BLU LABEL UNLIMITED

Blu Label Unlimited Group Limited
Unaudited financial results
for the six months ended
30 November 2025

SAME GAME
NEWPLAY

BLU LABEL UNLIMITED

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NON-IFRS INFORMATION

The non-IFRS performance measures (e.g. normalised financial results) are compiled in terms of the JSE Limited ("JSE") Listings Requirements and the Guide on Pro Forma Financial Information, issued by SAICA and are the responsibility of the Board of Directors and are presented for illustrative purposes. Pro forma information presented on a non-IFRS basis has been extracted from the information underlying the Group's unaudited financial results for the six months ended 30 November 2025, the quality of which the Board is satisfied with.

The pro forma financial information has been prepared for illustrative purposes only and due to its nature may not fairly present the Group's financial position, changes in equity, results of operations or cash flows.

The non-IFRS performance measures have not been reviewed or audited by the Group's auditors.

DISCLAIMER

This document contains certain statements that are "forward-looking" with respect to certain of the Group's plans, goals and expectations relating to its future performance, results, strategies and objectives. Words such as "may", "could", "will", "expect", "intend", "estimate", "anticipate", "aim", "outlook", "believe", "plan", "seek", "predict" or similar expressions typically identify forward looking statements. These forward looking statements are not statements of fact or guarantees of future performance, results, strategies and objectives, and by their nature involve risk and uncertainty because they relate to future events and circumstances which are difficult to predict and are beyond the Group's control, including but not limited to, domestic and global economic business conditions, market-related risks such as fluctuations in interest rates and exchange rates, the policies and actions of regulatory authorities, the impact of competition, inflation, deflation, the timing impact and other uncertainties of future acquisitions or combinations within relevant industries, as well as the impact of changes in domestic and global legislation and regulations in the jurisdictions in which the Group and its affiliates operate. The Group's actual future performance, results, strategies and objectives may differ materially from the plans, goals and expectations expressed or implied in the forward looking statements. The Group makes no representations or warranty, express or implied, that these forward looking statements will be achieved, and undue reliance should not be placed on such statements. The forward looking statements in this document are not reviewed and reported on by the Group's external assurance providers. The Group undertakes no obligation to update the historical information or forward looking statements in this document and does not assume responsibility for any loss or damage arising as a result of the reliance by any party thereon.

COMMENTARY

KEY MESSAGES

The six-month period reflects disciplined execution, strategic focus and meaningful structural progress across the Group. Blu Label continues to transition from its legacy telecommunications distribution roots into a diversified digital infrastructure and enablement platform, supported by improving revenue quality, stabilising margins and cash generation. Management remains focused on operational efficiency, cost discipline and enhancing returns on invested capital.

A defining milestone during the period was the successful restructuring and subsequent listing of Cell C Limited ("Cell C"). Following a multi-year process in which Blu Label played a pivotal role, Cell C has been repositioned into a leaner, asset-light and wholesale-enabled operator with a more sustainable capital framework and materially improved cost base.

This transaction de-risked the Group's exposure and enhanced earnings visibility. The listing of Cell C introduces transparent market valuation, strengthened governance and independent access to capital for Cell C, reinforcing Blu Label's role as a strategic shareholder focused on long-term value creation rather than operational support.

Post period-end, BluEnergy secured a multi-year energy trading licence from NERSA, enabling participation in South Africa's power sector reform and positioning the Group to deliver renewable energy solutions across municipalities and independent power producers (IPPs).

The Group's reported results for the six-month period were materially affected by the impact of IFRS® Accounting Standards arising from the restructuring transactions and the listing of Cell C. Accordingly, these non-operational accounting effects will affect reported earnings for the financial year ending 31 May 2026.

The Board has resumed dividend distributions, declaring an interim dividend of 43.56 cents per share, reflecting confidence in the Group's financial position, cash generation and sustainable earnings outlook.

The Group exits the period with a simplified structure, stronger capital base and clearer strategic direction, positioning Blu Label to focus on scalable digital platforms, infrastructure and adjacent technology-enabled services while benefitting from the value crystallisation achieved through Cell C.

STATEMENT OF COMPREHENSIVE INCOME

Normalised Financial Results

The Group's financial results for the six-month period ended 30 November 2025 were materially impacted by a series of strategic transactions, most notably the acquisition of control of Cell C, the subsequent pre-listing restructuring (which included the disposal of Comm Equipment Company ("CEC")), and the partial disposal of Cell C which resulted in it transitioning from a subsidiary back to an associate.

These transactions, while strategically important, introduce a degree of accounting complexity that created volatility in the underlying performance of the Group. Although the related accounting treatments are required under IFRS Accounting Standards, they are not indicative of Blu Label's core operational trajectory or earnings capacity.

Accordingly, in order to provide a clearer understanding of the Group's core performance, normalised financial information has been presented excluding Cell C's and CEC's financial results for the six-month period, a goodwill impairment, and all extraneous items associated with the pre-listing restructuring of Cell C.

This approach provides an alternative basis from which to evaluate the Group's sustainable earnings profile and ongoing performance. The normalised financial information is not based on IFRS Accounting Standards and does not form part of the primary financial statements of the Group.

On a normalised basis for the six months ended 30 November 2025, the financial highlights were as follows:

- Revenue of R5.0 billion. On inclusion of the gross amount generated on "PINless top-ups", prepaid electricity, ticketing and universal vouchers, the effective increase equated to 11% from R45.9 billion to R50.9 billion;
- Gross income of R1.353 billion;
- EBITDA of R535 million;
- Net profit after tax of R389 million;
- Headline and core headline earnings of R398 million;
- Core headline earnings of 44.19 cents per share; and
- Interim dividend of 43.56 cents per share.

Normalised Financial Results	Group Nov 2025 R'000
Revenue	**5 020 431**
Gross income	**1 353 079**
EBITDA	**535 161**
Net profit after tax attributable to equity holders of the parent	**389 054**
Headline earnings	**397 658**
Core headline earnings	**397 855**
Share performance:	
Earnings per share (cents)	**43.22**
Headline earnings per share (cents)	**44.17**
Core headline earnings per share (cents)	**44.19**

Following the successful restructuring of Cell C and the relinquishment of control, the Group will equity account for its 49.47% shareholding in Cell C going forward. This equity-accounted contribution will include CEC's earnings, following the disposal of CEC to Cell C in November 2025 and its integration into the Cell C group. Accordingly, the Group's normalised earnings will incorporate its proportionate share of Cell C's profitability, which will be added to the core headline earnings base of R398 million. This is expected to provide a more comprehensive view of the Group's total earnings while enhancing earnings visibility.

The interest in Cell C comprises a shareholding of 49.47% plus an additional economic interest of 15.95% in respect of the sale by The Prepaid Company ("TPC") of such equity interest to Sisonke Growth Partners (a Broad-Based Black Economic Empowerment special purpose vehicle) using vendor funding provided by TPC. TPC continues to recognise the 15.95% stake as an asset which has been classified as a non-current asset held for sale because the Group has commenced a formal disposal or refinancing process that is expected to result in accounting derecognition of such stake within the next 12 months.

Proceeds from this transaction are intended to support debt reduction and strengthen the Group's working capital position.

Group revenue, excluding Cell C's consolidated results for the three months ended 30 November 2025, and CEC's results for the full six-month period, amounted to R5 billion. As only the gross profit earned on "PINless top-ups", prepaid electricity, ticketing and universal vouchers are recognised as revenue, on imputing the gross revenue generated from these sources, the effective growth in revenue equated to R5 billion (11%), resulting in a total revenue of R50.9 billion compared to the prior period of R45.9 billion.

Gross revenue generated on "PINless top-ups" increased by R1.8 billion from R10.6 billion to R12.4 billion.

Electricity revenue generated on behalf of the utilities increased by R2.3 billion (11%) from R21.9 billion to R24.3 billion. Commission earnings, primarily calculated based on kilowatt-hour ("kWh") consumption, declined by R16 million (10%) from R161 million to R144 million. The decline in commissions was driven by margin compression, despite overall growth in gross electricity revenue, supported by NERSA-approved tariff adjustments and inflationary increases linked to kWh usage.

Gross ticketing revenue declined by R102 million (14%), resulting in a decline in commissions earned of R7 million. The decline was driven by a reduction in sales of music festivals and concerts, which have historically generated lower margins offset by a growth in commuter bus channel revenues.

Gross revenue from universal vouchers increased by R1.7 billion (23%) from R7.3 billion to R9 billion, underpinned by the continued expansion of BluVoucher sales through financial institution channels.

REPORTED FINANCIAL RESULTS

BLU's reported results include Cell C's equity-accounted contribution for the three months ended 31 August 2025, its consolidated results for the three months ended 30 November 2025, and CEC's results for the full six-month period, as the disposal became effective only at the end of November 2025.

