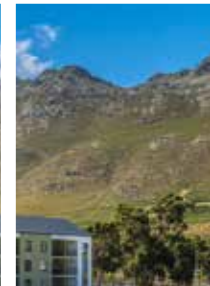




BUILDING TRUST, BRICK BY BRICK SINCE 1996

INTEGRATED REPORT
FOR THE YEAR ENDED 28 FEBRUARY 2025



Balwin
PROPERTIES®



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NAVIGATING THE INTEGRATED REPORT

This is an interactive report which allows for ease of navigation using the buttons in the top right corner of each page as well as accessing specific reports and online references. The following tools will assist in navigating the report:

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01

INTRODUCING OUR 2025 INTEGRATED REPORT

Balwin Properties is pleased to present its integrated report for the 2025 financial year. This report outlines the group's performance with the constrained macroeconomic environment and shows how we are positioned to create value for shareholders and other stakeholders as the property sector regains momentum.

Consumer confidence was buoyed by the formation of the Government of National Unity (GNU) in June 2024 which contributed to a more stable political environment. This, together with a reduction in load shedding and a decline in inflation, supported a more positive macroeconomic outlook. This enabled the central bank to reduce the prime lending rate by a cumulative 75 basis points, a most welcome and encouraging development for the residential property market.

Unfortunately, the positive sentiment that gained traction in the second half of the 2024 calendar year has since waned, giving

way to heightened uncertainty in the early months of 2025. This shift is mainly driven by rising geopolitical risks following developments in the United States, while domestically, the coalition GNU is faltering due to policy disagreements and faces an uncertain future.

This ongoing political instability both locally and globally has dampened South Africa's economic recovery.

Our 2025 integrated report aims to present a balanced view of how the group has performed in the constrained macro-economic environment and how we are positioned to create value for shareholders and other stakeholders as economic growth starts to recover and the property sector regains momentum.

REPORTING SCOPE AND BOUNDARY

The integrated report covers material information on the group's business model, strategy, material issues and related risks and mitigation plans, governance, sustainability and performance for the period 1 March 2024 to 28 February 2025. There have been no changes in the reporting scope and boundary over the past year.

Audited summary financial statements have again been published in the integrated report, with the audited consolidated and separate annual financial statements available at www.balwin.co.za.

The principle of materiality has been applied in preparing the report. Materiality is determined by the board and focuses on internal and external issues that could affect the group's ability to create and protect value and that are likely to have a material impact on strategy, revenue and profitability.

GOVERNANCE AND REPORTING COMPLIANCE

Balanced reporting and transparent disclosure are core to the governance philosophy of Balwin and these principles are entrenched in our integrated reporting processes.

Our reporting complies with IFRS Accounting Standards, the Companies Act of South Africa and the JSE Listings Requirements. The King IV Report on Corporate Governance (King IV) has been applied throughout the 2025 financial year and the directors confirm that the group has in all material respects applied the principles of the code. A schedule outlining the group's application of King IV is available on our website.

CAPITALS OF VALUE CREATION

The guiding principles of the Integrated Reporting Framework of the IFRS Foundation have been applied in preparing this report.

The framework recommends reporting to shareholders in terms of the six capital resources applied in the creation, preservation or erosion of value. These capitals are either increased, decreased or transformed through the activities of the business and should ultimately lead to value creation. Refer to the business model on pages 12 to 13 for further detail on the six capitals.



GREENKLOOF



MUNYAKA

INTRODUCING OUR 2025 INTEGRATED REPORT continued

ASSURANCE

Reporting	Assurance process
Financial statements	The group's external auditor, BDO South Africa Inc. (BDO), has provided assurance on the financial statements and expressed an unmodified audit opinion.
Integrated report	Reviewed by the directors and management and has not been independently assured. BDO has reviewed the accuracy of the financial information extracted from the annual financial statements that appears in the integrated report.
Non-financial information	<p>The sustainability information disclosed in the report has been approved by the board's social, ethics and transformation committee. Independent, accredited service providers have verified selected non-financial indicators as follows:</p> <p>Broad-Based Black Economic Empowerment (B-BBEE) rating:</p> <p>Reviewed and verified by GLP B-BBEE</p> <p>Excellence in Design for Greater Efficiencies (EDGE) certification:</p> <p>International Finance Corporation and Green Building Council of South Africa</p> <p>Green Star building certification:</p> <p>Green Building Council of South Africa (GBCSA)</p> <p>Greenhouse gas (GHG) emissions:</p> <p>Promethium Carbon</p> <p>Management has verified the processes for measuring all other non-financial information.</p>

FORWARD-LOOKING STATEMENTS

Shareholders will note that the integrated report includes forward-looking statements which relate to the possible future financial position and results of the group's operations. These are not statements of fact, but rather statements by management based on current estimates and expectations of future performance. No assurance can be provided that these forward-looking statements will prove to be correct, and shareholders are advised to exercise caution in this regard.

The group does not undertake to update or revise any of these forward-looking statements publicly, whether to reflect new information or future events. The forward-looking statements are the responsibility of the board and have not been reviewed or reported on by the group's external auditor.

DIRECTORS' APPROVAL

The board acknowledges its responsibility to ensure the integrity of the integrated annual report. The directors have collectively reviewed the content and confirm that the report accurately reflects the group's material issues, strategy, performance and prospects.

The audit and risk committee has oversight responsibility for integrated reporting and recommended the report for approval by the board of directors. The 2025 integrated report was unanimously approved by the board for release to shareholders on 12 May 2025.

Hilton Saven
Chairman

Stephen Brookes
Chief executive officer

Jonathan Bigham
Chief financial officer

Tomi Amosun

Reginald Kukama

Thoko Mokgosi-Mwantembe

Kenelwe Moloko

Julian Scher

Arnold Shapiro

01 INTRODUCING BALWIN PROPERTIES

Balwin is South Africa's leading residential property developer of large-scale, sectional title estates with a focus on high-quality, environmentally efficient and affordable apartments with an innovative lifestyle offering for residents.

Listed in the Real Estate Investment and Services sector on the JSE since 2015, the group is based in Johannesburg. Regional offices in Somerset West (Western Cape), Umhlanga Ridge (KwaZulu-Natal) and Mooikloof (Tshwane) service the development portfolio.

Founded in 1996 by Steve Brookes, the current chief executive officer (CEO) and largest shareholder, Balwin completed its first sectional title development later that year in Johannesburg south. The first large-scale estate development was undertaken in 2007 in Johannesburg east, with the business expanding into the Western Cape in 2011, Tshwane in 2014 and KwaZulu-Natal in 2017. In 2024, Balwin commenced its 100th development.

LARGE-SCALE RESIDENTIAL ESTATES

Balwin's residential estates are located in high-density, high-growth nodes of Johannesburg, Tshwane, the Western Cape and KwaZulu-Natal. Estates typically consist of between 1 000 and 3 500 sectional title residential apartments. Larger estates are developed based on market demand. An increasing number of larger-scale developments are being introduced into Balwin's portfolio, particularly in the Green Collection brand where the economies of scale allow for the desired affordability of the apartments.

Estates are developed on a phase-by-phase basis and the dynamic nature of the product enables Balwin to control the pace of its developments or change the block design configuration in response to changing market conditions and customer demands. Balwin benefits from economies of scale, in-house construction management while retaining flexibility throughout individual phases of large developments.

Estates are conveniently located close to amenities including shopping centres, entertainment and leisure facilities, medical centres and schools.

Balwin estates offer secure and conveniently located, one-, two- and three-bedroom apartments designed to appeal to a wide range of home buyers and investors with a strong emphasis of lifestyle offerings. Apartments include modern fitted kitchens, prepaid water and solar assisted electricity, eco-friendly fittings and appliances, and are all fibre enabled through Balwin's subsidiary fibre business.

LIFESTYLE, LEISURE AND LAGOONS

Lifestyle centres are an integral part of Balwin's developments and offer all-inclusive value-added facilities and services. These lifestyle centres generally include a wellness spa, restaurant, gym, squash court, running track, action sports field, games room, cinema room, swimming pools, playgrounds, laundromat and concierge services. The lifestyle offering has been extended with the addition of increasingly popular padel courts at six of the developments.

The Blyde development in Tshwane east was the first in South Africa to incorporate an innovative clearwater lagoon built in a beach setting, with the second lagoon completed in 2023 at Munyaka lifestyle centre in Waterfall City.

INTERNATIONAL AWARDS

Balwin is the proud recipient of 53 international property awards, recognising the quality of the developments and the creative design of the apartments. In the past year the group won eight categories in the Africa and Arabia Property Awards.

Best leisure architecture in South Africa and Africa:

Izinga Eco-Estate (Umhlanga, KwaZulu-Natal)

Best architecture multiple residence in South Africa:

Mooikloof Eco-Estate (Tshwane east, Gauteng)

Best leisure development in South Africa:

Izinga Eco-Estate (Umhlanga, KwaZulu-Natal)

Best apartment/condominium for South Africa:

Mooikloof Eco-Estate (Tshwane east, Gauteng)

Best residential development 20+ units in South Africa:

De Kuile (N1 Corridor, Western Cape)

Best new hotel construction and design in South Africa:

Munyaka Hotel (Waterfall City, Gauteng)

Best sustainable residential development in South Africa:

Greencreek (Tshwane east, Gauteng)

Best developer website in South Africa:

www.balwin.co.za

BALWIN'S SECURED PIPELINE



41 975
APARTMENTS

ACROSS
43
DEVELOPMENTS

OVER
12
YEARS

INTERNATIONAL AWARDS continued



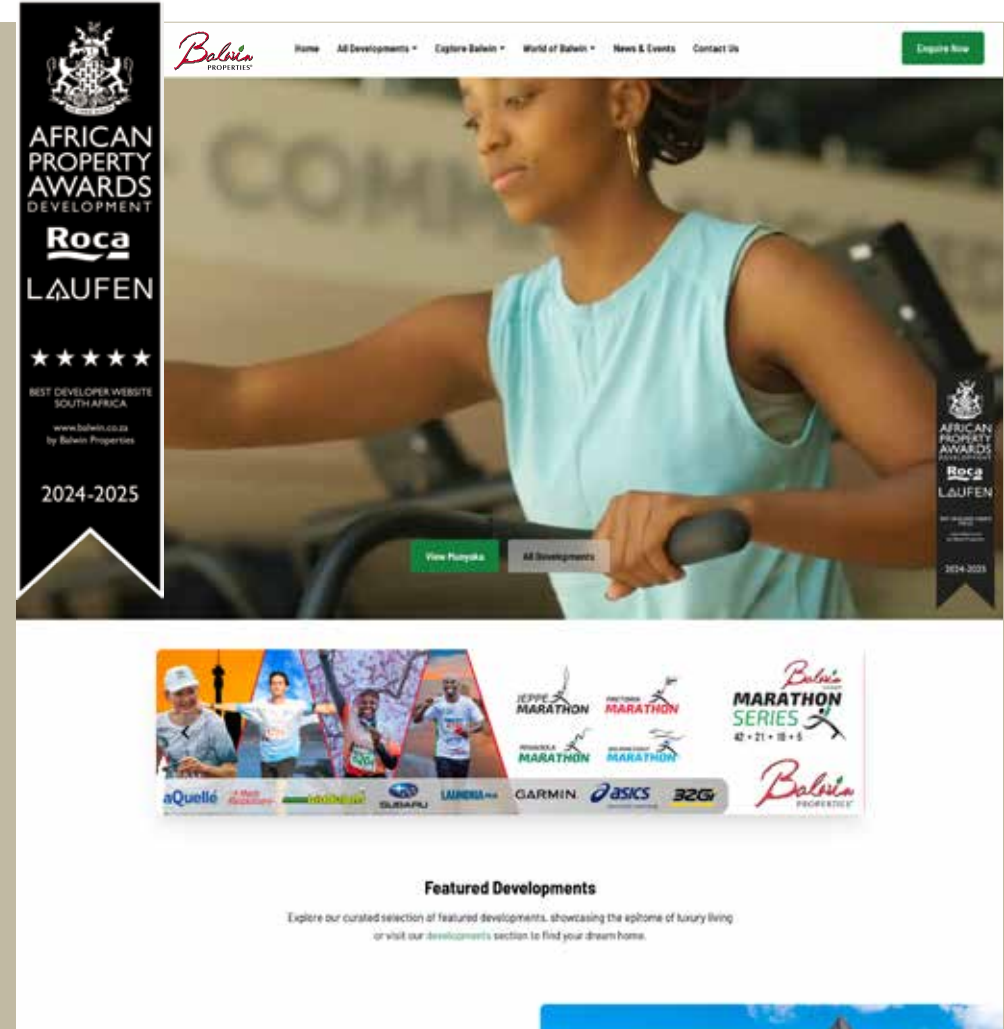
INTERNATIONAL AWARDS continued



INTERNATIONAL AWARDS continued



INTERNATIONAL AWARDS continued



MUNYAKA™

Balwin
PROPERTIES®

INTRODUCING BALWIN PROPERTIES continued

DEVELOPMENT BRANDS

Balwin primarily operates a build-to-sell model, currently developing and selling approximately 2 000 to 3 000 sectional title residential apartments each year. Developments comprise three distinctive collections:

THE CLASSIC COLLECTION

The Classic Collection is Balwin's core development model comprising four-storey, walk-up apartments. The apartments are targeted at the country's growing middle income market with prices ranging from R719 900 to R2 899 900 and offer secure, affordable, high-quality and environmentally friendly developments, with a focus on lifestyle offerings to residents.



