicalities brought about by the change in functional currency and its consequent impact on the usefulness of financial statements of Companies reporting in Zimbabwe.

Users are also advised that the Zimbabwe Stock Exchange (ZSE) has issued a statement on the modified opinions for all listed entities reporting in Zimbabwe in respect of 2018/2019 financial year-ends. The statement notes that: “...it was not the Listed Companies’ volition not to comply with financial reporting Standards but rather a matter of complying with the obtaining laws of the Country as prescribed by Statutory Instrument 33 of 2019 (SI 33).” The audit report on these results has been qualified by the independent auditors, Ernst & Young Chartered Accountants (Zimbabwe), as indicated in the audit statement below.

Audit Statement
These abridged Group annual financial statements should be read in conjunction with the complete set of the Group annual financial statements for the year ended 30 June 2019. The Group annual financial statements have been audited by Ernst & Young Chartered Accountants (Zimbabwe), who have issued an adverse opinion for non-compliance with International Accounting Standard (IAS) 21 (The Effects of Changes in Foreign Exchange Rates). The auditor’s report on the Group annual financial statements, from which these abridged Group annual financial statements are extracted, is available for inspection at the Company’s registered office.

Basis of Accounting for the Change in Functional Currency
As noted above, Government promulgated SI 33 on 22 February 2019, giving legal effect to the reintroduction of the Zimbabwe Dollar (ZWL) as legal tender and prescribed that for accounting and other purposes, certain assets and liabilities on this effective date would be deemed to be Zimbabwe Dollars at a rate which was at par with the United States Dollar (USD). Guidance issued by the PAAB noted that the requirements of SI 33 were contrary to the provisions of IAS 21. The Directors have always ensured compliance with IFRS, but were unable to do so in the current year due to the conflict between IFRS and local statutory requirements.

In line with SI 33, the Group therefore changed its functional and reporting currency with effect from 22 February 2019. However, in an attempt to more fairly present its Statement of Financial Position as at this date in Zimbabwe Dollars, the Group re-based the net book value of its property, plant and equipment and investments at an exchange rate of USD1 = ZWL 4. This exchange rate reflected the implied fair market rate of exchange based on procurement arrangements that the Group had with local suppliers of raw materials. After accounting for the effects of deferred taxation, the net effect of this re-basing exercise resulted in an increase in total equity, through the Change in Functional Currency Reserve account, of ZWL 110.25m

Comparative financial information and that from the period from 1 July 2018 to 22 February 2019, has been prepared on the assumption that the United States Dollar and the Zimbabwe Dollar were at par.

As required by IAS 21, foreign monetary assets and liabilities in existence at 30 June 2019 have been translated to Zimbabwe Dollars at appropriate closing market rates of exchange, with any exchange differences between 22 February 2019 and 30 June 2019 having been adjusted for through the Group’s Income Statement.

Since the Group undertook its asset re-basing exercise in February 2019, the Zimbabwe Dollar has experienced significant devaluation against major currencies. The Board awaits guidance from the PAAB in accounting for this devaluation. If sustained, the devaluation could result in a material understatement of the Group’s asset base and consequently shareholders’ equity.

Sustainability Reporting
The Group adopted sustainability reporting prepared in accordance with Global Reporting Initiatives (GRI) standards as part of its commitment to sustainable business practices. These standards require that the Group disclose how it managed material sustainability issues during the year. The Group continues to strengthen sustainable value creation practises across its business units to ensure long term business success.

Economic Environment
The year saw the newly elected Government introduce a number of fiscal and economic reforms with a view to stabilising the economy in the long term. Chief amongst these was the eventual reintroduction of a local currency in June 2019, a process which had begun with the separation of local bank accounts into domestic and ‘nostro’ accounts in October 2018, followed by the official inclusion of the RTGS dollar in the basket of currencies and the launch of the interbank foreign currency market in February 2019.

The reforms precipitated some necessary, although painful, corrections in the domestic economy. The combination of significantly higher inflation, declining real incomes and further reduced formal employment placed tremendous pressure on consumers.