Reported Financial Results	Group Nov 2025 R'000	Group Nov 2024 R'000	Growth R'000	Growth %
Revenue	**8 637 903**	7 245 092	1 392 811	19
EBITDA	**(4 112 561)**	653 155	(4 765 716)	(730)
Net profit after tax attributable to equity holders of the parent	**(5 001 364)**	395 353	(5 396 717)	(1 365)
Headline earnings	**347 517**	413 545	(66 028)	(16)
Core headline earnings	**374 401**	424 302	(49 901)	(12)
Share performance:				
Earnings per share (cents)	**(555.56)**	43.98	(599.54)	(1 363)
Headline earnings per share (cents)	**38.60**	46.01	(7.41)	(16)
Core headline earnings per share (cents)	**41.59**	47.20	(5.61)	(12)

Included in earnings for the six months ended 30 November 2025 is a net loss of R5.2 billion relating to the Group's investment in Cell C, which is added back for headline earnings.

The loss comprises R6 billion recognised on the disposal of TPC's investment in Cell C and CEC following Cell C's listing at a market value of R9 billion, partially offset by a gain of R841 million on the remeasurement of the previously held interest when TPC acquired control of Cell C in September 2025.

STATEMENT OF FINANCIAL POSITION

The Statement of Financial Position has been materially simplified following the successful implementation of the Cell C pre-listing restructuring and subsequent listing, with much of the historic complexity associated with Cell C funding instruments and restructuring-related transactions now unwound.

Key structural changes include:

- Debt-to-equity conversion: TPC's outstanding debt claims against Cell C were waived as the amounts owing were not supported by the pre-listing valuation.
- Disposal of CEC: TPC disposed of its 100% shareholding in CEC to Cell C, in exchange for additional Cell C shares.
- Airtime asset transfer: TPC returned Cell C airtime to Cell C in exchange for newly issued equity.
- SPV restructure: The special purpose vehicles ("SPVs") that held equity interests in Cell C were restructured, further simplifying the Group's financial structure.

Key balance sheet movements related to the above:

- Loans to associates and joint ventures reduced by R3.2 billion;
- Cell C airtime inventory held by the BLU Group reduced by R3.8 billion; and
- Intangible assets and trade and other receivables reduced by R842 million and R448 million, respectively, which related to the income sharing arrangement between CEC and Cell C.

Financial assets at fair value through profit or loss of R372 million were reallocated to the investment in Cell C following the completion of TPC's acquisition of SPV1 and Gramercy's shareholdings in Cell C, subsequent to receiving Competition Commission approval.

Investment in associates and joint ventures increased from R1.7 billion to R5.9 billion, driven primarily by Blu Label's investment in Cell C. The opening investment of R1.7 billion was deemed to be disposed of at fair value upon Blu Label obtaining control of Cell C. Following Cell C's listing on 27 November 2025, the Group disposed of a portion of its shareholding, resulting in the loss of control and deconsolidation of the Cell C Group (including CEC), while retaining a significant minority interest accounted for as an associate at an initial fair value of R5.9 billion.

Of this amount, R1.4 billion, comprising a 15.95% interest in Cell C sold to Sisonke Growth Partners, has been reclassified as a non-current asset held for sale within current assets, leaving a balance of R4.5 billion recognised within investments in associates and joint ventures.

The loss of control of the Cell C Group (including CEC) resulted in the full derecognition of CEC's assets and liabilities. This included a reduction in purchase price allocation intangible assets and goodwill of R444 million, together with a decrease in advances to customers of R1.6 billion. Interest-bearing borrowings declined by R1.7 billion following the derecognition of the CEC facility with African Bank.

Cash and cash equivalents increased by R1.8 billion, primarily driven by proceeds of R2.7 billion received from the sell-down of a 30% shareholding in Cell C, based on an equity valuation of R9.0 billion. A portion of the proceeds is intended to be applied towards the settlement of certain interest-bearing borrowings and other debt obligations, with the remaining cash enhancing the Group's liquidity position and supporting ongoing working capital requirements.

As a result, the Group is positioned with a simpler and more transparent balance sheet and enhanced financial flexibility.

CASH FLOW STATEMENT

The Statement of Cash Flows includes Cell C's consolidated results for the three months ended 30 November 2025.

Cash generation remains a central focus for the Group, and Blu Label continues to demonstrate strong cash conversion once restructuring-related impacts are excluded.

Normalised EBITDA translated into operating cash flows, supported by disciplined working capital management and capital expenditure aligned with the Group's asset-light business model.

Cash generated from trading operations, including three months of cash generated by Cell C, amounted to R1.5 billion. Working capital movements include a decrease in inventory of R363 million and an increase in trade payables of R1.5 billion, offset by an increase in trade and other receivables of R553 million and an increase in advances to customers of R240 million. After incurring net finance costs of R424 million and taxation of R63 million, net cash generated from operating activities amounted to R1.016 billion.

Net cash flows generated from investing activities amounted to R1.8 billion of which R2.8 billion related to the net proceeds raised on the acquisition and subsequent disposal of Cell C and CEC. This was offset by the purchase of intangible assets and fixed assets amounting to R490 million, and the additional funds advanced to Cell C prior to listing, amounting to R641 million.

Cash flows utilised in financing activities amounted to R926 million, of which R851 million related to lease repayments. Included in these repayments was a lease settlement of R733 million paid to Dark Fibre Africa by Cell C. Further net outflows of R75 million related to borrowings, comprising an inflow of borrowings raised amounting to R1.552 billion, largely relating to a bridge loan in TPC, offset by repayments amounting to R1.626 billion.

Cash and cash equivalents accumulated to R2.69 billion at 30 November 2025.

PROSPECTS AND OUTLOOK

The Group enters the second half with strong operational momentum, improved earnings visibility and a clearer pathway to medium-term value creation, supported by continued cost discipline and margin optimisation.

Core prepaid distribution and payments operations remain resilient, with management focused on protecting the Group's market-leading position, deepening client relationships and enhancing and executing on revenue assurance capabilities (including municipal payment enablement at scale).

Strategic investments are shifting from build-out to commercial execution, with BluEnergy progressing toward first contracted revenues on the back of an expanding municipal/commercial pipeline and project readiness. Post period-end, BluEnergy has secured a multi-year energy trading licence from NERSA, enabling participation in South Africa's power sector reform and the delivery of renewable energy solutions across municipalities and independent power producers.

Strategic investments in data analytics, AI and digital platforms are transitioning from development to commercial execution, positioning the Group for sustained performance into FY26.

The Group has resumed dividend distributions, declaring an interim dividend of 43.56 cents per share, reflecting confidence in its financial position and sustainable earnings outlook.

APPRECIATION

The Blu Label Board would like to extend its gratitude to the staff, suppliers, customers and business partners for their ongoing support and dedication to the Group.

For and on behalf of the Board

LM Nestadt
Chairman

BM Levy and MS Levy
Joint Chief Executive Officers

DA Suntup* CA(SA)
Financial Director

25 February 2026

** Supervised the preparation of the Group's unaudited six-month period ended results.*

CONDENSED GROUP STATEMENT OF COMPREHENSIVE INCOME

for the six months ended

	Notes	30 November 2025 Unaudited R'000	30 November 2024 Unaudited R'000
Revenue		**8 513 019**	7 091 989
Finance revenue		**124 884**	153 103
Total revenue	4	**8 637 903**	7 245 092
Other income		**1 709 252**	29 021
Direct operating costs*		**(6 256 897)**	(5 619 372)
Employee compensation and benefit expense		**(746 864)**	(436 605)
Depreciation and amortisation		**(271 702)**	(96 770)
Impairment		**(161 697)**	-
Bad debts and expected credit losses		**(215 511)**	(185 658)
Fair value movements		**218 047**	(3 552)
Modification/derecognition of financial instruments		**192 662**	(26 851)
Other expenses		**(7 489 456)**	(348 920)
Operating (loss)/profit	5	**(4 384 263)**	556 385
Finance costs		**(629 363)**	(532 402)
Finance income		**220 571**	442 662
Share of (losses)/profits from associates and joint ventures	6.1	**(37 229)**	16 775
(Loss)/profit before taxation		**(4 830 284)**	483 420
Taxation		**(1 749)**	(84 498)
(Loss)/profit for the period		**(4 832 033)**	398 922
Other comprehensive (loss)/income:			
Items that may be subsequently reclassified to profit or loss			
Share of other comprehensive (loss)/income of associates and joint ventures		**(1 426)**	353
Other comprehensive (loss)/income for the period, net of tax		**(1 426)**	353
Total comprehensive (loss)/income for the period		**(4 833 459)**	399 275
(Loss)/profit for the period attributable to:		**(4 832 033)**	398 922
Equity holders of the parent		**(5 001 364)**	395 353
Non-controlling interest		**169 331**	3 569
Total comprehensive (loss)/income for the period attributable to:		**(4 833 459)**	399 275
Equity holders of the parent		**(5 002 790)**	395 706
Non-controlling interest		**169 331**	3 569
Earnings per share (cents)			
Basic	2	**(555.56)**	43.98
Diluted	2	**(553.01)**	43.87

* Direct operating expenses are the operating expenses directly attributable to the production of goods and services sold by the Group.