DE AAN-ZICHT

THE GREEN COLLECTION

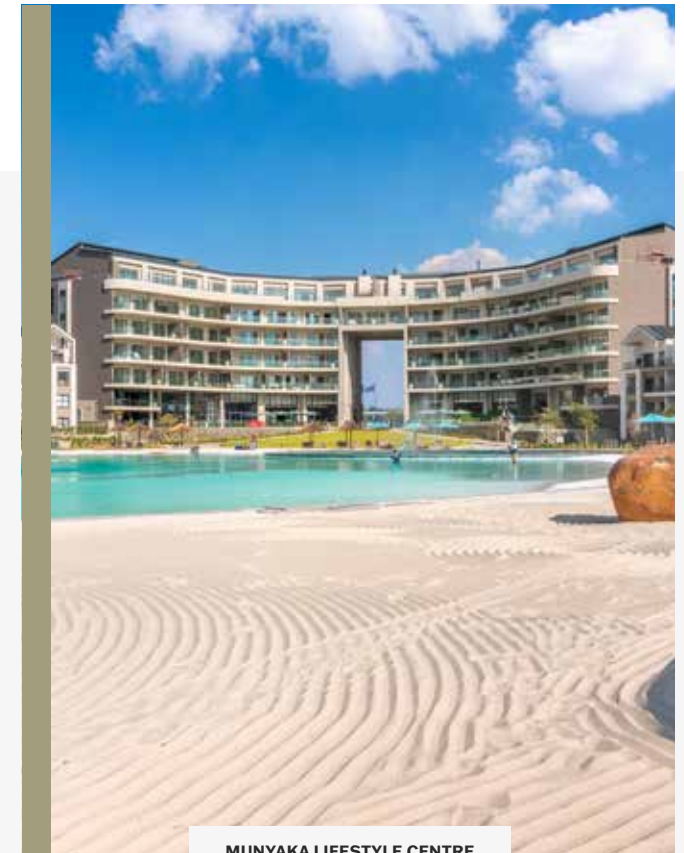
Targeting a slightly lower income resident than the Classic Collection, Green-branded developments have distinctive architecture and high-quality standards which are synonymous with Balwin, also offering residents access to traditional lifestyle facilities. Apartments are priced from R599 900 to R1 519 900.



GREENLEE

THE *Signature* COLLECTION

The Signature Collection comprises three developments: The Polofields, Munyaka lifestyle centre (both located in Waterfall, Johannesburg) and Izinga Eco-Estate (Umlanga, KwaZulu-Natal). Apartments in the Signature Collection are built to higher specifications with luxurious finishes and are priced from R2 349 900 to R10 999 900.



MUNYAKA LIFESTYLE CENTRE

INTRODUCING BALWIN PROPERTIES continued

ENVIRONMENTALLY SUSTAINABLE BUILDING

Sustainable building is core to the development process. All apartments are built to global environmental standards aimed at obtaining the EDGE (Excellence in Design for Greater Efficiencies) Advanced certification from the International Finance Corporation. A total of 27 162 Balwin apartments have been EDGE certified, including 19 722 receiving the EDGE Advanced certification.

Lifestyle centres are constructed to six-star green rating and net zero carbon emission standards as certified by the Green Building Council of South Africa (GBCSA). The Thaba-Eco Village lifestyle centre (Johannesburg south) received a six-star green rating during the year. This brought the total six-star ratings in the Balwin portfolio to 11, including 10 lifestyle centres and the Balwin head office.

The commitment to environmentally sustainable building allows for significant savings for customers through reduced utility costs as well as potential savings on mortgage bonds through green bonds which offer clients reduced interest rates.

Through the investment in green innovation, Balwin strives to provide energy security for residents, with solutions ranging from solar energy at developments in progress to the installation of generators or battery back-up solutions at other developments.

Balwin also aims to minimise the use and waste of potable water both during construction and the ongoing running of developments. Wastewater treatment plants have been included at several developments to provide water for toilets and irrigation during construction. This reduces the volume of potable water consumption and also lessens the sewer output by a development, reducing the pressure on surrounding infrastructure.



GROWING ANNUITY REVENUE

A range of value-adding products and services are offered through Balwin Annuity, which aims to enhance the client experience and make living at Balwin developments more convenient and cost effective. These services generate annuity revenue and diversify the group's sources of income.

Balwin Annuity has a portfolio of diverse businesses, with the largest contribution to annuity revenue being from the longer established businesses of Balwin Fibre, Balwin Mortgages and Balwin Green Living (solar energy). The group commenced development at The Eastlake (Gauteng east) in the reporting period as part of the strategic expansion of its rental portfolio.

SOCIAL IMPACT THROUGH THE BALWIN FOUNDATION

As an invested corporate citizen, the group's commitment to creating a sustainable, equitable and prosperous society is embodied in the role played by The Balwin Foundation NPC. The Foundation supports and empowers the younger generation and previously disadvantaged South Africans to gain greater knowledge and skills through technical education and training.

Through funds donated by Balwin from the registration of each apartment, the Foundation provided food parcels to 3 900 early learning development centres and charities in the past year and funded 11 bursaries. The national water safety programme undertaken through the Foundation has reached more than 4 000 children in townships and rural areas.



BRAND AWARENESS THROUGH BALWIN SPORT

Balwin Sport promotes a healthy lifestyle among clients, staff and all South Africans while driving sports transformation in communities near its developments, with the ultimate aim of increasing brand engagement and drive apartment sales.

Focusing on four sporting codes, namely cycling, running, soccer and swimming, Balwin Sport also enhances the sport and leisure facilities at the developments or those supporting nearby local communities. Balwin Sport is also committed to developing padel in communities near its estates, providing access to facilities and coaching in less affluent areas.



01 2025 IN REVIEW

R2.2bn

REVENUE
6% LOWER

7.9%

REVENUE CONTRIBUTION
FROM BALWIN ANNUITIES

45.95c

HEADLINE EARNINGS
PER SHARE
4% LOWER

49.74c

EARNINGS PER SHARE
8% HIGHER

R9.10

NET ASSET VALUE
PER SHARE

40.4%

LOAN-TO-VALUE RATIO

100th

DEVELOPMENT UNDER
CONSTRUCTION

1 749

APARTMENTS SOLD AND
RECOGNISED IN REVENUE

814

APARTMENTS PRE-SOLD
FOR FUTURE YEARS

11

SIX-STAR GREEN RATED
BUILDINGS ACROSS THE
PORTFOLIO

8

INTERNATIONAL
AWARDS AT THE AFRICA
AND ARABIA PROPERTY
AWARDS

27 162

APARTMENTS WITH
INTERNATIONAL EDGE
CERTIFICATION

20%

REDUCTION
IN SCOPE 1 AND 2
CARBON EMISSIONS

5 417 MWh

OF RENEWABLE ENERGY
PRODUCED

LEVEL 4

B-BBEE CONTRIBUTOR
STATUS MAINTAINED



MOOIKLOOF ECO-ESTATE



01 BUSINESS MODEL

“Balwin aims to create sustainable long-term shareholder value by developing large-scale, sectional title residential estates in major growth nodes for South Africa’s expanding middle income population.”

INPUTS

FINANCIAL CAPITAL



Relates to the funding received from providers of capital and the financial resources deployed by the group.

MANUFACTURED CAPITAL



The construction and development of estates, apartments and lifestyle offerings.

HUMAN CAPITAL



Covers talent management and retention, including board, management and employees.

INTELLECTUAL CAPITAL



Focuses on the knowledge in the business, systems, processes, intellectual property and brands.

SOCIAL AND RELATIONSHIP CAPITAL



Addresses stakeholder relationships and engagement, corporate reputation and values.

NATURAL CAPITAL



Deals with environmental resources applied and utilised.

CONSISTENT DEVELOPMENT FORMULA



THE REID

APPLY PROVEN PROCESSES FOR ACQUIRING LAND FOR RESIDENTIAL DEVELOPMENT IN HIGH-GROWTH NODES

- Acquire land located close to shopping centres, medical facilities, schools, entertainment and leisure facilities.



GREENBAY

ADOPT A PHASED APPROACH TO DEVELOPMENT AND FINANCING TO LIMIT GEARING

- Residential estates are developed and marketed in phases, allowing for appropriate risk management at all stages of the development process.
- Development finance is secured for the land (approximately 50% to 70%), infrastructure costs as well as the construction costs (approximately 80%). The balance of the cost is funded internally.
- Development finance is funded on a phase-by-phase basis secured against pre-sales of apartments.
- Land debt and infrastructure costs, if any, are repaid within the early phases of a development where possible through profits realised on the sale of apartments.



THE BLYDE

UTILISE LOCAL SUPPLIERS AND MAINLY LOCALLY PRODUCED CONSTRUCTION MATERIAL

- Negotiate competitive pricing through long-standing supplier relationships, an in-house procurement function.
- Limits the impact of exchange rate fluctuations on construction costs.
- Increase ability to control quality and costs.

BUSINESS MODEL continued**OPERATING ENVIRONMENT**

- Political stability in South Africa positive for medium-term outlook for economic growth.
- Global geopolitical uncertainty a risk to the country's growth prospects.
- Interest rate relief to stimulate growth in the residential property market.
- Reduction in electricity load shedding positive for consumer sentiment.
- Growing focus on the environment, sustainability and renewable energy.

OUR OPERATING MODEL**APPLY BUILD-TO-SELL MODEL TO DEVELOP
LARGE-SCALE RESIDENTIAL ESTATES IN
KEY STRATEGIC TARGET NODES**

- Build quality, affordable one-, two- and three-bedroom sectional title apartments.
- Focus on sustainable building practices with the achievement of EDGE Advanced certification for all apartments developed.
- Ensure construction is scalable and adaptable to market conditions.
- Alignment of rate of construction to the rate of sale experienced at the respective developments.
- Expand into new and growing residential nodes in major metropolitan areas and reduce risk of regional exposure.

LAND ACQUISITION

- Land sourcing, acquisition and financing

PROJECT PLANNING

- Project timelines
- Re-zoning
- Town planning
- Quantity surveying
- Development design and costing
- Treasury and financing
- Procurement

MARKETING AND SALES

- Marketing and pre-sales
- Bond origination

CONSTRUCTION MANAGEMENT

- Construction
- Construction management
- Quality control
- Safety, health, environmental and quality management

TRANSFER AND ESTATE MANAGEMENT

- Title deed registrations
- Establishment of body corporates
- Estate management
- Ongoing client support

Stakeholder value created in 2025**OUTCOMES****FINANCIAL CAPITAL**

- Maintenance of group loan-to-value ratio at 40.4%
- Cash position of R254.8 million exceeding the funding covenants and thresholds set by the board

MANUFACTURED CAPITAL

- 1 749 apartments recognised in revenue
- 20 active developments nationally

HUMAN CAPITAL

- Formal succession planning for key executives
- Retention and attraction of top talent

INTELLECTUAL CAPITAL

- Received a further eight international industry awards
- Six-star green rating for the Thaba-Eco Village lifestyle centre

SOCIAL AND RELATIONSHIP CAPITAL

- Maintained level 4 B-BBEE rating

NATURAL CAPITAL

- EDGE certification increased to 27 162 apartments
- 5 417 MWh of renewable energy produced

01 MATERIAL RISKS

1

CHALLENGING
MACROECONOMIC
ENVIRONMENT

5

FAILURE TO COMPLY
WITH B-BBEE
LEGISLATION OR LOSS
OF B-BBEE STATUS

2

CASH FLOW AND
CAPITAL MANAGEMENT

6

RELIANCE ON KEY SUPPLIERS
AND CONTRACTORS, AND
ATTRACTION AND RETENTION
OF SKILLED STAFF

3

DELAYS IN TOWN PLANNING
AND LOCAL AUTHORITY
APPROVALS OR CHANGES IN
GOVERNMENT POLICIES

7

INFORMATION
TECHNOLOGY SECURITY
AND BUSINESS
CONTINUITY

4

INJURIES AND FATALITIES ON
CONSTRUCTION SITES

8

REPUTATIONAL RISK



THE BLYDE

MATERIAL RISKS continued

1

CHALLENGING MACROECONOMIC ENVIRONMENT**WHY MATERIAL?**

The group's operations, profitability and cash flow may be materially impacted by prevailing macroeconomic factors, in particular high interest rates and inflation.