Salient Features

	Year Ended 30 June 2019 Audited		
Volume (MT)	610 812	▲	12%
	ZWL’000		
Revenue	566 173	▲	90%
Operating profit	81 974	▲	270%
Profit before tax	76 028	▲	258%
Basic earnings per share (cents)	82.78	▲	230%
Headline earnings per share (cents)	82.62	▲	230%
Total dividend declared per share (cents)	27.57	▲	120%

Stockfeeds
Stockfeed volumes improved significantly, increasing by 42.5% compared to last year, as the market recovered from the Avian Influenza outbreak. Offtake remained resilient through the year, only stalling at the end of the year as protein demand slowed with the substantial price increases driven by raw material cost push.

MCG
Volumes in this Division came under pressure as most categories traded have high imported content and therefore became relatively less affordable, particularly compared to subsidised maize. Against this background, a volume reduction of 5% over last year to 46,000MT was a reasonable performance.

Snacks and Treats
This Division delivered an excellent performance, with volume growth of 14% driven by the King Kuris soft snacks and Iris biscuits brands. The Group continues to drive a strong innovation agenda in the snacks and treats categories and both Iris Creams and Popticorn were launched shortly after year end.

Pure Oil
National Foods holds an effective 40% stake in Pure Oil Industries and its results are equity accounted. The effective contribution of Pure Oil in the period reduced by 41% to \$3.1m, as the company focused on reducing its foreign liabilities. Whilst volumes were constrained by foreign currency availability, Pure Oil continues to perform well in the market through its ZimGold brand. The year also saw the launch of ZimGold margarine. The entity owes US\$10.2m to Export Trading Group, our partner in Pure Oil. This loan has been registered with the Reserve Bank and was used to import equipment when the oil plant was established. Repayment of this loan will be a key focus for the business in the year ahead.

National Foods Logistics
National Foods Logistics was created in the second half of the previous financial year, and is responsible for the distribution of National Foods’ products to the market. The fleet now comprises 42 trucks, of which 19 were acquired during the year. The fleet moved 31% of the Group’s volumes during the year. The objective of improving distribution efficiencies is steadily being achieved, albeit that progress was slowed by the need to deal with the numerous day to day operational challenges. The Board has approved the acquisition of a further 11 trucks in the year ahead.

Contract Farming
The Group continues to support local farming, with 10,500 hectares of a variety of cereal crops having been planted during the year through two substantial contract farming schemes. National Foods directly supported the production of 9,500 hectares of maize, wheat, soya beans, sugar beans and popcorn through the 2018 winter and 2018-19 summer seasons. In addition, Pure Oil supported 1,000 hectares of soya beans during the 2018-2019 summer season. These schemes produced a total of 51,000MT of grain.

Corporate Social Responsibility (CSR)
The Group continues to assist vulnerable communities, supporting 41 registered institutions spread across the country’s 10 provinces with regular food supplies. In addition, National Foods assists a number of wildlife conservation initiatives. The Group was also proud to support the “Gems”, the Zimbabwe Women’s netball team on their extremely successful World Cup tour.

Abridged Group Statement of Profit or Loss and Other Comprehensive Income

	Year Ended 30 June 2019 Audited ZWL’000	Year Ended 30 June 2018 Audited ZWL’000
Revenue	566 173	297 929
Operating Profit before depreciation and amortisation	81 974	22 134
financial income	2 515	—
depreciation and amortisation	(5 890)	(2 667)
Profit before interest and tax	78 599	19 467
interest income	230	150
interest paid	(6 310)	(3 602)
equity accounted earnings	3 509	5 196
Profit before tax	76 028	21 211
tax	(19 408)	(4 036)
Profit for the year	56 620	17 175
Other comprehensive income - to be recycled to profit or loss at a future point in time	—	(1)
exchange differences arising on translation of foreign operations	—	(1)
Total comprehensive income for the period	56 620	17 174
Profit for the period attributable to:		
equity holders of the parent	56 620	17 175
Total comprehensive income for the period attributable to:		
equity holders of the parent	56 620	17 174
EARNINGS PER SHARE (CENTS)		
- Basic earnings per share	82.78	25.11
- Headline earnings per share	82.62	25.05
- Diluted earnings per share	82.78	25.11