CONDENSED GROUP STATEMENT OF FINANCIAL POSITION

as at

	Notes	30 November 2025 Unaudited R'000	31 May 2025 Audited R'000
ASSETS			
Non-current assets		**5 696 957**	6 570 672
Property, plant and equipment		**142 395**	159 767
Right-of-use assets		**16 540**	38 919
Intangible assets		**492 705**	1 509 855
Goodwill		**188 243**	717 475
Investments in associates and joint ventures	6.1	**4 585 950**	1 809 287
Loans to associates and joint ventures	6.1	**—**	1 302 614
Loans receivable		**3 321**	46 536
Advances to customers		**—**	653 146
Financial assets at fair value through profit or loss	7	**88 077**	128 521
Deferred taxation assets		**179 726**	204 552
Current assets		**8 084 590**	13 199 224
Loans to associates and joint ventures	6.1	**3 497**	1 947 148
Inventories		**248 432**	4 665 220
Loans receivable		**83 733**	57 240
Trade and other receivables		**3 399 362**	4 300 696
Advances to customers		**—**	990 621
Financial assets at fair value through profit or loss	7	**22 018**	411 074
Current tax assets		**16 272**	5 121
Cash and cash equivalents		**2 682 384**	822 104
Non-current assets classified as held for sale	10	**1 628 892**	—
Total assets		**13 781 547**	19 769 896
EQUITY AND LIABILITIES			
Capital and reserves		**2 240 412**	7 635 107
Issued share capital and premium		**7 635 226**	7 580 207
Other reserves		**(3 287 024)**	(2 835 093)
Retained earnings		**(2 186 076)**	2 815 288
Total ordinary shareholders' equity		**2 162 126**	7 560 402
Non-controlling interest		**78 286**	74 705
Non-current liabilities		**3 093 711**	3 246 384
Deferred taxation liabilities		**30 661**	223 348
Non-current lease liability		**8 962**	36 551
Financial liabilities at fair value through profit or loss	7	**140 000**	242 637
Borrowings	8	**2 914 088**	2 743 848
Current liabilities		**8 447 424**	8 888 405
Trade and other payables		**6 707 656**	5 974 889
Deferred revenue		**166 483**	173 436
Lease liability		**11 960**	10 393
Current tax liabilities		**20 899**	21 228
Financial liabilities at fair value through profit or loss	7	**141 117**	—
Borrowings	8	**1 325 175**	2 707 628
Bank overdraft		**473**	831
Liabilities directly associated with non-current assets classified as held for sale	10	**73 661**	—
Total equity and liabilities		**13 781 547**	19 769 896

CONDENSED GROUP STATEMENT OF CHANGES IN EQUITY

for the six months ended

	Issued share capital and premium Unaudited R'000	Retained earnings Unaudited R'000	Other reserves Unaudited R'000	Total ordinary share-holders' equity Unaudited R'000	Non-controlling interest Unaudited R'000	Total equity Unaudited R'000
Balance as at 1 June 2025	**7 580 207**	**2 815 288**	**(2 835 093)**	**7 560 402**	**74 705**	**7 635 107**
Loss for the period	**—**	**(5 001 364)**	**—**	**(5 001 364)**	**169 331**	**(4 832 033)**
Other comprehensive loss	**—**	**—**	**(1 426)**	**(1 426)**	**—**	**(1 426)**
Total comprehensive loss	**—**	**(5 001 364)**	**(1 426)**	**(5 002 790)**	**169 331**	**(4 833 459)**
Acquisition of treasury shares	**(57)**	**—**	**—**	**(57)**		**(57)**
Equity compensation benefit scheme shares vested	**55 076**	**—**	**(52 917)**	**2 159**	**(2 159)**	**—**
Equity compensation benefit movement	**—**	**—**	**7 185**	**7 185**	**371**	**7 556**
Transaction with non-controlling interest (note 6.2)	**—**	**—**	**(404 773)**	**(404 773)**	**404 773**	**—**
Non-controlling interest acquired (note 6.2.1)	**—**	**—**	**—**	**—**	**703 199**	**703 199**
Non-controlling interest disposed of	**—**	**—**	**—**	**—**	**(1 271 934)**	**(1 271 934)**
Balance as at 30 November 2025	**7 635 226**	**(2 186 076)**	**(3 287 024)**	**2 162 126**	**78 286**	**2 240 412**
Balance as at 1 June 2024	7 562 077	331 045	(2 883 438)	5 009 684	102 456	5 112 140
Profit for the period	—	395 353	—	395 353	3 569	398 922
Other comprehensive income	—	—	353	353	—	353
Total comprehensive income	—	395 353	353	395 706	3 569	399 275
Acquisition of treasury shares	(662)	—	—	(662)	—	(662)
Equity compensation benefit scheme shares vested	32 987	—	(31 467)	1 520	(1 520)	—
Equity compensation benefit movement	—	—	17 389	17 389	1 028	18 417
Dividends paid	—	—	—	—	(21 730)	(21 730)
Balance as at 30 November 2024	7 594 402	726 398	(2 897 163)	5 423 637	83 803	5 507 440

CONDENSED GROUP STATEMENT OF CASH FLOWS

for the six months ended

	Notes	30 November 2025 Unaudited R'000	30 November 2024 Unaudited R'000
Cash flows from operating activities			
Cash generated by operations		**1 502 545**	424 022
Interest received		**74 034**	114 699
Interest paid		**(497 541)**	(516 985)
Taxation paid		**(63 001)**	(150 883)
Net cash generated from/(utilised in) operating activities		**1 016 037**	(129 147)
Cash flows from investing activities			
Acquisition of intangible assets and property, plant and equipment		**(489 743)**	(298 829)
Acquisition of subsidiary (Cell C) net of cash acquired		**298 777**	—
Acquisition of shares in associate		**—**	(740)
Proceeds from disposal of subsidiaries (Cell C and CEC) net of cash disposed of		**2 535 024**	—
Proceeds from disposal of shares in associate		**—**	9 945
Dividends received from associate	6.1	**5 734**	13 372
Financial assets carried at fair value repaid	7	**47 994**	—
Advances paid to associates (Cell C) #		**(641 279)**	—
Loans repaid by associates and joint ventures		**9 133**	121 762
Loans receivable repaid/(advanced)		**9 926**	(18 993)
Other investing activities		**3 948**	6 501
Net cash generated from/(utilised in) investing activities		**1 779 514**	(166 982)
Cash flows from financing activities			
Borrowings (repaid)/raised	8	**(74 968)**	293 787
Lease repayments		**(851 335)**	(14 221)
Acquisition of treasury shares		**(57)**	(662)
Dividends paid to non-controlling interest*		**—**	(21 730)
Net cash (utilised in)/generated from financing activities		**(926 360)**	257 174
Net increase/(decrease) in cash and cash equivalents		**1 869 191**	(38 955)
Cash and cash equivalents at the beginning of the period		**821 273**	896 147
Cash and cash equivalents at the end of the period		**2 690 464**	857 192
Included in cash and cash equivalents net of bank overdraft per the statement of financial position		**2 681 911**	857 192
Included in non-current assets classified as held for sale		**8 553**	—
		2 690 464	857 192

* Represents a dividend paid to a minority shareholder of a subsidiary company.

\# This was to purchase airtime from Cell C which was part of the airtime returned to Cell C in exchange for Cell C shares as part of the Cell C pre-listing restructuring. Refer to note 6.2.

NOTES TO THE GROUP FINANCIAL STATEMENTS

for the six months ended

1. HEADLINE EARNINGS

	Total	
	30 November 2025 Unaudited R'000	30 November 2024 Unaudited R'000
(Loss)/profit attributable to equity holders of the parent	**(5 001 364)**	395 353
Net (profit)/ loss on disposal of property, plant and equipment	**(1 383)**	578
Impairment of property, plant and equipment	**281**	10 725
Impairment of intangible assets	**9 671**	—
Impairment of goodwill	**161 697**	—
Net profit on disposal of property, plant and equipment in associate/joint venture	**(7 762)**	(64)
Gain on deemed disposal of associate — Cell C (note 6.2.1)	**(841 077)**	—
Loss on disposal of subsidiary — Cell C and CEC (note 6.2.2)	**6 027 454**	—
Net loss on sale of joint venture	**—**	6 953
Headline earnings	**347 517**	413 545
Headline earnings per share (cents)	**38.60**	46.01