Risks

- High interest rates influence the consumers' ability to secure bank funding as well as increase borrowing costs for the group, impacting negatively on financial performance and covenant compliance.
- Higher inflation drives increases in construction costs and reduces the affordability of apartments for consumers, adversely impacting profitability.
- Social instability due to economic hardship may lead to civil unrest which could result in damage to property and create negative investor sentiment.

Mitigation plans

- Construction activities and the handover schedule are adaptable and reviewed frequently in relation to market conditions to protect liquidity.
- Robust margins allow for flexibility on selling prices or the use of sales incentives, enabling the business to reduce prices to stimulate sales while remaining profitable.
- In extreme circumstances during economic downturns, non-core assets could be liquidated to generate cash flows to reduce debt (including non-developed land, annuity businesses and annuity assets).

2

CASH FLOW AND CAPITAL MANAGEMENT**WHY MATERIAL?**

Cash flow enables the business to develop and grow. Effective utilisation of cash resources is key to ensure capital is deployed to optimal projects that provide an appropriate return on capital.

Risks

- Budgeted revenues and resulting cash flows may not materialise due to lower-than-expected sales or delays in the registration of apartments.
- Lack of pre-sales or other funding criteria not being achieved could limit access to development finance.
- Long-term lock up of capital in assets that are not generating the required return, especially land and infrastructure.
- Breach of existing debt covenants could result in a withdrawal of funding.
- Investment in non-strategic or value-diluting assets could negatively impact shareholder value and market reputation.

Mitigation plans

- The treasury committee provides oversight on capital structure, cash flows, debt management, covenant forecasting and allocation of capital for approval by the board.
- Development funding is obtained on a phase-by-phase basis and is secured against pre-sold apartments, being structured to allow for repayment from the realised profits of the development.
- Building schedules are adaptable to align construction to the rate of sales and funding resources.
- Prudent minimum cash reserve levels are set by the board.

3

DELAYS IN TOWN PLANNING AND LOCAL AUTHORITY APPROVALS OR CHANGES IN GOVERNMENT POLICIES**WHY MATERIAL?**

Delays in obtaining town planning and regulatory approvals could have a significant impact on cash flow, sales and profitability. The legislative framework and regulatory universe are complex and constantly changing which makes compliance challenging.

Risks

- Failure to register apartments timeously negatively impacts on the group's cash flow and financial performance and may cause reputational damage from affected customers.
- Non-compliance with regulatory changes could lead to financial penalties, reputational damage or poor stakeholder relationships.
- Uncertainty on government's medium- to long-term position on land and social issues may deter investment or curtail demand for apartments.
- Changes to government policy, political interference and increased political activism may lead to policy uncertainty which restricts business investment, particularly in long-term development projects. This could also result in social instability, including land expropriation without compensation, land invasions and social unrest.

Mitigation plans

- Independent professionals employed to ensure compliance with all town planning as well as local government processes to limit delays.
- Closely monitoring government communication and co-operative professional relationships with key government leaders ensures proactive engagement and planning for the future.

MATERIAL RISKS continued**4 INJURIES AND FATALITIES ON CONSTRUCTION SITES****WHY MATERIAL?**

In addition to the devastating human impact, serious injury or fatality on construction sites could have legal, financial and reputational implications for the group.

Risks

- Serious injury or fatality could result in criminal prosecution, financial penalties and reputational damage.
- Inadequate systems to manage health and safety at an operational level may result in non-compliance with health and safety rules.

Mitigation plans

- Outsourced subcontractors are required to comply with formal health and safety policies, with supplier audits performed by the internal safety, health, environment and quality (SHEQ) department.
- External audits are conducted on all sites monthly and subcontractor audits are carried out weekly to ensure compliance with Balwin's SHEQ policies.
- Certification to international standards confirms compliance with the relevant health and safety standards.
- On-site employees undergo periodic health and safety training.
- Each development has a dedicated, accredited Balwin safety officer.

5 FAILURE TO COMPLY WITH B-BBEE LEGISLATION OR LOSS OF B-BBEE STATUS**WHY MATERIAL?**

Compliance with complex and multi-layered legislation and codes is imperative in the South African business environment to ensure the sustainability of the group.

Risk

- Non-compliance with B-BBEE legislation may result in loss of existing business, loss of business opportunities or inability to obtain regulatory approvals.

Mitigation plans

- B-BBEE strategy implemented across the group and external B-BBEE rating undertaken annually.
- The group has a significant BEE equity partner, with board representation.
- Formal and active management of the B-BBEE scorecard pillars to ensure compliance and maximisation of measures.

**6 RELIANCE ON KEY SUPPLIERS AND CONTRACTORS, AND ATTRACTION AND RETENTION OF SKILLED STAFF****WHY MATERIAL?**

The sustained performance of the group is dependent on several key stakeholders, including sourcing suppliers and contractors, to provide the appropriate volume and quality of goods and services timeously, as well as its ability to attract and retain scarce and experienced construction industry talent.

Risks**SUPPLIERS AND CONTRACTORS**

- Inability of suppliers and contractors to deliver goods and services timeously could hamper construction activities.
- Poor quality goods and services supplied may result in increased costs, delayed handover of apartments or reputational damage.

STAFF

- Organisational structure or company culture not conducive to retaining key staff and delivering on the business objectives.
- Inability to replace or recruit people timeously and with the required skills.

Mitigation plans**SUPPLIERS AND CONTRACTORS**

- The procurement department ensures appropriate allocation of suppliers and contractors and continuously identifies alternative vendors in accordance with the group's procurement policy.
- Constructive and often long-standing relationships with suppliers and contractors facilitates positive and constant interaction to ensure they work with Balwin.

STAFF

- Identify and train skilled and experienced managers as succession candidates for senior positions.
- Formal succession planning for key executive positions.
- Offer remuneration packages and incentive schemes to remain competitive in the job market and to motivate and retain top talent.



MUNYAKA

MATERIAL RISKS continued

7

**INFORMATION TECHNOLOGY SECURITY
AND BUSINESS CONTINUITY****WHY MATERIAL?**

The increasingly complex information technology (IT) landscape places greater demands on security for protecting personal and business-critical information and disaster recovery processes to ensure business continuity.

Risks

- Ineffective IT governance and security controls may lead to breaches in the information security system which may result in the loss of data, breach of data confidentiality or breach of confidential client personal data.
- Ineffective disaster recovery systems resulting in significant business continuity disruptions.
- Inappropriate or ineffective strategies and processes to manage IT may result in delays or inability to conduct business.
- Reputational damage and loss of stakeholder trust arising from breaches in information security.

Mitigation plans

- Implemented extensive security systems, including firewalls, endpoint protection, email filtering and a security information and event system.
- Off-site back-ups are maintained and tested quarterly and the disaster recovery system is operational and tested quarterly.
- Production systems are located externally for power and connectivity redundancy.
- Cyber security insurance is in place and policy technical requirements are met.

8

REPUTATIONAL RISK**WHY MATERIAL?**

Failure to meet stakeholders' expectations may result in stakeholders losing trust in the brand, which could have an adverse financial impact on the group.

Risks

- Poor relationships with clients may negatively impact on general consumer sentiment and result in a loss of sales.
- Adverse relationships with stakeholders resulting in brand damage.
- Potential distrust in the group resulting in the loss of support of key stakeholders.

Mitigation plans

- Stakeholder engagement policy directs positive and proactive engagement with stakeholders.
- Regular engagement and alignment of stakeholder communication strategy with independent investor relations team.



POLOFIELDS

01 STAKEHOLDER ENGAGEMENT

Balwin is committed to meaningful engagement with all key stakeholders, proactively addressing their feedback and concerns. This approach reinforces stakeholder confidence, builds trust and fosters goodwill. At the core of the engagement strategy is a commitment to ensuring that the group remains sustainable and creates stakeholder value in the long term.

Management has identified six primary stakeholder groups that influence Balwin's ability to drive sustainable growth:

- 🌿 Shareholders and the broader investor community
- 🌿 Lending institutions
- 🌿 Clients, including owners and tenants
- 🌿 Suppliers and contractors
- 🌿 Government bodies and industry regulators
- 🌿 Employees

Recognising the important role of the communities located close to our developments, Balwin's engagement extends beyond business interests to the broader society through the Balwin Foundation.

This report outlines the key engagement themes raised by each stakeholder group during the reporting period, as well as the group's strategic responses to these matters.

SHAREHOLDERS

Institutional and retail investors, fund managers and sell-side analysts.

RATIONALE FOR ENGAGING:

Shareholders are the group's principal providers of financial capital and meaningful engagement is essential to maintaining their support and ensuring continued access to capital.

Main engagement issues

- The impact of the high interest rate environment and impact of sales promotions on the gross profit margin.
- The level and cost of debt, and plans to reduce or refinance debt.
- Capital allocation.
- Construction and development costs and ability to engineer costs without compromising quality standards.
- Land acquired for future development and optimal pipeline management.
- Prospects for the annuity businesses.
- Utilisation of the existing landbank for the rental portfolio.

Balwin's response

Balwin's executive team maintains formal and informal engagement with shareholders through SENS announcements, results presentations, virtual roadshows and one-on-one meetings. The group also hosts site visits for local and international investors on an *ad hoc* basis.

Balwin has also engaged two sell-side analysts to initiate independent coverage to enhance market insight into the group's financial position and prospects.



MUNYAKA

STAKEHOLDER ENGAGEMENT continued

LENDING INSTITUTIONS

Financial institutions who provide debt funding to the group.

RATIONALE FOR ENGAGING:

Fostering strong partnerships with lenders is essential to securing ongoing financial support on competitive terms, enabling sustainable growth and financial stability.

Main engagement issues

- The ongoing impact of the high interest rate environment on financial and operational performance.
- The level and cost of debt, and plans to reduce or refinance debt.
- Impact of rising construction and development costs.

Balwin's response

The board actively manages the group's debt exposure against covenants and the treasury policy. The loan-to-value ratio remained materially stable and well within the lowest covenant levels for the period.

Refinance of existing land and infrastructure debt at the Mooikloof node with the International Finance Corporation to secure the capital for the required initial investment in infrastructure to continue to unlock the node.

Debt reduction remains a priority for the board to be executed through the roll-out of the existing development pipeline and accelerated through the potential sale of land parcels to complementary service offerings (education, retail, fuel stations) and non-core assets.

OWNERS AND TENANTS

Homeowners and tenants residing at Balwin developments.

RATIONALE FOR ENGAGING:

Clients are the group's primary revenue source, contributing through apartment purchases and ongoing payments for services within Balwin's developments.

Main engagement issues

- Affordability of apartments.
- Communication with residents and owners for development-specific information.
- Communication relating to power and water disruptions.
- Communication on utility charges and the billing process.

Balwin's response

Sales promotions and incentives offered to stimulate market demand for apartments and other services offered by the group in the constrained economic environment.

Regular communications with residents through the Balwin app, and direct or in-person communication. Complaints from residents are followed up and feedback provided timeously.

Transparency in utility billing remains a priority, with clear communication and direct involvement of service providers when necessary.



DE AAN- ZICHT

STAKEHOLDER ENGAGEMENT continued



POLOFIELDS

SUPPLIERS AND CONTRACTORS

Providers of services and materials, and outsourced contractors at developments.

RATIONALE FOR ENGAGING:

Building and maintaining strong supplier and contractor relationships is critical to ensuring reliable supply chains, efficient service delivery and commercially favourable terms.

Main engagement issues

- Consistency of supply considering lower sales volumes due to the prevailing challenging market conditions.
- Health and safety standards on all sites.

Balwin's response

Balwin's scalable development model allows contractors to rotate efficiently across various construction sites based on project progress. However, the lower rate of construction to align with sales volumes has had an impact on contractors. The group remains mindful of the need to retain critical skills during this extended period of high interest rates.

Health and safety remains a top priority, with all staff and contractors required to comply with Balwin's stringent health and safety policies. Each site is overseen by a dedicated safety officer to ensure adherence to these standards.

Notably, no fatalities occurred across any of Balwin's development sites during the year under review.