Abridged Group Statement of Financial Position

	At 30 June 2019 Audited ZWL'000	At 30 June 2018 Audited ZWL'000
ASSETS		
Non-current assets		
property, plant and equipment	174 349	44 123
other non-current assets	28 744	13 137
	203 093	57 260
Current assets		
inventory	96 370	41 747
trade and other receivables	133 637	62 516
current portion of other financial assets	2 744	1 999
current tax receivable	—	751
cash and cash equivalents	34 518	33 403
	267 269	140 416
assets held for sale	—	3 402
Total assets	470 362	201 078
EQUITY AND LIABILITIES		
Capital and reserves		
ordinary share capital	684	684
non-distributable reserves	107 997	(11)
distributable reserves	150 100	103 163
Total shareholders' equity	258 781	103 836
Non-current liabilities		
deferred tax liability	36 802	8 202
	36 802	8 202
Current liabilities		
interest-bearing borrowings	85 532	30 421
trade payables	64 277	52 786
other payables	428	347
current tax payable	14 981	—
shareholders for dividends	9 561	5 316
	174 779	88 870
liabilities relating to assets held for sale	—	170
Total liabilities	211 581	97 242
Total equity and liabilities	470 362	201 078

Abridged Group Statement of Cash Flows

	Year Ended 30 June 2019 Audited ZWL'000	Year Ended 30 June 2018 Audited ZWL'000
Cash (utilised)/generated from operating activities		
net interest paid	(6 080)	(3 554)
tax paid	(4 542)	(4 318)
Total cash (utilised)/generated from operations	(36 584)	41 460
Investing activities		
Purchase of property, plant and equipment to expand operations	(2 089)	(518)
Purchase of property, plant and equipment to maintain operations	(11 262)	(3 926)
Other cashflows from investing activities	3 621	(1 564)
Net cash outflow from investing activities	(9 730)	(6 008)
Net cash (outflow)/inflow before financing activities	(46 314)	35 452
Financing activities	55 111	(244)
Dividend Paid	(7 682)	(5 488)
Net increase in cash	1 115	29 720
Cash and cash equivalents at the beginning of the year	33 403	3 683
Cash and cash equivalents at the end of the year	34 518	33 403
Cash and cash equivalents comprise		
cash and short term deposits with related parties	34 518	33 403
	34 518	33 403

Abridged Group Statement of Changes in Equity

	Share capital ZWL'000	Non- Distributable Reserves ZWL'000	Distributable Reserves ZWL'000	Total ZWL'000
Balance at 30 June 2017	684	(10)	94 264	94 938
profit for the year	—	—	17 175	17 175
exchange differences on transalation of foreign operations	—	(1)	—	(1)
total comprehensive income	—	(1)	17 175	17 174
dividends declared	—	—	(8 276)	(8 276)
Balance at 30 June 2018	684	(11)	103 163	103 836
profit for the year	—	—	56 620	56 620
transfer of CF CR relating to current year movements	—	(2 243)	2 243	—
change in functional currency reserve	—	110 251	—	110 251
total comprehensive income	—	108 008	58 863	166 871
dividends declared	—	—	(11 926)	(11 926)
Balance at 30 June 2019	684	107 997	150 100	258 781

Supplementary Information

1 Corporate Information
The company and its subsidiaries are incorporated in Zimbabwe except for Botswana Milling and Produce Company (Proprietary) Limited and Red Seal Manufactures (Proprietary) Limited which are incorporated in Botswana.

The Group's activities consist of the milling of flour and maize, the manufacture of stockfeeds, snacks and biscuits and the packaging and sale of other general household goods. The Group also owns a portfolio of properties that are leased out to the main business units.