2. SHARE PERFORMANCE

	Total			
	Attributable earnings		Cents per share	
For the six months ended	30 November 2025 Unaudited R'000	30 November 2024 Unaudited R'000	30 November 2025 Unaudited	30 November 2024 Unaudited
Headline earnings				
Basic	**347 517**	413 545	**38.60**	46.01
Diluted	**347 517**	413 545	**38.43**	45.88
Core	**374 401**	424 302	**41.59**	47.20
Earnings attributable to ordinary equity holders				
Basic	**(5 001 364)**	395 353	**(555.56)**	43.98
Diluted	**(5 001 364)**	395 353	**(553.01)**	43.87
Weighted average number of shares				
Weighted average number of ordinary shares	**900 240 510**	898 858 938		
Adjusted for forfeitable shares	**4 154 280**	2 403 502		
Weighted average number of ordinary shares for diluted earnings	**904 394 790**	901 262 440		
Number of shares in issue	**913 655 874**	913 655 874		
Number of shares in issue excluding treasury shares	**907 898 240**	901 366 413		
Reconciliation between (loss)/profit and core headline earnings for the period:				
(Loss)/profit for the period attributable to equity holders of the parent	**(5 001 364)**	395 353		
Amortisation of intangible assets raised through business combinations net of tax and net of non-controlling interest	**26 884**	10 757		
Core (loss)/profit for the period	**(4 974 480)**	406 110		
Headline earnings adjustments	**5 348 881**	18 192		
Core headline earnings	**374 401**	424 302		
Core headline earnings per share (cents)	**41.59**	47.20		

NOTES TO THE GROUP FINANCIAL STATEMENTS

CONTINUED

for the six months ended

3. SEGMENTAL SUMMARY

For the six months ended 30 November 2025	Total Unaudited R'000	Africa Distribution Unaudited R'000	International Unaudited R'000	Solutions Unaudited R'000	Corporate Unaudited R'000
Total segment revenue	**10 839 142**	**10 661 295**	**—**	**177 847**	**—**
Internal revenue	**(2 201 239)**	**(2 140 864)**	**—**	**(60 375)**	**—**
Revenue	**8 637 903**	**8 520 431**	**—**	**117 472**	**—**
Operating profit/(loss) before depreciation and amortisation	**(4 112 561)**	**(4 071 872)**	**(2 948)**	**13 816**	**(51 557)**
Profit/(loss) for the period attributable to equity holders of the parent	**(5 001 364)**	**(4 955 131)**	**(2 170)**	**28 805**	**(72 868)**
Amortisation of intangibles raised through business combinations net of tax and non-controlling interest	**26 884**	**26 884**	**—**	**—**	**—**
Headline earnings adjustments	**5 384 881**	**5 384 921**	**—**	**—**	**(40)**
Core headline earnings for the period	**374 401**	**420 674**	**(2 170)**	**28 805**	**(72 908)**
For the six months ended 30 November 2024					
Total segment revenue	9 779 967	9 488 359	—	136 358	155 250
Internal revenue	(2 534 875)	(2 366 067)	—	(13 558)	(155 250)
Revenue	7 245 092	7 122 292	—	122 800	—
Operating profit/(loss) before depreciation and amortisation	653 155	700 452	(948)	11 601	(57 950)
Profit/(loss) for the period attributable to equity holders of the parent	395 353	448 910	(692)	23 109	(75 974)
Amortisation of intangibles raised through business combinations net of tax and non-controlling interest	10 757	10 757	—	—	—
Headline earnings adjustments	18 192	11 239	—	6 953	—
Core headline earnings for the period	424 302	470 906	(692)	30 062	(75 974)

4. REVENUE

	Total		Africa Distribution		Solutions	
	30 November 2025 Unaudited R'000	30 November 2024 Unaudited R'000	**30 November 2025 Unaudited R'000**	30 November 2024 Unaudited R'000	**30 November 2025 Unaudited R'000**	30 November 2024 Unaudited R'000
Revenue from contracts with customers	**8 376 903**	6 837 874	**8 259 431**	6 715 074	**117 472**	122 800
Revenue from contracts with customers operating as a distributor	**5 430 432**	6 837 874	**5 312 960**	6 715 074	**117 472**	122 800
Prepaid airtime, data and related revenue	**3 034 233**	4 502 230	**3 034 233**	4 502 230	**—**	—
Postpaid airtime, data and related revenue	**86 581**	90 375	**86 581**	90 375	**—**	—
Prepaid and postpaid SIM cards	**164 330**	182 986	**164 330**	182 986	**—**	—
Services	**271 480**	269 005	**154 008**	146 205	**117 472**	122 800
Electricity commission	**144 336**	160 733	**144 336**	160 733	**—**	—
Handsets, tablets and other devices	**1 214 189**	1 241 291	**1 214 189**	1 241 291	**—**	—
Other revenue*	**515 283**	391 254	**515 283**	391 254	**—**	—
Revenue from contracts with customers operating as a mobile network operator	**2 946 471**	—	**2 946 471**	—	**—**	—
Mobile services – prepaid	**1 502 736**	—	**1 502 736**	—	**—**	—
Mobile Services – postpaid	**584 096**	—	**584 096**	—	**—**	—
Services – wholesale	**429 796**	—	**429 796**	—	**—**	—
Services – roaming	**377 153**	—	**377 153**	—	**—**	—
Services – other	**52 690**	—	**52 690**	—	**—**	—
Subscription income share	**136 116**	254 115	**136 116**	254 115	**—**	—
Revenue	**8 513 019**	7 091 989	**8 395 547**	6 969 189	**117 472**	122 800
Finance revenue	**124 884**	153 103	**124 884**	153 103	**—**	—
Total revenue	**8 637 903**	7 245 092	**8 520 431**	7 122 292	**117 472**	122 800

* Other revenue predominantly includes audit projects on municipalities and commissions earned on the sale of universal vouchers, bus ticketing and the facilitation of bill payments.

5. OPERATING (LOSS)/PROFIT

	Notes	30 November 2025 Unaudited R'000	30 November 2024 Unaudited R'000
The following are charges/(credits) in arriving at operating profit, which changed significantly compared to the comparative period:			
Advertising and promotional expenses		**191 188**	41 469
Consulting fees		**115 143**	16 507
Licence fees		**109 258**	36 629
Repairs and maintenance		**135 893**	7 802
Gain on deemed disposal of associate – Cell C	6.2.1	**(841 077)**	—
Gain on effective settlement of pre-existing relationships upon obtaining control of Cell C	6.2.1	**(480 707)**	—
Loss on disposal of subsidiary – Cell C (including CEC)	6.2.2	**6 027 454**	—
Gain on settlement of Cell C leases with Dark Fibre Africa		**(355 832)**	—
Loss on written put option over Cell C shares issued to Nedbank and Lesaka	7	**141 117**	—
Loss on in-substance written call option over Cell C shares issued to Sisonke Growth Partners Proprietary Limited	7	**140 000**	—
Transaction costs related to the listing of Cell C		**318 992**	—
Impairment			
Impairment of goodwill		**161 697**	—
Fair value movements comprise the following:			
Fair value loss on surety receivable	7	**2 694**	757
Net fair value loss on financial instruments	7	**21 896**	2 795
Fair value gain on Preference shares B	7	**(242 637)**	—
		(218 047)	3 552
Modification/derecognition of financial instruments comprise the following:			
TPC			
(Gain)/loss on modification/derecognition of financial liability – Preference Shares A		**(43 238)**	2 204
Gain on derecognition of financial liability – SPV5		**(165 216)**	—
Loss on modification of financial liability – Gramercy		**15 792**	—
CEC			
Loss on derecognition of financial asset – Escrow receivable		**—**	24 647
		(192 662)	26 851

6. INVESTMENTS IN AND LOANS TO ASSOCIATES AND JOINT VENTURES
6.1 Summary of investments in and loans to Cell C, other associates and other joint ventures

	Cost and share of reserves		Loans		Investments and loans	
	30 November 2025 Unaudited R'000	31 May 2025 Audited R'000	30 November 2025 Unaudited R'000	31 May 2025 Audited R'000	30 November 2025 Unaudited R'000	31 May 2025 Audited R'000
Cell C	**5 894 367**	1 701 197	**—**	3 245 909	**5 894 367**	4 947 106
Other associates and joint ventures	**128 678**	108 090	**3 497**	3 853	**132 175**	111 943
	6 023 045	1 809 287	**3 497**	3 249 762	**6 026 542**	5 059 049
Disclosed as:						
– Non-current assets	**4 585 950**	1 809 287	**—**	1 302 614	**4 585 950**	3 111 901
– Current assets	**1 437 095#**	—	**3 497**	1 947 148	**1 440 592**	1 947 148

Refer to note 10.