GOVERNMENT AND INDUSTRY REGULATORS

FSCA, JSE, SARS, national government, municipalities and industry regulatory bodies.

RATIONALE FOR ENGAGING:

Efficient approval processes are essential to minimising delays that could negatively impact sales and profitability.

Strict regulatory compliance safeguards the group's licence to operate, reinforcing business continuity and stakeholder confidence.

Main engagement issues

- Collaboration with local municipalities and provincial governments to secure development approvals.
- Engagement with environmental authorities to maintain compliance with regulations and obtain approvals for sustainable development.
- Interaction with government stakeholders regarding Strategic Integrated Projects (SIPs), particularly at Greencreek and Mooikloof Smart City in Tshwane east, focusing on the installation of bulk services to support these developments.

Balwin's response

Town planning delays impacting The Whisken (Gauteng) and De Aan-Zicht (Western Cape) were successfully addressed, while positive progress is being made with the local council at Izinga Eco-Estate (KwaZulu-Natal).

The group continued to invest in the infrastructure rollout in Tshwane east. These are costs that fall under government's commitment through the SIPs in the region.

The group monitors regulatory developments to ensure compliance and the seamless adoption of evolving legislative requirements. No cases of regulatory non-compliance were identified during the reporting period.

STAKEHOLDER ENGAGEMENT continued

EMPLOYEES

All permanent and part-time employees across the group.

RATIONALE FOR ENGAGING:

Balwin's success relies on the collective skills and commitment of its employees. An engaged and motivated workforce is essential to driving the group's performance and long-term growth.

Main engagement issues

- Cultivating an environment of diversity, inclusion and belonging amongst employees.
- Employee growth and development.
- Employee wellbeing and engagement.

Balwin's response

Balwin places a high priority on meeting its employment equity target. The group focused on promoting and placing candidates within the required and targeted demographic groups and provided training to the management team on effective interview techniques to identify top talent.

The employment equity committee meet regularly to bridge the gap in terms of identified barriers and to create awareness of inclusivity and fairness.

Personal development plans were introduced as part of individual performance appraisals, encouraging managers to invest in their team members and growing the team's skills through continuous development.

Ensuring employee wellbeing is a key component of Balwin's human capital management strategy and is prioritised through training on wellness topics and staff participation in organised sporting events.

Balwin provides all staff members with entry into the sponsored Balwin Marathon series with almost all staff members participating in the event annually.



01 GROUP STRATEGY

Balwin's strategy is to deliver quality and affordable apartments to the growing middle income consumer that provides residents a safe living environment with a focus on sustainability, innovation and lifestyle.

Material issues and risks that could impact on the group's strategy, its stakeholders and its ability to sustain growth are reviewed annually as part of the strategic planning process (refer to Material Risks on pages 14 to 17).



GREENLEE

STRATEGIC OBJECTIVES



DELIVER QUALITY AND
AFFORDABLE
APARTMENTS

EFFICIENT CASH
MANAGEMENT AND
CAPITAL ALLOCATION

CAPITALISE ON ANNUITY
REVENUE OPPORTUNITIES

OFFER COMPLEMENTARY
BRANDS IN TARGETED
HIGH-GROWTH NODES

ENHANCE PRODUCT AND
CUSTOMER EXPERIENCE

APPLY SUSTAINABLE
BUSINESS PRACTICES

UTILISE SPORT TO
PROMOTE THE
BALWIN BRAND



GROUP STRATEGY continued**DELIVER QUALITY AND AFFORDABLE APARTMENTS**

Develop quality residential apartments through consistency and excellence in the building process, supported by focused and creative cost engineering to ensure the affordability of the apartments and the lifestyle offerings.

**Progress in 2025 and plans for 2026**

- Deliver the current development pipeline of 41 975 apartments.
- Focus on cost containment and efficiencies to support the affordability of apartments while maintaining the appropriate gross margin.
- Prudent determination of selling prices of released phases to achieve margin growth for the group and capital appreciation for customers.
- Maintain ISO certification to ensure consistency in the construction process to internationally recognised levels of excellence.
- Continue to offer green bond home loans to enhance the affordability of apartments through a reduction in interest rates to customers.

CAPITALISE ON ANNUITY REVENUE OPPORTUNITIES

Balwin is positioned to generate ancillary annuity revenue streams by leveraging the existing asset and client base of the group and enhancing the Balwin brand.

**Progress in 2025 and plans for 2026**

- Consolidate and enhance the structure and strategy of the Balwin Annuity businesses.
- Expand the rental portfolio at The Eastlake (Linbro Park) and create the optimum capital structure and funding model for the development of the identified land parcels.
- Further centralisation of certain financial and operational functions to ensure consistency and drive efficiencies.
- Annuity businesses generated revenue of R175.8 million, an increase of 33% over the prior year, with the annuity group contributing 7.9% of group revenue.

**THE EASTLAKE**

GROUP STRATEGY continued**ENHANCE PRODUCT AND CUSTOMER EXPERIENCE**

Continuously improve the Balwin product offering and customer experience through ongoing innovation and deliver operating efficiencies.

**Progress in 2025 and plans for 2026**

- Received a further eight international property awards at the Africa and Arabia Property Awards, recognising the creative design and excellence of the Balwin product.
- Engage with architects to ensure the design of apartments is modern and stylish while retaining affordability.
- Equip all build-for-sale apartments with kitchen appliances from leading local brands, excluding the apartments within the Green Collection.
- Commence construction on indoor padel facilities at Munyaka (Waterfall) and Izinga Eco-Estate (KwaZulu-Natal).

OFFER COMPLIMENTARY BRANDS IN TARGETED HIGH-GROWTH NODES

Offering a portfolio of three distinctive development brands in the key strategic target nodes of Johannesburg, Tshwane, Western Cape and KwaZulu-Natal, while remaining responsive to market demand in the design of the block configuration. Conservative introduction of the strategic rental portfolio.

**Progress in 2025 and plans for 2026**

- Offer a balance of apartments across the Green, Classic and Signature Collection brands.
- Leverage the strong sales trend in the Western Cape by acquiring further land parcels in the region to enhance the pipeline and increase profit contributions.
- Grow the footprint in the Western Cape with Suikerbos (Milnerton), the replacement project for the successfully sold-out Fynbos development.
- Extend the KwaZulu-Natal offering through the launch of Shongweni Eco-Park (Shongweni).
- Evaluate international expansion to Mauritius.
- Grow the rental portfolio through the construction of purpose-developed rental estates.

EFFICIENT CASH MANAGEMENT AND CAPITAL ALLOCATION

Cash management and the preservation of cash reserves are a priority for the group. Capital allocation strategies are continually reviewed to ensure the appropriate and optimal allocation of cash resources.

**Progress in 2025 and plans for 2026**

- Reduce the group's debt by focusing on unproductive capital employed and unlocking value from the existing investment in developments under construction through the sale of apartments, and accelerated where possible by selling land parcels for the development of complementary service offerings for our residents, including schools, retail, fuel stations and commercial.
- Engagement with government and affiliated funding partners to ensure delivery on the commitment for the installation of infrastructure for Strategic Integrated Projects.
- Prudent management of overhead costs to preserve cash flow.
- Manage liquidity by continuing to align the rate of construction of apartments to match the sales demand.

GROUP STRATEGY continued

APPLY SUSTAINABLE BUSINESS PRACTICES

Reducing the environmental impact of construction activities through innovation in design and building techniques is key to the development process. Balwin's environmental, social and governance (ESG) strategy also aims to positively impact the environment and communities surrounding developments.



Progress in 2025 and plans for 2026

- Strengthened the group's governance structures with the formation of an ESG committee to oversee ESG performance.
- Continued focus on environmental measures including water savings, water recycling, reduction in carbon emissions, production of renewable energy and waste recycling.
- Achieve EDGE Advanced certification for all new apartments, with 27 162 apartments certified by year end.
- Achieve six-star green ratings for all lifestyle centres developed, with 10 lifestyle centres having received this rating.
- Continue to partner with major financial institutions to offer green bonds to aid the affordability of apartments to owners by virtue of sustainable building practices.
- Continued support to the Balwin Foundation.
- Prioritise the appointment of community-based contractors and support the surrounding communities.

UTILISE SPORT TO PROMOTE THE BALWIN BRAND

Utilise sport as a primary medium to market the Balwin brand by promoting a healthy lifestyle among clients, staff and all South Africans, with the ultimate aim of selling apartments and ancillary products and services.

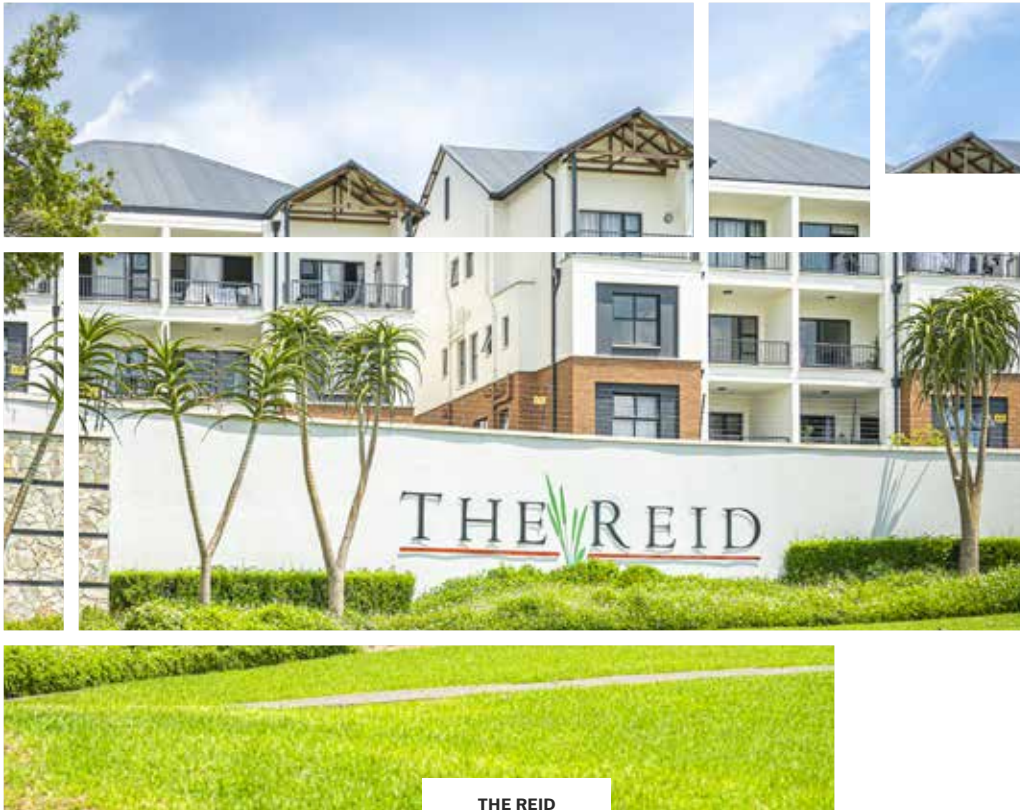


Progress in 2025 and plans for 2026

- Continue to use sport to promote the Balwin brand and create awareness of developments.
- Extend the reach of the Balwin brand through the partnership with two-time world padel champion, Willy Lahoz, and launch new padel tournaments around the country.
- Continue to sponsor the national Balwin Marathon series, with one major road running event in each of the regions in which Balwin operates.



INVESTMENT CASE



Balwin offers investors exposure to residential property development targeting South Africa's growing middle income population. While property development has been under pressure owing to challenging macroeconomic conditions and high interest rates, the group's investment case remains robust.

Investors should consider the following factors when evaluating a potential investment in Balwin, ignoring any sector, sovereign, economic or other risk factors.