2 Basis of Preparation
The Group's annual financial statements have been prepared in accordance with International Financial Reporting Standards ("IFRS") and in the manner required by the Zimbabwe Companies Act (Chapter 24:03) except for the non compliance with International Accounting Standard ("IAS") 21, The Effect of Changes in Foreign Exchange Rate.

The Group's financial statements have been prepared based on the statutory records that are maintained under the historical cost basis, except for equity investments that have been measured at fair value. The consolidated financial statements are presented in Zimbabwean Dollars (ZWL) and all values are rounded to the nearest dollar, except where otherwise indicated.

The principal accounting policies of the Group have been consistently applied in all material respects with those of the previous year unless otherwise stated except for the adoption of the following standards and amendments effective for the current period:
a) IFRS 9 Financial Instruments
b) IFRS 15 Revenue from Contracts with Customers

2.1 Adoption of IFRS 9
The Group retrospectively adopted IFRS 9 on 1 July 2018 as a replacement of IAS 39 Financial Instruments: Recognition and Measurement. IFRS 9 introduced new requirements which include the classification and measurement of financial instruments and expected credit loss (ECL) models. As permitted by IFRS 9, the Group elected not to restate its comparative financial statements. Consequently, comparative information is reported on an IAS 39 basis and is not fully comparable to prior period and/or prior year information. Under IFRS 9 the provision has been calculated using the expected credit loss model compared to the incurred loss model under IAS 39. This change has not resulted in a significant impact on the provision.

Supplementary Information (continued)

2 Basis of Preparation (continued)
2.2 IFRS 15 Revenue from Contracts with Customers
IFRS 15 establishes a single comprehensive model for entities to use in accounting for revenue arising from contracts with customers. IFRS 15 superseded the previous revenue recognition guidance including IAS 18 Revenue, IAS 11 Construction contracts and the related interpretations when it became effective. The core principle of IFRS 15 is that an entity should recognise revenue to depict the transfer of promised goods or services in an amount that reflects the consideration to which the entity expects to be entitled in exchange for those goods or services.

The Group adopted IFRS 15 using the modified retrospective approach in the current financial period presented. The initial adoption of IFRS 15 did not result in changes to the manner in which the Group accounts for revenue and its contracts with customers.

2.3 IAS 21 The Effects of Changes in Foreign Currency Exchange Rates
The Monetary Policy statement issued on 20 February 2019 by the Reserve Bank of Zimbabwe and Statutory Instrument 33 of 2019 (SI 33) issued by the Government on 22 February 2019 (effective date) prescribed the following:
a) Denomination of Real Time Gross Settlement system (RTGS) balances, bond notes and coins collectively as RTGS Dollars (ZWL);
b) RTGS dollars become part of the multi-currency system;
c) RTGS dollars to be used by all entities (including Government) and individuals in Zimbabwe for the purposes of pricing goods and services, record debts, accounting and settlement of domestic transactions, and
d) Establishment of an inter-bank foreign exchange market where the foreign exchange rates would be determined on a willing buyer willing seller basis.

According to SI33, RTGS balances expressed in the USD immediately before the effective date, were deemed to be opening balances in RTGS dollars at par with the USD. Foreign currency designated accounts (Nostro FCA) continued to be designated as such while foreign loans and obligations continued to be payable in foreign currency.

Following SI 33 regulations, the Directors performed an assessment on the functional and presentation currency of the Group in accordance with IFRSs and concluded that the functional and presentation currency of the Group had changed from USD to ZWL.

For the purposes of establishing take-on ZWL balances into the ZWL functional currency on the effective date, the Group applied a foreign currency exchange rate which equated to the exchange rate (implied) obtained by the Group in procurement arrangements concluded with local suppliers of imported raw materials. The average implied rate during the month of February was ZWL4: USD1. As a result, the Group has recognised a net increase in assets amounting to ZWL138.06m arising from the conversion of balances of property, plant and equipment and investments in associates as at the effective date, with the resulting equity uplift recorded as a non-distributable change in functional currency reserve. Comparative financial information and that from the period from 1 July 2018 to 22 February 2019 has been translated on the assumption that the USD and the ZWL were at par.'