6. INVESTMENTS IN AND LOANS TO ASSOCIATES AND JOINT VENTURES continued
6.1 Summary of investments in and loans to Cell C, other associates and other joint ventures continued

Investment in	Associate Cell C		Other associates and joint ventures*		Total	
Principal activity	Network provider					
Country of incorporation	South Africa					
	30 November 2025 Unaudited R'000	31 May 2025 Audited R'000	30 November 2025 Unaudited R'000	31 May 2025 Audited R'000	30 November 2025 Unaudited R'000	31 May 2025 Audited R'000
Cost and share of reserves						
Cost and share of reserves at the beginning of the period	**1 701 197**	—	**108 090**	98 333	**1 809 287**	98 333
Share of (losses)/profits from associates and joint ventures	**(64 974)**[1]	(98 653)	**27 745**	43 277	**(37 229)**	(55 376)
Share of (losses)/profits after tax	**(60 883)**	(69 278)	**27 745**	43 277	**(33 138)**	(26 001)
Amortisation of intangible assets	**(5 604)**	(102 739)		—	**(5 604)**	(102 739)
Deferred tax on the amortisation of intangible assets	**1 513**	73 364		—	**1 513**	73 364
Revaluation of investment in Cell C[2] (note 6.2.1)	**841 077**	—	**—**	—	**841 077**	—
Additional investment	**358 501**[3]	241 229	**—**	740	**358 501**	241 969
Cell C becomes a subsidiary (note 6.2.1)	**(2 835 801)**	—	**—**	—	**(2 835 801)**	—
Cell C becomes an associate (note 6.2.2)	**5 894 367**	—	**—**	—	**5 894 367**	—
Foreign currency translation reserve	**—**	—	**(1 423)**	538	**(1 423)**	538
Dividends received	**—**	—	**(5 734)**	(13 372)	**(5 734)**	(13 372)
Disposal of joint venture	**—**	—	**—**	(17 847)	**—**	(17 847)
Reversal of impairment of investment in associate	**—**	1 558 621	**—**	(3 579)	**—**	1 555 042
Cost and share of reserves at the end of the period	**5 894 367**	1 701 197	**128 678**	108 090	**6 023 045**	1 809 287
Loans to associates and joint ventures						
Loans at the beginning of the period	**3 245 909**	2 359 065	**3 853**	53 954	**3 249 762**	2 413 019
Loans advanced to associates and joint ventures[4]	**222 816**	1 117 366	**—**	29 261	**222 816**	1 146 627
Loans repaid by associates and joint ventures	**(85 668)**	(538 260)	**(212)**	(43 873)	**(85 880)**	(582 133)
Loans waived	**—**	—	**—**	(23 496)	**—**	(23 496)
Expected credit loss	**8 268**	307 738	**(144)**	(11 993)	**8 124**	295 745
Effective settlement upon obtaining control of Cell C (note 6.2.1)	**(3 391 325)**	—	**—**	—	**(3 391 325)**	—
Loans at the end of the period	**—**	3 245 909	**3 497**	3 853	**3 497**	3 249 762
Closing net book value	**5 894 367**	4 947 106	**132 175**	111 943	**6 026 542**	5 059 049

* The Group also has interests in a number of individually immaterial associates and joint ventures that are accounted for using the equity method which are aggregated under "other associates" and "other joint ventures".
1 This represents BLU's share of Cell C losses for only three months, because Cell C has been equity accounted from 1 June 2025 – 31 August 2025 and has been consolidated from 1 September 2025 – 24 November 2025.
2 TPC's economic interest was deemed to be disposed of at its fair value yielding a gain of R841 million.
3 Cell C shares purchased from SPV1's bond trustees and Gramercy. Refer to 6.2.1 for further information.
4 Loans advanced to associates and joint ventures also include the interest accrued on existing loans.

6. INVESTMENTS IN AND LOANS TO ASSOCIATES AND JOINT VENTURES continued

6.2 Investment in Cell C

During the six months ended 30 November 2025, there were significant changes in TPC's shareholding in Cell C, detailed as follows:

	Notes	Percentage
Shareholding with voting rights		49.53
Economic interest without voting rights		20.47
SPV4 – Loan to SPV4		5.47
SPV4 – Sale of a 5% shareholding in Cell C to SPV4 on loan account		5.00
SPV5 – Loan to SPV5		10.00
Total economic interest as at 31 May 2025		70.00
		10.13
Purchase of shares from SPV1's bond trustees		4.04
Purchase of shares from Gramercy		6.09
Total economic interest upon acquiring control		80.13
Additional shares obtained in the Cell C pre-listing restructuring		99.56
Debt to equity conversions		0.01
Sale of CEC in exchange for shares		22.47
Return of Cell C airtime for shares		77.08
Purchase of additional shares from SPV4		0.00
Dilution		(79.77)
Total shareholding and economic interest after the Cell C pre-listing restructuring		99.92
Sale of shares to Cell C management		(4.50)
Sell down		(30.00)
Total economic interest as at 30 November 2025		65.42
Sale of shares to Sisonke Growth Partners Proprietary Limited (note 6.2.2)		(15.95)
Total shareholding as at 30 November 2025		49.47
Total economic interest as at 30 November 2025 is accounted for as follows:		65.42
Equity accounted		49.47
Non-current assets classified as held for sale	10	15.95

Details of the changes in the investment in Cell C are set out below:

- 31 May 2025 – Cell C was an associate
  TPC held 49.53% of the shares and voting rights in Cell C, but an economic interest of 70% by virtue of its economic interest in Cell C shares held by SPV4 (10.47% interest) and SPV5 (10% interest). Previously BLU had provided loans to SPV4 and SPV5 and since the only assets held by the SPVs to back the loans were Cell C shares, the loans were in-substance investments in those shares. Furthermore, BLU had a commitment to acquire 59,000,000 Cell C shares (4.04% interest) from SPV1's bond trustees for $109 500 and a commitment to acquire 88,939,299 Cell C shares (6.09% interest) from Gramercy for R6 million. Since both purchases were subject to the approval of the Competition Commission and other conditions precedent which were unfulfilled as of 31 May 2025, the commitments to acquire the shares were accounted for as derivative assets at 31 May 2025.
- 4 September 2025 – Cell C became a subsidiary
  Competition Commission approval was received on 3 September 2025 and the other conditions precedent to acquire the additional Cell C shares were met on 4 September 2025. This gave TPC the ability to exercise 59.66% of the voting rights and resulted in TPC having the ability to exercise control over Cell C. Upon Cell C becoming a subsidiary, TPC's economic interest at the time of 70% (equity-accounted carrying value of R1.636 billion) was deemed to be disposed of at its fair value which was estimated to be R2.477 billion (based on an estimated fair value of Cell C of R3.539 billion), yielding a gain of R841 million which is included in other income on the statement of comprehensive income. After acquiring the shares from SPV1's bond trustees and Gramercy, TPC's economic interest in Cell C was 80.13%.

6. INVESTMENTS IN AND LOANS TO ASSOCIATES AND JOINT VENTURES continued

6.2 Investment in Cell C continued

- 22–24 November 2025 – CEC was sold to Cell C and Cell C became an associate (49.47% shareholding, economic interest of 65.42%)
  - Pre-listing restructuring of Cell C which resulted in TPC holding 99.92% of the shares in Cell C (before the sales of shares identified below):
    - TPC waived the debt owing to it by Cell C
    - TPC sold 100% of the shares in CEC to Cell C in exchange for Cell C shares
    - TPC returned Cell C airtime to Cell C in exchange for Cell C shares
      None of these transactions had an impact on the BLU consolidated financial statements because they were all inter-company transactions.
    - TPC acquired an additional 0.008% stake in Cell C from SPV4 for no consideration. This was accounted for as a transaction with minorities resulting in a R0.7 million credit to the transaction with non-controlling interest reserve.
  - TPC transferred a 4.5% stake in Cell C to Cell C Executive Management involved in the turn-around of Cell C, for no consideration.

    The shares were sold while TPC had control of Cell C, which meant that the transaction was with equity participants and was therefore accounted for within equity as an allocation between the transaction with non-controlling interest reserve and non-controlling interest of the fair value of the shares of R405 million.

    Furthermore, since Cell C was a subsidiary, at the time that TPC sold these shares, the sale constituted an equity-settled share-based payment transaction for BLU. The Cell C Executive Management must meet specified service vesting conditions to be entitled to the shares, however, should the shares not vest, they do not revert to TPC and the Cell C Remuneration Committee will determine their reallocation in accordance with the terms agreed to by the participants. The share-based payment expense for the period until Cell C was deconsolidated was immaterial given that the grant date of the share-based payment occurred shortly prior to TPC losing control of Cell C as a result of the sell-down (see below) and that the expense is recognised over the vesting period. 60% and 40% vest over an average period of 2.86 years and 4.86 years, respectively. The transfer of the shares to Cell C Executive Management constitutes an equity-settled share-based payment transaction for Cell C itself (notwithstanding that TPC sold the shares) because it will be receiving the services from the recipients of the Cell C shares. After the loss of control and to the extent that Cell C will be equity accounted, TPC's share of profits from Cell C will include the equity accounted share of the equity-settled share-based payment expense recognised by Cell C.
  - TPC sold a 15.95% stake in Cell C to Sisonke Growth Partners Proprietary Limited ("Sisonke") to ensure that Cell C would meet ICASA's requirement for a minimum share ownership of 30% by historically disadvantaged individuals ("HDIs") upon Cell C's listing.