1

MARKET-LEADING DEVELOPER OF LARGE-SCALE RESIDENTIAL ESTATES

- Balwin is an established and trusted brand among homeowners, investors and financial institutions, with a portfolio of 100 active and completed residential developments
- A broad range of owners and investors are targeted through three distinctive development brands appropriately priced for different market needs
- Excellence in creativity, design and delivery of product is reflected in the group having received 53 international property industry awards

2

WELL POSITIONED TO ADDRESS THE UNDERSUPPLY OF HOUSING

- Sustained growth in South Africa's middle income population and continuing trend to urbanisation is supporting housing demand
- Balwin meets the ongoing demand for quality, affordable and conveniently located housing in secure environments close to amenities

3

LONG-TERM DEVELOPMENT PIPELINE IN KEY LOCATIONS

- Pipeline of 41 975 residential apartments to be constructed over the next 12 years in well-located developments in major metropolitan areas
- Land secured in key nodes for future development

INVESTMENT CASE continued

4

**PROVEN BUSINESS MODEL FOR
LARGE-SCALE DEVELOPMENTS**

- Phased development model ensures the rate of housing construction is matched to the rate of sales
- Scalability of developments allow for investment in extensive lifestyle facilities for residents and focused management of levies, factors which differentiate Balwin in the market
- Long-term relationships with suppliers and sub-contractors nationally results in cost savings and high-quality apartments

5

**SUSTAINABLE MARGINS
SUPPORTED BY A HIGH
LEVEL OF PRE-SALES**

- Balwin has a predictable margin for a listed residential property developer due to construction management and sales being managed in-house
- Healthy profit margins allow for increased marketing campaigns to drive sales when necessary
- Pre-sales enable development finance to be secured which is undertaken on a phase-by-phase basis, providing protection against adverse economic conditions

6

**SIGNIFICANT BARRIERS TO
ENTRY INTO THE MARKET**

- The extensive initial capital outlays required for large-scale residential developments prevent competitors from easily entering the market
- Balwin has a proven track record and the support of a broad range of major banks and financial institutions; funding is not easily accessible to new entrants

7

**ACHIEVING INTERNATIONAL
ENVIRONMENTAL BUILDING
STANDARDS**

- Eleven lifestyle centres have been six-star green rated, reflecting the group's environmental building standards
- Over 27 000 apartments obtained the Excellence in Design for Greater Efficiencies (EDGE) certification from the International Finance Corporation

8

**GROWING ANNUITY
REVENUE STREAM**

- Value-add products and services offered to clients which generate annuity income and diversify the group's sources of revenue
- Good growth potential anticipated in annuity businesses in the medium term

9

**EXPERIENCED MANAGEMENT
TEAM WITH EXTENSIVE
MARKET KNOWLEDGE**

- Founder/chief executive officer and other executives are significant shareholders which aligns their interests with those of other investors
- Executive management team has combined hands-on experience of developing over 100 residential estates



Hilton Saven

CHAIRMAN'S LETTER

02

“Despite the volatile and challenging economic environment, the board believes that Balwin’s organic growth strategy supports a compelling investment case. The business is well positioned to address the undersupply of housing to South Africa’s middle income market through our development pipeline of over 40 000 build-to-sell and rental apartments”

Dear Stakeholders

It is pleasing to present our 10th integrated report to stakeholders, marking a decade since Balwin Properties was listed on the JSE in 2015.

Over this period Balwin has made significant strides in establishing itself as the country’s leading developer of large-scale residential property estates. It has also been a decade defined by some of the most challenging trading conditions in recent history, including civil unrest, political instability, natural disasters, a global pandemic and multiple watershed moments for the country. The past year has been no exception.

At the time of writing to shareholders in last year’s integrated report, the country was eagerly anticipating the May 2024 general elections and the impact its outcome would have on the nation’s political future.

The orderly conduct of the elections and their decisive outcome brought about a shift in the political landscape, culminating in the formation of the Government of National Unity (GNU) in June 2024.

Consumer confidence was bolstered by the establishment of the GNU. Together with a reduction in load shedding, a strengthening currency and easing in inflation, this supported improved economic growth prospects for the country.

Inflation remained close to the mid-point of the SA Reserve Bank’s target range which triggered the commencement of the long-awaited interest rate cutting cycle in September 2024. This allowed the central bank to lower the prime lending rate by a cumulative 75 basis points, a most welcome development for the residential property market which contributed to a significantly improved second half performance for Balwin.

CHAIRMAN'S LETTER continued

However, lower sales in the first half of the year led to a 8% decrease in the number of apartments recognised in revenue, contributing to a 6% decline in group revenue for the year. As a result, headline earnings were 4% lower at 45.95 cents per share.

The board has taken the decision not to declare a dividend owing to the prevailing economic uncertainty and trading conditions. Available capital will instead be allocated to reducing the group's debt exposure.

Unfortunately, the positive sentiment that characterised the second half of the 2024 calendar year has faded, giving way to growing uncertainty in the early months of 2025. This has been driven by developments in the United States that have increased global geopolitical tension and risks. Domestically, the coalition GNU is showing signs of strain amid fundamental policy disagreements, casting doubt on its stability and future.

Despite the volatile and challenging economic environment, the board believes that Balwin's organic growth strategy supports a compelling investment case. The business is well positioned to address the undersupply of housing to South Africa's middle income market through our development pipeline of over 40 000 build-to-sell and rental apartments over the next 12 years. This strategy is underpinned by a proven business model which has been successfully applied across 100 large-scale developments.

The group's core build-to-sell model will now be complemented by the introduction of a substantial rental portfolio. The first phase of approximately 6 200 rental apartments will be developed over the next eight to ten years. As with our build-to-sell model, rental developments will be constructed and tenanted in phases to effectively manage and mitigate risk.

The rental business forms part of Balwin Annuity which aims to develop alternative, annuity-based revenue streams to support the group's core operations. Balwin Annuity comprises a portfolio of diverse businesses which also enhance the value proposition for homeowners by making life in a Balwin development more cost-effective and appealing.

Shareholders will be aware that sustainable development is a fundamental component of Balwin's value creation strategy, and management remains committed to responsible environmental, social and governance (ESG) practices. Our ESG policy and reporting framework are built around three strategic pillars: building smart for a sustainable future, building inclusive for an enriched South Africa, and building excellence through assurance. These pillars are aligned with 14 of the 17 United Nations Sustainable Development Goals.

Sustainability governance was strengthened during the reporting period with the establishment of an ESG committee. The committee will be responsible for integrating ESG risks and opportunities into Balwin's operations, strategy and stakeholder engagement to enhance the group's positive impact. Refer to Building a sustainable future on page 98 for further details.

Balwin is recognised locally and internationally for its environmentally sustainable approach to residential property development. The group focuses on innovative design and construction that minimise environmental impact. Developments are assessed against the highest global standards in sustainable design, with all new apartments targeting the Excellence in Design for Greater Efficiencies (EDGE) Advanced certification from the International Finance Corporation. Balwin's lifestyle centres target Six-Star Green Star and net zero carbon ratings from the Green Building Council of South Africa (GBCSA), demonstrating international leadership in innovation, social responsibility and environmental stewardship.

Balwin remains committed to enhancing energy security for its residents, increasing its renewable energy production by 40% over the past 12 months to 5 417 MWh. This focus on sustainability is further reflected in a 25% reduction in scope 1 and 2 emissions during the year, marking significant progress on its long-term journey toward carbon neutrality.

The group maintained its level 4 B-BBEE rating, highlighting the ongoing commitment to the social pillar of our ESG strategy. The score of 38.63 out of a possible 39.00 in the procurement, enterprise and supplier development element of the scorecard confirms the group's strong economic contribution to B-BBEE and support for small business suppliers. Over the past year, the number of community-based contractors engaged at Balwin developments increased from 74 to 110, further reinforcing our commitment to inclusive growth.

Governance policies and practices are continually reviewed as the board strives to achieve an effective balance between meeting its oversight responsibilities while maintaining the entrepreneurial spirit on which Balwin was founded.

Our board is stable, independent, engaged and diverse. This diversity enables the board to consider the interests of all stakeholder groups. Currently 44% of the directors are black and 22% are female, aligning with our voluntary targets of 30% black and 20% female representation.

On behalf of my board colleagues, I thank Steve Brookes and his executive team for their astute leadership in steering the group successfully through yet another demanding year. Thank you to my fellow non-executive directors for their oversight, guidance and counsel, and I thank them for their active participation in board affairs. Thank you to our shareholders for your continued belief in our investment case and we welcome those who invested for the first time during the year.

Sincerely



Hilton Saven

Independent non-executive chairman

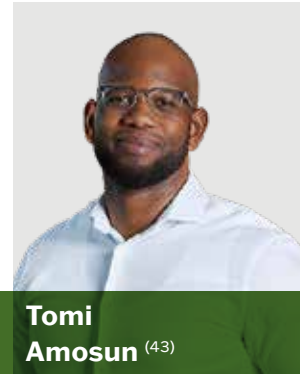


**Hilton
Saven** ⁽⁷²⁾

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

Appointed in 2015

Hilton is the former chairman of Mazars South Africa, an international firm of accountants and Praxity, an international alliance of accounting firms. He has extensive experience in listed and unlisted entities in the areas of finance, governance, strategy and general management. Hilton is the non-executive chairman of Truworths International Limited and Lewis Group Limited.



**Tomi
Amosun** ⁽⁴³⁾

**BBus Sci (Finance Hons),
CA(SA)**
*Independent non-executive
director*

Appointed in 2017

Tomi is the managing partner, head of investments and a founding member of Summit Africa, a black-owned and managed alternative investment manager focusing on unlisted equity, social infrastructure and unlisted real estate investments in southern Africa. Tomi is a key individual in terms of the Financial Advisory and Intermediary Services Act and has extensive experience and a proven track record in governance, capital raising, mergers and acquisitions, portfolio management and strategy, as an adviser to large listed and unlisted companies in South Africa and the rest of Africa.



**Reginald (Reggie)
Kukama** ⁽⁵⁵⁾

**BAS, BArch (Hons)
cum laude, MSc in Building
and Urban Design in
Development
(University of London)**
Non-executive director

Appointed in 2021

Reggie founded Yaetsho Investments and Projects, a multi-disciplinary investment company holding investments in agriculture, property, telecommunications and information technology. He has extensive experience in several areas of the property industry, including greenfields development, redevelopment of properties, education centres, student accommodation, healthcare properties, office accommodation, property banking and property equity investments in excess of R3 billion. Reggie holds various board positions in a number of private companies.



**Keneilwe
Moloko** ⁽⁵⁶⁾

**National Diploma in Building
Surveying, BSc Quantity
Surveying, BCom, PGDA,
CA(SA)**
*Independent non-executive
director*

Appointed in 2022

Keneilwe is a chartered accountant and quantity surveyor. She started her career with Grinaker Building, Dawson & Frazer and CP De Leeuw Quantity Surveyors. After completing articles at KPMG, she was a development executive at Spearhead Properties and later a fixed interest credit analyst and a member of the credit committee of Coronation Fund Managers. Keneilwe is a non-executive director of Bidcorp Limited and previous directorships include Attacq Limited, Fairvest Property Holdings Limited, Brimstone Investments and Long4Life Limited.

02 BOARD OF DIRECTORS

BOARD OF DIRECTORS continued



Thoko Mokgosi-Mwantembe ⁽⁶³⁾

BSc and diploma in teaching (Swaziland), MSc (Medicinal Chemistry UK), executive courses at Harvard (USA) and IMD (Switzerland)

Independent non-executive director

Appointed in 2017

Thoko is the chief executive officer and a founder of the Kutana Group. She has held executive positions in global pharmaceutical and ICT companies, including serving as CEO of Alcatel SA and Hewlett-Packard SA. She is a non-executive director of Old Mutual, Omnia Holdings and Oceana Group. She was the South African Businesswoman of the Year in 2007, IT businesswoman of the year and voted second most influential woman in Africa for IT, media and telecommunications.



Arnold Shapiro ⁽⁶²⁾

BBus Sci (Finance Hons), English Literature Studies (UNISA)

Independent non-executive director

Appointed in 2016

Arnold started his career as a software programmer before moving into the financial sector. He was involved in investment analysis, fund management and general management at Old Mutual and Brait. Since 2005, he has been the chief executive officer of Trematon Capital, a JSE listed, closed-end investment fund with investments that have included the purchase and development of leisure, commercial and residential property, the establishment and management of schools and a broad range of local and offshore equity investments. He has served as an executive and non-executive on the boards of several listed companies.



Julian Scher ⁽⁶²⁾

BCom, LLB

Independent non-executive director

Appointed in 2019

After starting his legal career at Webber Wentzel, Julian expanded his experience and gained commercial experience at UAL Merchant Bank. Julian's focus is predominantly on the commercial aspects of property development law, including sectional title, property litigation, town planning and conveyancing. In 1994 he co-founded Strauss Scher Attorneys where he is the senior director.



Stephen (Steve) Brookes ⁽⁶⁰⁾

National Higher Diploma Civil Engineering

Chief executive officer

Appointed in 2003

Steve founded Balwin in 1996 and has served as the chief executive officer for 25 years. He has been instrumental in growing the company from a start-up to a successful listed company. His passion for environmentally responsible building practices is the driving force behind Balwin's approach to minimising the environmental impact of its developments. Prior to founding Balwin, Steve worked as a civil engineer at Eskom and project manager at Matrix Projects. He is a non-executive director of the Green Building Council of South Africa and chairman of The Balwin Foundation, a non-profit company aimed at making a social difference in education, training and funding.