	Milling, Manufacturing and Distribution ZWL'000	Properties ZWL'000	Intersegment adjustments ZWL'000	Total ZWL'000
Revenue				
30 June 2019	565 758	1 775	(1 360)	566 173
30 June 2018	297 231	2 086	(1 388)	297 929
Operating profit before depreciation and amortization				
30 June 2019	83 416	(1 442)	—	81 974
30 June 2018	20 821	1 313	—	22 134
Depreciation and amortization				
30 June 2019	(4 549)	(1 341)	—	(5 890)
30 June 2018	(2 079)	(588)	—	(2 667)
Net Interest Expense				
30 June 2019	(6 505)	425	—	(6 080)
30 June 2018	(3 863)	411	—	(3 452)
Profit before tax				
30 June 2019	78 634	(2 606)	—	76 028
30 June 2018	20 075	1 136	—	21 211
Segment assets				
30 June 2019	360 287	114 689	(4 614)	470 362
30 June 2018	162 843	45 070	(6 835)	201 078
Segment liabilities				
30 June 2019	(192 251)	(23 944)	4 614	(211 581)
30 June 2018	(97 932)	(6 145)	6 835	(97 242)
Capital expenditure				
30 June 2019	12 468	883	—	13 351
30 June 2018	4 119	325	—	4 444

	Year Ended 30 June 2019 Audited ZWL'000	Year Ended 30 June 2018 Audited ZWL'000
4 Depreciation and amortisation	5 890	2 667
5 Capital expenditure for the year	13 351	4 444
6 Future lease commitments		
Payable within one year	283	283
Payable two to five years	165	447
	448	730
7 Commitments for capital expenditure		
Contracts and orders placed	47 600	9 898
Authorized by Directors but not contracted	26 200	4 822
	73 800	14 720
The capital expenditure is to be financed out of the Group's own resources and borrowing facilities.		
8 Other non-current assets		
Intangible assets	1 516	1 516
Investment in associates	25 497	10 632
Investment in listed investments	823	—
Loan receivable	908	976
Other financial assets	—	13
	28 744	13 137

9 Shareholders for Dividends
The Shareholders for dividends balance relates to foreign dividends payable, outstanding as at reporting date.

10 Interest bearing borrowings
Interest bearing borrowings constitute bank loans from various local financial institutions which accrue interest at an average rate of 19.7% per annum. The facilities expire at different dates during the year and will be reviewed and renewed when they mature.

11 Earnings per share
Basic earnings basis
The calculation is based on the profit attributable to equity holders of the parent and number of shares in issue for the year.

Headline earnings basis
Headline earnings comprise of basic earnings attributable to equity holders of the parent adjusted for profits, losses and items of a capital nature that do not form part of the ordinary activities of the Group, net of their related tax effects and share of non-controlling interests as applicable.

	Year Ended 30 June 2019 Audited ZWL'000	Year Ended 30 June 2018 Audited ZWL'000
Reconciliation of basic earnings to headline earnings		
Profit for the year attributable to equity holders of the parent	56 620	17 175
Adjustment for capital Items		
Profit on disposal of property, plant and equipment	(116)	(48)
Tax effect on adjustments	11	5
Headline earnings attributable to ordinary shareholders	56 515	17 132
Number of shares in issue		
Weighted average number of ordinary shares in issue	68 400 108	68 400 108
Basic earnings per share (cents)	82.78	25.11
Headline earnings per share (cents)	82.62	25.05

12 Guarantees
The company acted as a guarantor to Pure Oil. The guarantees are in respect of any and all financial obligations and the indebtedness of Pure Oil Industries (Private) Limited.
1. Guarantee issued by National Foods Holdings Limited in favour of Stanbic Bank Zimbabwe Limited subject to a maximum limit of ZWL\$ 30 million
2. Guarantee issued by National Foods Limited (a wholly owned subsidiary) in favour of ETC Group subject to a maximum limit of US\$750,000