    The shares were sold at R26.50 per share on loan account with a 6-year tenure bearing interest at Rand Merchant Bank's prime overdraft rate plus 3.75% per annum. During this period, 90% of any dividends accruing to Sisonke are required to be applied to reduce the loan account outstanding. TPC has the right to repurchase any or all of the Cell C shares at the market price prevailing at the time, subject to it having the necessary regulatory approvals. Since TPC continues to bear substantially all of the risks and rewards of ownership of the shares until the loan account is settled, other than the voting rights, the sale on loan account has been accounted for as an 'in-substance' written call option (derivative liability) over the 15.95% stake with the loan account treated as the exercise price. The derivative liability is recognised at fair value through profit or loss and its fair value has been determined using the Geometric Brownian Motion model using Monte Carlo Simulations. The variables include expected risk-free interest rates, and the anticipated volatility and dividend yield of the Cell C share. Since the loan account is taken into account in determining the fair value of the derivative liability, the loan is not separately accounted for as a loan receivable. TPC's economic interest in Cell C that is accounted for includes the 15.95% stake and Sisonke's right to keep 10% of any dividends accruing to them during the loan period is reflected in the fair value of the derivative liability. The initial fair value yielded a loss of R140 million which was recognised in other expenses in the statement of comprehensive income.
  - TPC sold shares in Cell C, comprising an aggregate stake of 30%, to third party investors ahead of Cell C's listing on 27 November 2025. The sale took place at R26.50 per share, which yielded a market capitalisation of Cell C of R9.010 billion upon its listing.

6. INVESTMENTS IN AND LOANS TO ASSOCIATES AND JOINT VENTURES continued
6.2 Investment in Cell C continued
6.2.1 Investment in Cell C: Associate to a subsidiary

Receiving approval from the Competition Commission made it possible for TPC to acquire an additional 10.13% stake in Cell C (4.04% from SPV1's bond trustees and 6.09% from Gramercy), thereby increasing its economic interest in Cell C to 80.13%.

From a financial reporting perspective, upon Cell C becoming a subsidiary on 4 September 2025, it was deemed that:

- TPC's economic interest at the time of 70% (equity accounted carrying value of R1.636 billion) was disposed of at its fair value which was estimated to be R2.477 billion (based on an estimated fair value of 100% of Cell C of R3.539 billion), yielding a gain of R841 million which is included in other income in the statement of comprehensive income; and then
- TPC acquired an economic interest of 80.13% for a purchase price (before the effective settlement of pre-existing relationships) equal to R2.836 billion, which comprised the fair value of the 70% economic interest (R2.477 billion) plus the fair values of the derivative assets of R141 million and R210 million related to the purchase of shares from SPV1's bond trustees and Gramercy respectively, plus cash of R8 million.

Business combination accounting required BLU to reflect the effective settlement (derecognition), at fair value, of pre-existing relationships between the BLU Group and Cell C because upon acquiring control of Cell C, Cell C and BLU became a single reporting entity. These comprised the following:

	Carrying value as of 4 September 2025 R'000	Fair value as of 4 September 2025 R'000	Gain to BLU on effective settlement R'000
◆ Inter-company loans receivable from Cell C (R1.302 billion non-current and R2.089 billion current)	3 391 325	3 391 325	—
◆ Inter-company trade receivables from Cell C	94 025	94 025	—
◆ Inter-company trade payables to Cell C	(187 499)	(187 499)	—
◆ Cell C airtime	4 884 431	5 365 138	480 707
Cell C airtime (inventory)	3 552 144		
Prepayments for Cell C airtime (included in trade receivables)	1 332 287		
◆ Intangible assets related to the subscription income-sharing arrangement between Cell C and CEC	827 810	827 810	—
◆ Balances included in trade receivables related to the subscription income-sharing arrangement between Cell C and CEC (R141 million non-current and R239 million current)	379 627	379 627	—
◆ Deferred tax liabilities related to the subscription income-sharing arrangement assets that were derecognised	(223 509)	(223 509)	—
TOTAL	9 166 210	9 646 917	480 707

Although the purchase price of TPC's economic interest of 80.13% was calculated as R2.836 billion, after taking into account the fair value of what BLU received upon the effective settlement of the pre-existing relationships of R9.647 billion, it means that BLU effectively paid R12.483 billion to acquire 80.13% of the assets and liabilities of Cell C that do not relate to transactions or relationships with BLU. BLU elected to measure the non-controlling interest ('NCI') of 19.87% at its fair value of R703 million upon acquiring control of Cell C. Therefore, for the purposes of the purchase price allocation ("PPA") required by business combination accounting, the total purchase price for 100% of the assets and liabilities of Cell C that do not relate to transactions or relationships with BLU was calculated as R13.209 billion. The PPA is shown below with goodwill being the excess of the total purchase price over the net identifiable assets and liabilities of Cell C recognised by BLU.

6. INVESTMENTS IN AND LOANS TO ASSOCIATES AND JOINT VENTURES continued
6.2 Investment in Cell C continued
6.2.1 Investment in Cell C: Associate to a subsidiary continued

	R'000
Non-current assets	
Property, plant and equipment	751 812
Intangible assets	11 687 836
Spectrum	8 620 000
Brand	1 646 000
Computer software	1 376 323
Other	45 513
Equity-accounted investments	11 017
Total non-current assets	12 450 665
Current assets	
Inventories	42 686
Trade and other receivables	941 749
Cash and cash equivalents	306 707
Total current assets	1 291 142
Non-current liabilities	
Lease liabilities	1 848 465
Deferred tax	209 987
Total non-current liabilities	2 058 452
Current liabilities	
Trade and other payables	4 314 965
Interest bearing borrowings	438 729
Lease liabilities	266 724
Contract liabilities	115 269
Total current liabilities	5 135 687
Net identifiable assets and liabilities with third parties at fair value	6 547 668
Goodwill	6 660 958
Purchase price	13 208 626

6. INVESTMENTS IN AND LOANS TO ASSOCIATES AND JOINT VENTURES continued

6.2 Investment in Cell C continued

6.2.2 Investment in Cell C: Subsidiary to associate

Ahead of Cell C's listing on 27 November 2025, TPC sold shares in Cell C to third party investors, comprising an aggregate stake of 30% for cash of R2.703 billion. Based on the sell-down price, the market capitalisation of the new Cell C Group (which includes CEC) upon listing was R9.010 billion. Upon the sell-down, TPC lost control of Cell C as a result of its shareholding and voting rights being reduced to 49.47% which only gives TPC significant influence. As a result, the new Cell C Group was deconsolidated and the remaining investment recognised as an investment in an associate. Since the sale of the 15.95% stake in Cell C to Sisonke has not been treated as a sale for accounting purposes, TPC's investment in associate represents its economic interest in Cell C of 65.42%, which was measured initially at R5.894 billion based on the market capitalisation of the new Cell C Group. Included in the carrying value is goodwill of R404 million, which has been calculated on a provisional basis. A loss of R6.027 billion was incurred on the sell-down and is recognised in other expenses in the statement of comprehensive income.

The 15.95% stake is classified as a non-current asset held for sale. Refer to note 10 for further information.

6.2.3 Assessment of control over Cell C

As of 30 November 2025, TPC's shareholding (and voting rights) in Cell C was 49.47% which increased to 49.53% in December 2025 after acquiring additional Cell C shares from Nedbank and Lesaka (refer to note 11).

The Cell C Board of Directors makes decisions that significantly affect Cell C's returns (the relevant activities). TPC has no rights to appoint any directors on the Cell C Board. The appointment of directors is by ordinary resolution and given that TPC does not hold a majority of the shareholder voting rights, TPC cannot unilaterally pass such ordinary resolution. Accordingly, TPC does not control the Cell C Board and therefore does not control Cell C.

It is noted that although TPC's economic interest includes the 15.95% stake in Cell C that was sold to Sisonke (refer to note 6.2), TPC has no ability to direct how the voting rights attached to these shares are exercised. Sisonke holds these voting rights. In addition, although TPC has the right to repurchase the shares sold to Sisonke, doing so requires the prior approvals of the Competition Commission and the Independent Communications Authority of South Africa ("ICASA") and it is unlawful to give effect to a transaction before such approval is obtained.

Furthermore, given that Cell C is now listed and there have been significant changes in its shareholders, there is currently no basis for concluding that TPC's voting rights will constitute the majority of the voting rights cast at a Cell C shareholders' meeting. Therefore, there is no basis for concluding that TPC has *de facto* control over Cell C. Since TPC has significant influence, Cell C is classified as an associate at 30 November 2025.

6. INVESTMENTS IN AND LOANS TO ASSOCIATES AND JOINT VENTURES continued

6.2 Investment in Cell C continued

6.2.4 Going concern of Cell C

Cell C had an excess of current liabilities over current assets of R2.34 billion (2024: R8.05 billion). During the reporting period, Cell C encountered liquidity constraints predominantly attributable to the seasonal nature of working capital requirements and elevated cash outflows related to Cell C's technological modernisation drive, capacity rebasing and capex investment payments. In response, Cell C management has prepared detailed cash flow forecasts extending at least twelve months beyond the approval date of these financial statements, incorporating rigorous downside scenario analyses that consider key variables such as revenue trends, customer churn, device financing recoveries, and the availability of funding. These forecasts reflect the implementation of a range of mitigation strategies currently in progress, including cost optimisation initiatives, the deferral of selected non-essential capital projects and the better utilisation of the facilities available to Cell C. Based on the outcomes of these assessments and the mitigatory actions undertaken, the Directors of Cell C are satisfied that Cell C will maintain adequate liquidity to meet its obligations as they fall due for the foreseeable future. Accordingly, the Directors of Cell C have not identified any material uncertainties that may cast significant doubt on its ability to continue as a going concern.