Jonathan Bigham ⁽⁴⁰⁾

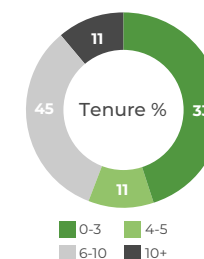
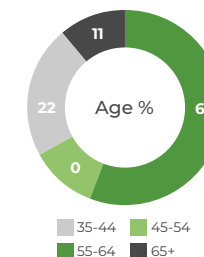
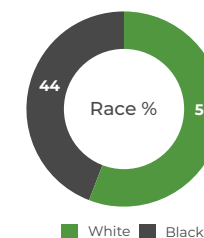
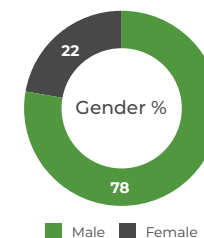
BCom (Hons), CA(SA)

Chief financial officer

Appointed in 2022

Jonathan joined the group in 2018 and served as the group finance manager until his appointment as chief financial officer in April 2022. He was a member of the executive committee from 2020 and is responsible for the group's finance and treasury functions. Prior to joining Balwin, he completed his articles and served as an audit manager at Deloitte. He also previously worked for Capital Property Fund as the finance manager with company secretarial and governance responsibilities.

BOARD PROFILE





THE BLYDE

02 EXECUTIVE MANAGEMENT



**Rodney
Gray** ⁽⁵⁶⁾

**National Higher Diploma
Mechanical Engineering**
Managing director

Rodney is the managing director of Balwin with 25 years' experience in the position. Prior to joining Balwin, Rodney was the director of project management company, Nostrum, which managed one of Balwin's developments at the time, and was appointed in 1997 as a partner to Steve Brookes.



**Kyle
Gallagher** ⁽³⁶⁾

**BSc Construction
Management**
*General manager –
KwaZulu-Natal*

Kyle joined Balwin in 2013 as a foreman and subsequently held the position of contracts manager and regional contracts manager before being promoted to his current role. Kyle has more than 10 years' experience in the construction and property development industry focusing on the planning and implementation of high-density residential developments.



**Clare
Harrison** ⁽⁵⁷⁾

**Higher National Certificate
Business and Finance**
*General manager –
Western Cape*

Clare joined Balwin in 2016 as the group SHEQ manager before being promoted to general manager in the Western Cape in 2021. Clare has 16 years' experience in the construction industry and has previously held senior management roles at Group Five and the Gautrain Management Agency.

EXECUTIVE MANAGEMENT continued



**Raaziq
Ismail** (34)

**BCom Law cum laude;
LLB cum laude**

Head of legal/head of annuity

Raaziq is an attorney and notary public and joined the group in 2017. He has extensive experience in property law with specific focus on sectional title development as well as financial markets regulation, property development, project finance and consumer legislation. Raaziq is a member of the Sectional Title Regulation Board and serves on the SA Property Owners Association's legal committee. Prior to joining Balwin, Raaziq was an associate at Cliffe Dekker Hofmeyr Inc.



**Michael
Le Grange** (44)

**NDip Architectural
Technology**

*General manager –
Tshwane*

Michael is a seasoned property development professional with over two decades experience in planning, design, construction and project management across residential, commercial and industrial real estate. His expertise spans site acquisition, feasibility analysis and large-scale infrastructure implementation, with a strong focus on delivering high-quality, sustainable developments.

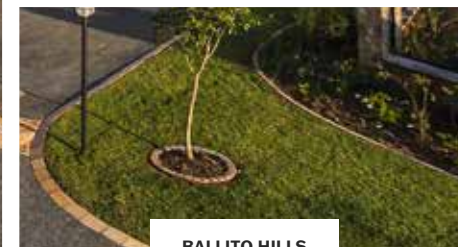


**Jaco
Strydom** (47)

BSc QS, PrQS, PMAQS, MBA

*General manager –
Johannesburg*

Jaco has more than 20 years' experience in the construction and property development fields. He has extensive involvement in the planning and rollout of several mixed-use development parcels nationally. Prior to joining Balwin in 2019, Jaco served in technical and senior management roles.



BALLITO HILLS





Steve Brookes

CHIEF EXECUTIVE OFFICER'S REPORT

Q & A WITH STEVE BROOKES

Q Balwin encountered another year of challenging macro-economic conditions that dampened demand for residential property, although there were encouraging early signs of a recovery late in the year. How has this environment impacted apartment sales?

A Our 2025 financial year was distinctly a tale of two halves. After a particularly challenging first half, the reduction in the prime lending rate marked the beginning of a long-awaited recovery in the residential property market. Although the 75 basis point cut was more modest than many economists and market commentators had anticipated, the commencement of the rate-cutting cycle in late September 2024 had an immediate and positive impact on our apartment sales.

Following a 23% decline in the number of apartments recognised in revenue during the first half compared to the prior period, the more buoyant trading environment drove a 73% increase in sales in the second half. While the total number of apartments recognised in revenue for the year was 8% lower at 1 749, the strong sales momentum is encouraging and positions Balwin for an improved performance in the 2026 financial year.

Q Over the past year, Balwin Annuity has expanded its service offering and, notably, increased its contribution to group revenue. What are the key drivers of this growth, and what is the potential for further expansion?

A The annuity businesses delivered a strong performance, increasing revenue by 33% to R175.8 million and growing the contribution to group revenue from 5.6% to 7.9%. This strategic focus not only diversifies Balwin's income streams and enhances revenue but also adds value for homeowners by making living in a Balwin development more cost-effective and attractive.

Fibre network installation and supply remains the largest contributor, with Balwin Fibre now servicing over 10 000 households. Additional growth was driven by solid performances from the rental and mortgage bond origination businesses. Notably, Balwin Green Living, our renewable energy solutions provider, delivered a positive profit contribution for the first time.

Under the leadership of Raaziq Ismail, who heads up Balwin Annuity as well as our legal services, we have refined the annuity model and demonstrated our ability to build scalable, sustainable businesses. This positions us well for the continued expansion of this revenue stream.

Q The group announced ambitious plans to grow its rental portfolio over the next eight to ten years. Does this indicate a strategic shift away from Balwin's core build-to-sell model?

A Our rental portfolio is designed to complement our existing build-to-sell model. We see the rental portfolio as a strategic incubator, enabling tenants to move up the property ladder and ultimately purchase their own Balwin apartment. These estates will be developed exclusively for rental purposes, with no apartments made available for sale. At the same time, our build-to-rent strategy will help unlock value in our land bank, with the first phase of identified rental apartments representing around 20% of our total land holdings. As with our build-to-sell model, rental developments will be constructed and tenanted in phases to mitigate risk.

CHIEF EXECUTIVE OFFICER'S REPORT continued**Q Balwin's commitment to sustainability and green building practices is widely recognised across the residential property sector. How has the group further strengthened its green building credentials over the past year?**

A Balwin is synonymous with green building innovation and we continue to make meaningful strides in reducing our environmental impact. Over the past year alone, our sustainable building practices have generated cost savings of approximately R16.5 million for our customers.

The number of Six-Star Green Star rated properties in our portfolio increased to 11 following the certification of the lifestyle centre and Montessori School at the Thaba Eco-Village residential estate in Johannesburg south. We were particularly proud that our corporate office in Johannesburg achieved a Six-Star Green Star "As Built" rating – the highest rating for a commercial building in South Africa.

Shareholders will be familiar with the Excellence in Design for Greater Efficiencies (EDGE) certification, the globally recognised benchmark for sustainable design and construction. A total of 27 162 Balwin apartments have achieved EDGE certification, with 19 722 receiving the EDGE Advanced rating, underscoring our leadership in environmentally responsible development.

Our investment in green energy solutions continues to provide a strategic competitive advantage. During the year we expanded our renewable energy capacity through additional solar installations, generating 5 417 MWh of renewable energy and further reducing our carbon footprint.

Q In a year characterised by pressure on sales and profitability, what key achievements give you confidence that Balwin has remained on track in delivering its strategic objectives?

A We believe that external recognition measured against global standards is the ultimate benchmark of success in our industry.

At the 2024 Africa and Arabia Property Awards we were honoured with eight accolades. The Izinga Eco-Estate (KwaZulu-Natal) and the Mooikloof Eco-Estate (Tshwane east) each received two awards. The sustainability of our developments was also recognised, with Greencreek (Tshwane east) being awarded Best Sustainable Residential Development in South Africa at these prestigious industry awards.

Balwin has now received 53 international awards which celebrate the quality, design, innovation and excellence of our developments.

Q Is Balwin's strategy of leveraging sport to promote and build its brand proving effective?

A By harnessing the health and lifestyle appeal of sport and aligning our brand with sports development, we aim to deepen brand engagement and ultimately drive apartment sales.

The success of this strategy is reflected in the Balwin Sport Marathon Series, which attracted over 25 000 participants across four road running events nationwide. In addition to strengthening our brand's presence within the mass-market sporting community, the opportunity for participants to win a fully furnished Balwin apartment generated strong engagement and translated directly into sales.

I would like to extend my thanks to Ryan Kalk for this energetic and enthusiastic leadership of Balwin Sport.

Q Balwin also supports the rapidly growing sport of padel. How is this initiative progressing?

A Our padel strategy continues to gain momentum, thanks to our partnership with the two-time world padel champion Willy Lahoz and the passion of Sebastian Brookman, the MD of Balwin Padel. Through the commercial component of our strategy, we are increasing participation in the sport and extending the reach of the Balwin brand. We currently have padel courts at six developments, with plans to expand this footprint in the years ahead, including the addition of indoor facilities.

We are also committed to providing access to future sports stars from disadvantaged areas and are focusing on the development of padel in communities adjacent to our estates through coaching clinics and upskilling talent of all ages.

Q What is the outlook for a recovery in the residential property market over the coming year and what underpins your confidence in Balwin's prospects?

A We remain optimistic about the prospects of our core business and our ability to leverage the strength of the Balwin brand in generating complementary, annuity-based revenue streams. The planned expansion of our rental portfolio will further diversify the group's revenue base and increase exposure to more defensive, resilient assets.

The pre-sale of 814 apartments provides a solid platform for growth in the 2026 financial year, while our investment in land and a long-term development pipeline of approximately 42 000 apartments supports the group's organic growth prospects.

Although lower interest rates are expected to stimulate demand for our apartments, ongoing local political uncertainty and global geopolitical risks may delay a sustained recovery in the residential property market.

Thank you to all our stakeholders, including my fellow directors, executive colleagues and our people, who have ensured that Balwin maintains its market-leading position, and we look forward to your ongoing support and commitment.



Steve Brookes
Chief executive officer



Jonathan Bigham
**CHIEF
FINANCIAL
OFFICER'S
REPORT**



“Trading conditions in the residential property market improved in the latter part of the group’s financial year, supported by renewed political stability, improved consumer confidence and a cumulative 75 basis point reduction in the prime interest rate between September 2024 and January 2025.”

Although the number of apartments recognised in revenue declined by 8% to 1 749, it is encouraging that 63% of these sales were recognised in the second half of the financial year. This positive momentum, together with a further 814 apartments already pre-sold, positions Balwin for a stronger performance in the 2026 financial year. However, the recent increase in economic and political uncertainty locally and globally has tempered this optimism.

Balwin Annuity continued to gain traction, increasing its contribution to total revenue from 5.6% to 7.9%, further diversifying the group’s revenue streams. The strong gross profit margin of the annuity businesses supported the group’s overall margin expansion from 28% to 30%.

The group’s profit after taxation increased by 8% while headline earnings declined by 4% due to the exclusion of the profit on the sale of land held by Balwin Annuity and the adjustment of fair value gains on investment property from the headline earnings calculation.

The board actively manages the group’s debt exposure relative to covenants and the treasury policy. The group’s loan-to-value ratio remained consistent at 40.4% and complied with all covenants from lenders for the financial year.

After assessing the current trading conditions and economic uncertainty, the board has decided not to declare a dividend. The primary objective remains the prudent allocation of available capital to reducing debt, in line with the group’s strategy to optimise its capital structure. The board will reconsider declaring a dividend for the 2026 financial year.

CHIEF FINANCIAL OFFICER'S REPORT continued

FINANCIAL REVIEW

The following review of the financial performance for the year ended 28 February 2025 should be read together with the group's consolidated annual financial statements which are available at <https://balwin.co.za/investor-relations#annual>. This review covers the key line items of the statements of comprehensive income, financial position and cash flows, which management consider material to the group's performance.

STATEMENT OF COMPREHENSIVE INCOME

REVENUE

Group revenue declined by 6% to R2.2 billion (2024: R2.4 billion), reflecting the continued challenging conditions in the residential housing market.

	2025 (R'000)	2024 (R'000)	Movement (%)
Disaggregation of revenue by source:			
Revenue from the sale of apartments	1 997 196	2 222 136	(10%)
Revenue from the sale of land	45 803	–	100%
Revenue from Balwin Annuity	175 802	132 543	33%
Donation income from Balwin Foundation	2 117	1 605	32%
	2 220 918	2 356 284	(6%)

The reduction in group revenue was largely attributable to the decline in apartment sales, which contracted by 10% to R2.0 billion, in line with the reduction in the number of apartments handed over in the year.

Revenue was bolstered by the sale of land at Mooikloof Smart City for the construction of a shopping centre which is expected to enhance the value of the neighbouring residential development.

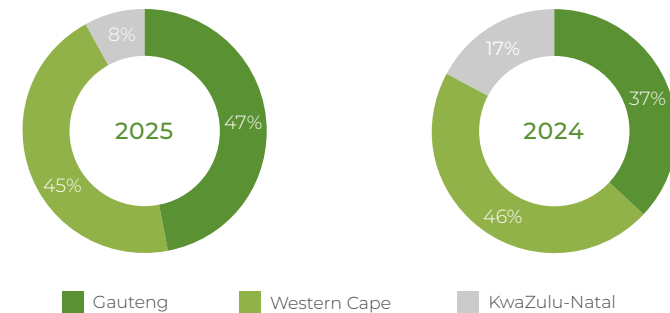
The group is negotiating for the sales of further land parcels for complementary offerings including schools, fuel stations and commercial offerings.

Balwin Annuity experienced strong growth and increased revenue by 33% to R175.8 million.

ANALYSIS OF REVENUE FROM THE SALE OF APARTMENTS

REVENUE FROM SALE OF APARTMENTS BY REGION

Region	2025 (R'000)	2024 (R'000)	Movement (%)
Gauteng	945 129	812 763	16%
Western Cape	889 851	1 034 156	(14%)
KwaZulu-Natal	162 216	375 217	(57%)
	1 997 196	2 222 136	(10%)



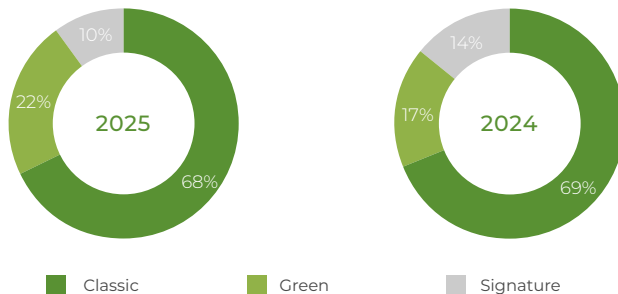
Gauteng was the largest contributor to revenue from the sale of apartments at 47% (2024: 37%), with revenue increasing by 16% to R945.1 million. The improved sales performance was evident across most developments in the Gauteng node, albeit off a low base. Revenue benefitted from the resumption of sales at The Whisken (Johannesburg north) following a protracted delay in construction owing to town planning approvals. Management remains optimistic on the long-term sustained demand in the Gauteng region which has 12 active developments across Johannesburg (eight) and Tshwane (four).

Western Cape recorded revenue of R890.0 million from its five active developments, contracting 14% from the prior year as a result of the lower number of apartments recognised in revenue. The group successfully sold out Fynbos (Milnerton) during the year and took registration of the land for the replacement project, Suikerbos, which is planned for initial handover in the 2026 financial year. This temporary gap in development contributed to the decline in apartment sales. However, sales at Suikerbos were launched on the conclusion of Fynbos, with 165 apartments being forward sold at year end. The Western Cape's contribution to revenue was stable at 45% (2024: 46%), with the sales rate in the region remaining healthy.

KwaZulu-Natal was the smallest contributor to revenue from the sale of apartments at 8% (2024: 17%). Izinga Eco-Estate (Umhlanga) continued to be impacted by delays in approvals by the local municipality, with only 26 apartments being handed over in the period.

REVENUE FROM SALE OF APARTMENTS BY COLLECTION

Collection	2025 (R'000)	2024 (R'000)	Movement (%)
Classic	1 362 920	1 525 722	(11%)
Green	432 576	381 357	13%
Signature	201 700	315 057	(36%)
	1 997 196	2 222 136	(10%)



Revenue by Collection was largely consistent with the prior year, with the **Classic** Collection maintaining its contribution of revenue at 68% (2024: 69%) on the back of the continued strong performance of the developments in the Western Cape as well as sustained demand at Munyaka (Waterfall, Gauteng).

The **Green** Collection developments increased their revenue contribution to 22% (2024: 17%), with a pleasing recovery in the volumes of sales across the Collection increasing revenue by 13%. The **Signature** Collection contribution reduced to 10% (2024: 14%) and strategically remains the lowest contributing Collection within the portfolio.

AVERAGE SELLING PRICES

Despite the continued market headwinds, the group increased selling prices slightly which partially mitigated the lower volumes of apartments sold.

The selling prices of apartments are determined by multiple factors, including construction input costs, supply and demand dynamics in the region and general market conditions at the time of sale. Selling prices are reviewed regularly to address these constantly changing variables and to sustain a rate of sale of apartments commensurate with the rate of construction.

The average selling prices are impacted by the sales mix of apartment types within the development (one-, two- or three-bedroom apartments) and the apartment Collection (Green, Classic or Signature). A comparison of the movement in average selling prices is therefore only meaningful if performed by apartment type and within the relevant Collection.

Selling prices for the Signature Collection apartments are not analysed in this manner as they are more development specific. Accordingly, these selling prices are reviewed at a development level.

THE CLASSIC COLLECTION

	Average selling price (Rands incl. VAT) 2025	Selling price growth
1-bedroom	1 024 128	2%
2-bedroom	1 518 649	0%
3-bedroom	2 008 518	1%

The sales price performance of the Classic Collection apartments was largely unchanged, with modest price increases being offset by sales incentives during the year.

The one-bedroom apartments comprised 44% of all apartment sales within the Classic Collection and the strategy remains for this apartment type to comprise approximately half of the block configuration. These apartments were the strongest performing apartment type owing to their relative affordability and recorded a 2% selling price growth across the portfolio, with Western Cape being the strongest performing region with 6% price growth for one-bedroom apartments. KwaZulu-Natal and Gauteng reported marginal price regression during the reporting period.

The two- and three-bedroom apartments within the Classic Collection were flat year-on-year, with a continuation of the regional trends noted above whereby the Western Cape averaged 4% price growth. Owing to the constrained market in the other regions, a significant portion of the sales incentives were utilised to drive sales. This resulted in a net decrease in selling prices across the Gauteng and KwaZulu-Natal Classic Collection portfolio for two- and three-bedroom apartments.

THE GREEN COLLECTION

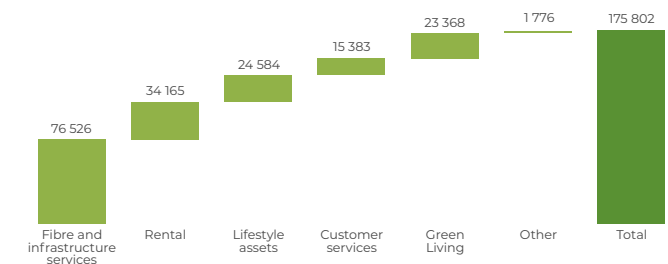
	Average selling price (Rands incl. VAT) 2025	Selling price growth
1-bedroom	693 029	0%
2-bedroom	1 033 311	6%
3-bedroom	1 247 825	0%

The two-bedroom Green Collection apartments achieved a 6% increase in selling prices, with all developments reflecting pleasing price growth following the recovery in the Collection in the financial year.

The pricing of the one- and three-bedroom remained unchanged, with the consistent theme of sales incentives offsetting the marginal price growth.

ANALYSIS OF REVENUE FROM BALWIN ANNUITY

Balwin Annuity recorded revenue of R175.8 million (2024: R132.5 million), an increase of 33%. Fibre and infrastructure services account for 44% of the total annuity revenue. Other strong annuity revenue contributions pertain to commercial and residential rental assets, lifestyle assets, customer services (mortgage bond origination, second hand trade-ins and insurance) and green living (renewable energy).



GROSS PROFIT

The group's gross profit margin improved to 30% (2024: 28%), largely due to the stronger performance of the higher-margin annuity businesses.

	2025 (R'000)	2024 (R'000)
Movement in the gross profit*		
Gross profit from sale of apartments	475 185	540 876
Gross profit from Balwin Annuity	171 671	130 954
Gross loss from the Balwin Foundation	(13 208)	(6 175)
Gross profit margin	30%	28%
Gross profit margin from sale of apartments	24%	24%
Gross profit from Balwin Annuity	98%	99%

* excludes the sale of land

The gross profit margin from the sale of apartments was consistent with the prior year at 24% as trading conditions remained challenging. The Western Cape continued to record healthy margins while Gauteng and KwaZulu-Natal experienced margin pressure due to constrained selling prices. Disciplined cost containment and cost engineering measures continue to be prioritised across all projects.

While sales incentives support demand and are imperative to drive sales volumes, the incentive campaigns are margin dilutive. The incentives applied this year included a CEO loyalty programme, a referral fee campaign as well as a sales incentive for first-time home owners.

The increased contribution from the annuity businesses supported the gross margin, with a 31% increase in gross profit recorded by Balwin Annuity. Due to the nature of these businesses, a different accounting methodology is applied compared to that used for the sale of apartments. The only annuity businesses to recognise cost of sales are Balwin Connect and Balwin Technik. The remaining annuity businesses do not record any cost of sale, but rather the costs incurred in these entities are administrative in nature, and are therefore accounted for as operating expenses. This concept is detailed in the commentary on operating costs that follows.

Refer to the commentary in the Revenue section of the report for a breakdown of the contributors to the annuity group revenue and gross profit.

The Balwin Foundation recorded a gross loss for the period as management ensured that all commitments to the foundation beneficiaries were honoured throughout the year, irrespective of the economic conditions.

OPERATING EXPENSES AND NET INVESTMENT COSTS

Consolidated operating expenditure totalled R350.9 million (2024: R351.2 million). The table details the cost basis of the company and annuity contributions:

	2025 (R'000)	2024 (R'000)	Movement
Balwin Properties (the company)	236 718	250 961	(6%)
Fixed expenditure	162 314	157 563	3%
Depreciation and amortisation	17 765	20 068	(11%)
Performance-linked expenditure	8 909	–	–
Variable expenditure (Note 1)	47 730	73 330	(35%)
Balwin Annuity (including Foundation)	114 231	100 216	14%
Total operating expenditure	350 949	351 177	0%
Operating expenditure to revenue ratio	15.8%	14.9%	

Note 1: Variable expenditure includes sales-related costs such as sales commissions, marketing and other sales activity-related costs.

At a company level, the total operating expenditure reduced by 6% to R236.7 million as costs were tightly managed in response to the lower sales activity. Overhead costs were streamlined as a significant focus was placed on cost containment.

Fixed expenditure increased by 3% from the prior year, slightly below the prevailing inflationary rates owing to continued focus on cost cutting. Variable expenditure decreased by 35% as marketing costs were aggressively managed in the year.

Allowance has been made for performance-linked incentives for all staff as the minimum measures contained in the group's performance scorecard were achieved. No performance incentives were paid in the prior year as performance measures were not achieved.

Balwin Annuity's operating costs increased by 14% to R114.2 million due to increased operational activity reflected by the 33% growth in revenue. As noted in the gross margin analysis, these businesses do not record cost of sales and all costs are disclosed as operating costs as the expenses are considered to be administrative in nature.

GROUP PROFIT AND EARNINGS

The group recorded profit after taxation of R234.0 million, an increase of 8% over the prior year.

Earnings per share increased by 8% to 49.74 cents. Headline earnings per share decreased by 4% to 45.95 cents. The material movement in the headline earnings adjustment is due to the exclusion of the profit on the sale of land held by Balwin Annuity and the adjustment of fair value gains on investment property from the headline earnings calculation.

STATEMENT OF FINANCIAL POSITION PROPERTY, PLANT AND EQUIPMENT AND INVESTMENT PROPERTY

Property, plant and equipment increased to R421.6 million (2024: R381.8 million) mainly as a result of ongoing investment in solar assets for developments and the continued rollout of fibre infrastructure within the annuity group.

The group holds investment property valued at R325.1 million (2024: R220.4 million). During the year, the group transferred R44.3 million to investment property pertaining to the lifestyle centre at Thaba Eco Village (Johannesburg south). The lifestyle centre has a retail and sports component and attracts membership fees from access to its sports facilities, which include six padel courts, gym, two football fields, mini basketball court and skateboard park.