6.3 Assessment of investment in associates and joint ventures for impairment

An investment in an associate or joint venture is tested for impairment whenever events or changes in circumstances indicate that the carrying amount may not be recoverable.

The Group assesses at each reporting date whether such indicators exist. Similarly, the investment in an associate or joint venture is subsequently reassessed for indications of impairment loss previously recognised that may no longer exist. If there is an indication that an impairment loss has reversed, the Group is required to estimate the recoverable amount of the previously impaired investment. The impairment loss is reversed if the recoverable amount exceeds its carrying amount. The recoverable amounts of the investment in an associate or joint venture are determined based on value-in-use calculations. Where such calculations are performed, it would require the use of estimates.

As at 30 November 2025, there was no indication of an impairment, and as such, the Group did not estimate the recoverable amount of the investment in Cell C.

7. FINANCIAL INSTRUMENTS AT FAIR VALUE THROUGH PROFIT AND LOSS

Substantially, all financial instruments at fair value through profit and loss are classified as level 3 instruments in the fair value hierarchy. Movements in the instruments are as follows:

	Surety loan receivable Unaudited R'000	Escrow receivable Unaudited R'000	SPV1 derivative asset* Unaudited R'000	Gramercy derivative asset* Unaudited R'000	Class B Preference share liability Unaudited R'000	Lesaka derivative liability Unaudited R'000	Nedbank derivative liability Unaudited R'000	Sisonke derivative liability** Unaudited R'000	Total Unaudited R'000
Opening balance as at 1 June 2025	**134 753**	**32 375**	**149 030**	**223 437**	**(242 637)**	**—**	**—**	**—**	**296 958**
Additions	**—**	**16 913**	**—**	**—**	**—**	**—**	**—**	**—**	**16 913**
Loss on initial recognition (included in other expenses in the statement of comprehensive income)	**—**	**—**	**—**	**—**	**—**	**(48 095)**	**(93 022)**	**(140 000)**	**(281 117)**
Fair value (loss)/gain recognised in profit or loss	**(2 694)**	**—**	**(7 985)**	**(13 911)**	**242 637**	**—**	**—**	**—**	**218 047**
Repayments	**(21 964)**	**(26 030)**	**—**	**—**	**—**	**—**	**—**	**—**	**(47 994)**
Settlements	**—**	**—**	**(141 045)**	**(209 526)**	**—**	**—**	**—**	**—**	**(350 571)**
Derecognition upon the disposal of Cell C (including CEC)	**—**	**(23 258)**	**—**	**—**	**—**	**—**	**—**	**—**	**(23 258)**
Closing balance as at 30 November 2025	**110 095**	**—**	**—**	**—**	**—**	**(48 095)**	**(93 022)**	**(140 000)**	**(171 022)**
Financial assets at fair value through profit or loss – included in current assets	**22 018**	**—**	**—**	**—**	**—**	**—**	**—**	**—**	**22 018**
Financial assets at fair value through profit or loss – included in non-current assets	**88 077**	**—**	**—**	**—**	**—**	**—**	**—**	**—**	**88 077**
Financial liabilities at fair value through profit or loss – included in current liabilities	**—**	**—**	**—**	**—**	**—**	**(48 095)**	**(93 022)**	**—**	**(141 117)**
Financial liabilities at fair value through profit or loss – included in non-current liabilities	**—**	**—**	**—**	**—**	**—**	**—**	**—**	**(140 000)**	**(140 000)**

* Refer to note 6.2.1
** Refer to note 6.2

Surety loans receivable

Surety loans relate to the personal sureties that B Levy and M Levy signed for the US Dollar denominated loan owed by 2DFine Holdings Mauritius to Gold Label Investments Proprietary Limited. Their liability is limited to the difference between the loan owing to Gold Label Investments Proprietary Limited and the value of 16.95% of the shares in Oxigen Services India Private Limited ("Oxigen Services") and 17.29% of the shares in Oxigen Online Services India Private Limited ("Oxigen Online"). In February 2024 the payment terms for the surety loans were renegotiated, with the payments being agreed as instalments payable annually commencing on 30 September 2025 and ending on 30 September 2030.

Escrow receivable

CEC concluded Book Sale Six on 27 June 2025 which was based on similar terms to that of Book Sale Two. Included in finance cost is R14.3 million in respect of Book sale Six.

The receivable has been derecognised upon the disposal of Cell C (including CEC).

7. FINANCIAL INSTRUMENTS continued

Class B Preference Shares

The Class B Preference Shares held by BLU lenders were indexed to a 5% shareholding in Cell C. Prior to the pre-listing restructuring of Cell C, the fair value of Cell C was zero, resulting in the Class B Preference Shares being settled at zero.

Lesaka Derivative Liability

Ahead of the pre-listing restructuring of Cell C, TPC entered into an agreement with Lesaka, giving Lesaka the right to require TPC to purchase its Cell C shares for R50 million. Lesaka's shareholding in Cell C after the restructuring was 0.025%. Lesaka exercised its put option prior to 30 November 2025, however the shares were only transferred in December 2025. Refer to note 11.

The fair value of this financial liability was determined with reference to the fair value of R26.50 per Cell C share and the agreed purchase price.

Nedbank Derivative Liability

Ahead of the pre-listing restructuring of Cell C, TPC entered into an agreement with Nedbank, giving Nedbank the right to require TPC to purchase its Cell C shares for R96 million. Nedbank's shareholding in Cell C after the restructuring was 0.035%. Nedbank exercised its put option prior to 30 November 2025, however the shares were only transferred in December 2025. Refer to note 11.

The fair value of this financial liability was determined with reference to the fair value of R26.50 per Cell C share and the agreed purchase price.

8. BORROWINGS

Borrowings are recognised initially at fair value, plus transaction costs incurred, when the relevant contracts are entered into. Borrowings are subsequently stated at amortised cost; any difference between the proceeds (net of transaction costs) and the redemption value is recognised in the income statement over the period of the borrowings using the effective interest rate method.

Financial liabilities are derecognised when the obligation specified in the contract is discharged, cancelled or expired.

Borrowings are classified as current liabilities unless the Group has an unconditional right to defer settlement of the liability for at least 12 months after period-end.

	30 November 2025 Unaudited R'000	31 May 2025 Audited R'000
Total borrowings	**4 239 263**	5 451 476
Amounts included in non-current portion of borrowings	**2 914 088**	2 743 848
Amounts included in current portion of borrowings	**1 325 175**	2 707 628
Categories of borrowings:		
Class A Preference shares	**188 000**	208 079
Facilities	**2 135 702**	4 737 834
Gramercy loan payable	**337 101**	303 573
SPV5	**—**	155 941
Bridge loan	**1 510 000**	—
Borrowings from associates and joint ventures	**54 830**	34 528
Other third-party borrowings	**13 630**	11 521
Total borrowings	**4 239 263**	5 451 476

The Group did not default on any loans or breach any terms of the agreements during the period.

The carrying value of all borrowings approximates their fair value.

Facilities include working capital loan facilities of R1.160 billion and a Term facility of R174 million granted by Investec, Rand Merchant Bank and Future Growth to TPC, and a Transaction facility of R800 million granted by Rand Merchant Bank. The working capital and Term facilities bear interest at prime plus 1%, and mature on 31 March 2027 and 30 September 2026 respectively. The Transaction facility bears interest at prime less 1% and matures on 31 December 2025.

The Bridge loan, granted by Investec and Rand Merchant Bank bears interest at the prime rate less 0.5%, and matures on 31 March 2027.

8. BORROWINGS continued

Changes in liabilities arising from financing activities

	Borrowings due within one year R'000	**Borrowings due after one year R'000**	**Total R'000**
Closing balance as at 31 May 2024	1 166 190	2 910 060	4 076 250
Movement between current and non-current	274 536	(274 536)	–
Loan modification	–	18 769	18 769
Borrowings raised	2 111 824	55 464	2 167 288
Interest accrued on borrowings	803 453	34 091	837 544
Borrowings capital repaid	(860 160)	–	(860 160)
Borrowings interest repaid	(788 215)	–	(788 215)
Closing balance as at 31 May 2025	2 707 628	2 743 848	5 451 476
Movement between current and non-current	**520 350**	**(520 350)**	**–**
Acquisition of subsidiary's (Cell C) borrowings	**461 439**	**–**	**461 439**
Disposal of subsidiaries' (Cell C and CEC) borrowings	**(571 838)**	**(868 592)**	**(1 440 430)**
Loan modification	**(208 454)**	**15 792**	**(192 662)**
Borrowings raised	**8 120**	**1 543 390**	**1 551 510**
Interest accrued on borrowings	**228 774**	**–**	**228 774**
Borrowings capital repaid	**(1 626 478)**	**–**	**(1 626 478)**
Borrowings interest repaid	**(191 485)**	**–**	**(191 485)**
Borrowings reclassified to liabilities directly associated with non-current assets classified as held for sale	**(2 881)**	**–**	**(2 881)**
Closing balance as at 30 November 2025	**1 325 175**	**2 914 088**	**4 239 263**

9. RELATED PARTIES

Significant related-party transactions and balances

	Six months ended 30 November 2025 Unaudited R'000	Six months ended 30 November 2024 Unaudited R'000	Year ended 31 May 2025 Audited R'000
Sales to related parties			
Blu Train Proprietary Limited	**53 341**	1 958	15 039
Cell C Limited	**7 081***	14 034	31 267
Cell C Service Provider Proprietary Limited	**896 522***	1 937 075	3 933 175
T3 Telecoms SA Proprietary Limited	**42 801**	29 370	52 608
Purchases from related parties			
Purchases substantially all included in net revenue			
Cell C Service Provider Proprietary Limited	**1 004 562***	2 571 951	4 699 129
Purchases included in other expenses			
Blu Train Proprietary Limited	**24 994**	29 740	57 719
Interest from related parties			
Cell C Service Provider Proprietary Limited	**223 607***	421 123	756 789
Loans to related parties			
Cell C Service Provider Proprietary Limited	**—**	2 718 300	3 118 907
Loss allowance on loans to Cell C	**—**	(130 441)	127 002
Brett Levy	**55 048**	65 557	67 377
Mark Levy	**55 048**	65 557	67 377
Amounts due from related parties included in trade receivables			
Cell C Limited	**8 460**	6 966	7 999
Cell C Service Provider Proprietary Limited	**558**	577 549	734 325
Loss allowance on trade receivables with Cell C	**(170)**	(1 876)	(5)
Comm Equipment Company Proprietary Limited	**58 706**	**	**
Amounts due to related parties included in trade payables			
Blu Label Communications Proprietary Limited	**82 613**	6 945	22 345
Cell C Service Provider Proprietary Limited	**463 015**	455 256	129 730
Amounts due from related parties included in other receivables			
Cell C Limited	**—**	15 976	—
Cell C Service Provider Proprietary Limited	**—**	33 743	—
Cell C Limited – trade claim (included in sundry receivables)	**—**	53 375	53 375
Loss allowance on other receivables with Cell C	**—**	(53 375)	(53 375)
Amounts due to related parties included in other payables			
Cell C Service Provider Proprietary Limited	**—**	16 017	15 064

Entities shown above are associates/joint ventures of BLU.

* These transactions occurred during the three months from 1 June 2025 – 31 August 2025 while Cell C was equity accounted as an associate.

** CEC was a subsidiary of BLU in prior periods.

10. NON-CURRENT ASSETS CLASSIFIED AS HELD FOR SALE

	Assets R'000	Liabilities directly associated R'000
Non-core business	**191 797**	**(73 661)**
Cell C shares held for sale	**1 437 095**	**—**
	1 628 892	**(73 661)**

Non-core business

As part of Blu Label Group's ongoing restructuring efforts to streamline operations and focus on core business activities, the Group has made the strategic decision to dispose of its shareholding in a Non-Core business ("NCB"). This decision aligns with the Group's objective to enhance operational efficiency and concentrate resources on areas that are central to its long-term growth strategy.

The decision to sell this investment reflects the Group's commitment to optimising its portfolio and reallocating capital to more strategic initiatives. The carrying amount of the investment in the NCB approximates its fair value less costs to sell.

The Group is actively engaged in discussions with potential purchasers and expects to complete the transaction within the next six months. The NCB has been reported as a disposal group held for sale in the Group's consolidated financial statements for the period ended 30 November 2025. The NCB forms part of the Africa Distribution segment.

Cell C shares held for sale

The 15.95% stake in Cell C that was sold to Sisonke, but which continues to be recognised as part of TPC's economic interest in Cell C (refer to note 6.2) has been classified as a non-current asset held for sale at 30 November 2025.

The Group has committed to an active and formal programme to effect the disposal (derecognition of the shares) and has initiated discussions with identified potential purchasers and prospective funders. Management expects the transaction to be completed within the next 12 months. The proposed restructure is expected to enable TPC to redeploy capital more efficiently and to align funding resources with the Group's broader strategic and operational priorities.

The carrying value of the shares at 30 November 2025 approximates their fair value less costs to sell.

The Cell C shares form part of the Africa Distribution segment.

NOTES TO THE GROUP FINANCIAL STATEMENTS

CONTINUED

for the six months ended

11. SUBSEQUENT EVENTS

Purchase of Nedbank and Lesaka shares

On 4 December 2025, TPC paid R96 million to Nedbank for the purchase 0.035% of Cell C ordinary shares. On 11 December 2025, TPC paid R50 million to Lesaka for the purchase 0.025% of Cell C ordinary shares. As a result of these purchases, BLU's shareholding in Cell C increased to 49.53%, and its economic interest in Cell C to 65.48%.

Dividend declaration

Subsequent to 30 November 2025, dividend number 9 was declared and approved by the Board.

On 24 February 2026, the Board approved a dividend of 43.56126 cents per ordinary share, from income reserves. The dividend in respect of ordinary shares for the half-year ended 30 November 2025 has not been recognised in the financial statements as it was declared after this date. The salient dates are as follows:

Last date to trade cum dividend	Tuesday, 17 March 2026
Shares commence trading ex dividend	Wednesday, 18 March 2026
Record date	Friday, 20 March 2026
Payment of dividend	Monday, 23 March 2026

Share certificates may be dematerialised or rematerialised between Wednesday, 18 March 2026 and Friday, 20 March 2026, both days inclusive.

Before declaring the dividend the Board applied the solvency and liquidity test on the Company and reasonably concluded that the Company will satisfy the solvency and liquidity test immediately after payment of the dividend.

The number of ordinary shares in issue at the date of this declaration is 913 655 874. The ordinary dividend will be subject to a local dividend withholding tax rate of 20%. Accordingly, for those shareholders not exempt from paying dividend withholding tax, the net ordinary dividend will be 34.84901 cents per ordinary share.

Blu Label Unlimited Group Limited's tax reference number is 9062246179.

12. BASIS OF PREPARATION

The condensed unaudited consolidated interim financial statements are prepared in accordance with IFRS Accounting Standards as issued by the International Accounting Standards Board ("IASB"), IAS 34 – Interim Financial Reporting, the SAICA Financial Reporting Guides as issued by the Accounting Practices Committee, Financial Pronouncements as issued by Financial Reporting Standards Council and the requirements of the South African Companies Act, as amended. The accounting policies applied in the preparation of these interim financial statements are in terms of International Financial Reporting Standards ("IFRS") and are consistent with those applied in the previous annual financial statements.

As at 30 November 2025, the Group reported an excess of current liabilities over current assets of R363 million. The Directors have considered the Group's forecasts and projections, which indicate that the Group will generate sufficient cash flows from operations and are satisfied that the Group will be able to operate within its existing funding facilities for the foreseeable future and maintain adequate liquidity to settle its obligations as they fall due.

The Directors have not identified any material uncertainties that may cast significant doubt on the Group's ability to continue as a going concern, nor do they consider there to be any material risk of breaching its funding covenants.

Accordingly, the interim financial statements have therefore been prepared on the going concern basis.

The Group has implemented the latest accounting pronouncements from the IASB, that are effective to the Group from 1 June 2025, none of which had any material impact on the Group's financial results for the period. The Group has not early adopted any upcoming accounting pronouncements, which are not yet effective, and the Group is not expecting these pronouncements to have a material impact on the financial results of the Group. Details on changes in accounting policies will be disclosed in the Group's consolidated financial statements for the year ending 31 May 2026.

We aim to provide stakeholders with the same additional information that management uses to evaluate the performance of the Group's operations. Accordingly, we make reference to operating profit before depreciation, amortisation and impairment charges (EBITDA).

In addition, the Group applies core net profit and core headline earnings as non-IFRS measures in evaluating the Group's performance. This supplements the IFRS Accounting Standards measures. Core net profit is calculated by adjusting net profit for the period with the amortisation of intangible assets that arise as a consequence of the purchase price allocations completed in terms of IFRS 3 – Business Combinations. Core headline earnings are calculated by adjusting core net profit with the headline earnings adjustments required by SAICA Circular 1/2023. A reconciliation between profit, core profit for the period and core headline earnings is presented in note 2 (Share performance).

The results for the period ended 30 November 2025 have not been reviewed or audited by the Group's auditors.

ADMINISTRATION

DIRECTORS
LM Nestadt (Chairman)*, BM Levy, MS Levy, H Masondo*, NP Mnxasana*, RD Mokhobo*~, JS Mthimunye*#, LE Mthimunye*, DA Suntup, SJ Vilakazi*

(* Independent Non-Executive)
(# Resigned 29 August 2025).
(~ Appointed 1 October 2025)

COMPANY SECRETARY
J van Eden

SPONSOR
Investec Bank Limited

AUDITORS
SizweNtsalubaGobodo Grant Thornton Inc.

TRANSFER SECRETARY
JSE Investor Services

BLU LABEL UNLIMITED GROUP LIMITED
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(Registration number 2006/022679/06)
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