The group also commenced development at The Eastlake (Johannesburg east), the first project in the strategic expansion of the rental portfolio, with development costs of R58.8 million being incurred. The first two phases have been handed over and attracted strong rental support, with a further 126 apartments being developed on a phase-by-phase basis.

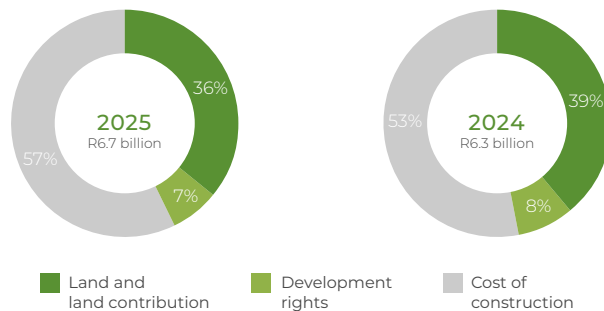
The fair value of the investment property portfolio increased by R6.7 million.

DEVELOPMENTS UNDER CONSTRUCTION

Developments under construction, which include the value of land and infrastructure costs, development rights and construction costs, increased by R337.0 million to R6.7 billion. This increase was driven predominantly by the investment in two new developments in the Western Cape, a region benefitting from sustained strong demand and healthy margins.

Despite this investment in the Western Cape pipeline, the absolute value of land on the balance sheet reduced over the period owing to the realisation of cost of sales on the existing portfolio. The group remains committed to developing the existing pipeline of projects, balanced with growth in the Western Cape owing to the market dynamics in the node.

Cost of construction accounts for 57% (2023: 53%) of developments under construction, with land and land infrastructure reducing to 36% (2024: 39%) of the total.



Construction costs have been contained in the current year as the group maintained a disciplined approach of aligning the rate of construction to the rate of sales. The working capital lock up in construction costs across all 20 active projects was limited to R67.2 million, with a release of working capital in the Western Cape as sales exceeded the rate of development.

The group registered two parcels of land in the period for replacement projects in the strong performing Western Cape node. The Suikerbos development in Milnerton is in close proximity to Fynbos, which sold out during the year, and is therefore a natural succession project. Suikerbos is expected to comprise 1 046 apartments on completion, with the first handovers planned for the 2026 financial year. The group also registered land for De Buurt, also located in Milnerton, which

has been identified as a replacement project for De Aan-Zicht. This land is situated within one kilometre of both De Aan-Zicht and De Zicht, two previous Balwin developments that attracted sustained sales demand and strong selling prices.

CAPITAL MANAGEMENT LIQUIDITY

The management and utilisation of cash remains a priority for the group, with oversight from the board treasury committee.

The investment in the Western Cape pipeline through the registration of the two new land parcels resulted in a working capital lock up of approximately R240 million, and was a significant contributor to the net cash flows from operating activities reflecting utilisation of R211.5 million. Accordingly, excluding the necessary pipeline investment, the group balanced its operational cash flows with the need to maintain its footprint in the Western Cape through the contracted replacement projects.

The group utilised cash of R80.7 million in investing activities, primarily through the capital costs incurred for the solar and fibre assets as well as the commencement of the construction at The Eastlake, the first development of the rental portfolio.

The cash balance at year end was R254.8 million.

	2025 (R'000)	2024 (R'000)
Cash and cash equivalents	254 812	289 586

The cash and cash equivalents exceed funding covenants and thresholds set by the board.

In managing group liquidity, the relationship between the rate of construction and the rate of sales is paramount and this alignment is managed at an executive level.

FUNDING

The board actively manages the group's debt exposure relative to debt covenants and the treasury policy. The group complied with all lender covenants at financial year end.

The group's loan-to-value ratio was consistent at 40.4% (2024: 40.5%). The only assets that are fair valued are the investment properties within the annuity group which comprise 4% of the group's asset base. Accordingly, 96% of the group's assets,

including the material development under construction, are measured at cost with no fair value adjustments.

	2025 (R'000)	2024 (R'000)
Development loans	2 286 557	2 034 294
Investment facilities	965 153	1 038 603
Finance lease obligations	1 451	192
Total interest-bearing debt	3 253 161	3 073 089
Tangible assets	8 056 200	7 596 808
Loan-to-value	40.4%	40.5%

The group concluded a financing transaction with the IFC, a member of the World Bank Group, to support the development of housing in Mooikloof (Tshwane east). Through the transaction, the group has access to debt capital of R1 billion to refinance existing land and infrastructure debt, and to allow for further investment in the infrastructure required to unlock the node together with top structure capital. The group refinanced its existing facilities during the year and at the financial year end had access to R322.1 million of the facility.

The group also refinanced unsecured debt totalling R500 million which matured in April 2025. The facility was refinanced by Ninety One SA Proprietary Limited, one of the initial providers of the unsecured debt. The group initially raised R860 million of unsecured debt, however, the exposure was reduced to R500 million over the initial three-year term.

APPRECIATION

Thank you to our shareholders and the broader investment community for your interest in the group and your engagement with management over the past year. We also thank our funding partners for your ongoing support of Balwin. I extend my thanks to my colleagues in the Balwin finance team for their continued commitment and dedication.

Jonathan Bigham
Chief financial officer



MOOIKLOOF ECO-ESTATE

03

DEVELOPMENT PORTFOLIO

Balwin Properties operates in three main regions within South Africa: Gauteng, the Western Cape and KwaZulu-Natal. Balwin's residential estates are located in high-density, high-growth areas within these regions.



JOHANNESBURG EAST

The Reid
The Klulee*
Greenlee
Greenpark
The Eastlake*
Northview*

JOHANNESBURG NORTH

The Whisken

JOHANNESBURG SOUTH

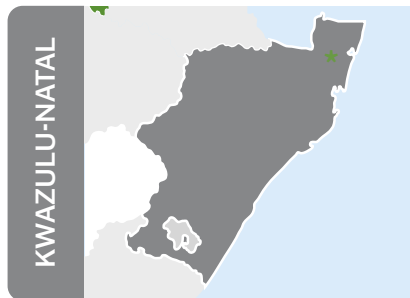
Thaba Eco Village

TSHWANE EAST

The Blyde
Greencreek
The Creek*
Mooikloof Eco-Estate
Greenkloof
The Kloof*
Kloof Zicht
Mooikloof Smart City

WATERFALL CITY

The Polofields
Polo Villas
Munyaka
Munyaka Lifestyle Centre



BALLITO

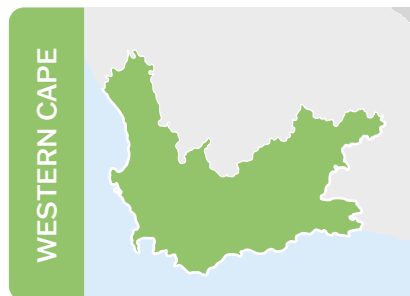
Ballito Hills
Ballito Creek

UMHLANGA

Izinga Eco-Estate
Izinga Village
Izanga Views
Greenlake

SHONGWENI

Shongweni-Eco Park



SOMERSET WEST

The Huntsman
Greenbay
The Spruit*

MILNERTON

De Aan-Zicht
De Buurt
De Buurt Village
Fynbos
Suikerbos

N1 CORRIDOR

De Kuile








* Identified for the purposes of development by Balwin Rental Proprietary Limited



DEVELOPMENT PORTFOLIO continued



PRIME LOCATIONS IN HIGH-GROWTH NODES


BUILD-FOR-SALE

GAUTENG JOHANNESBURG	GAUTENG TSHWANE
 PIPELINE APARTMENTS 7 608	 PIPELINE APARTMENTS 15 702
KWAZULU-NATAL	WESTERN CAPE
 PIPELINE APARTMENTS 7 511	 PIPELINE APARTMENTS 4 899

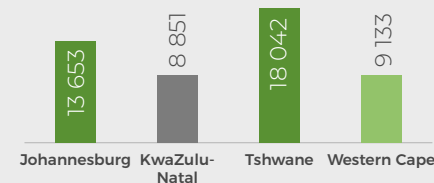
CLASSIC	 PIPELINE APARTMENTS 24 875
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	 PIPELINE APARTMENTS 9 552
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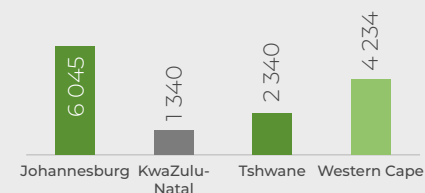
	 PIPELINE APARTMENTS 1 293
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RENTAL PORTFOLIO	JOHANNESBURG	TSHWANE	WESTERN CAPE
	1 341	3 642	1 272

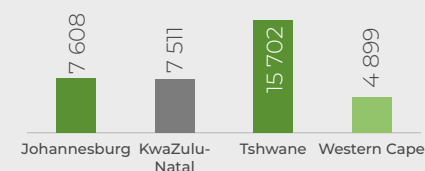
TOTAL NUMBER OF APARTMENTS IN DEVELOPMENT



TOTAL NUMBER OF APARTMENTS recognised in revenue



BALWIN PIPELINE



LIFESTYLE CENTRES

- Restaurant
- Gym
- Squash court
- Padel court
- Outdoor action sports field
- Playgrounds
- Games room
- Cinema room
- Swimming pool
- Crystal-clear lagoon
- Wellness spa
- Laundromat
- Concierge services
- Conference rooms
- Convenience store
- Car wash facilities
- Free wi-fi

The restaurants, wellness centres and gyms at the lifestyle centres are outsourced to specialist providers to ensure consistent quality and standards across all Balwin developments.

03

DEVELOPMENT PIPELINE

PIPELINE REPORT – BUILD-FOR-SALE

Development	Balwin Collection	Status (*)	Total apartments in development	Total apartments sold	Total apartments registered	Total apartments recognised in revenue	Total apartments sold but not recognised in revenue	Total unsold apartments	Balwin pipeline
Johannesburg, Waterfall									
The Polofields	Signature Collection	A	1 128	1 120	1 107	1 107	13	8	21
Polo Villas	Classic Collection	A	384	–	–	–	–	384	384
Munyaka Lifestyle Centre	Signature Collection	A	92	84	84	84	–	8	8
Munyaka	Classic Collection	A	2 172	1 230	1 197	1 203	27	942	969
Munyaka Village	Classic Collection	I	2 688	–	–	–	–	2 688	2 688
Total			6 464	2 434	2 388	2 394	40	4 030	4 070
Johannesburg east									
The Reid	Classic Collection	A	1 332	1 032	1 023	1 023	9	300	309
Greenlee	Green Collection	A	1 908	945	908	921	24	963	987
Greenpark	Green Collection	A	679	679	668	677	2	–	2
Total			3 919	2 656	2 599	2 621	35	1 263	1 298
Johannesburg north									
The Whisken	Classic Collection	A	1 346	508	465	493	15	838	853
Total			1 346	508	465	493	15	838	853
Johannesburg south									
Majella Park	Classic Collection	I	280	–	–	–	–	280	280
Thaba-Eco Village	Classic Collection	A	1 644	550	505	537	13	1 094	1 107
Total			1 924	550	505	537	13	1 374	1 387
KwaZulu-Natal, Ballito									
Ballito Hills	Classic Collection	A	1 320	1 012	952	991	21	308	329
Ballito Creek	Classic Collection	I	1 848	–	–	–	–	1 848	1 848
Total			3 168	1 012	952	991	21	2 156	2 177
KwaZulu-Natal, Umhlanga									
Izinga Eco-Estate	Signature Collection	A	1 251	376	338	349	27	875	902
Izinga Village	Classic Collection	I	864	–	–	–	–	864	864
Izinga Views	Classic Collection	I	888	–	–	–	–	888	888
Greenlake	Green Collection	I	1 420	–	–	–	–	1 420	1 420
Total			4 423	376	338	349	27	4 047	4 074

DEVELOPMENT PIPELINE continued

Development	Balwin Collection	Status (*)	Total apartments in development	Total apartments sold	Total apartments registered	Total apartments recognised in revenue	Total apartments sold but not recognised in revenue	Total unsold apartments	Balwin pipeline
KwaZulu-Natal, Westtown									
Shongweni Eco-Park	Classic Collection	I	1 260	-	-	-	-	1 260	1 260
Total			1 260	-	-	-	-	1 260	1 260
Tshwane east									
The Blyde	Classic Collection	A	2 593	1 272	1 254	1 261	11	1 321	1 332
Greencreek	Green Collection	A	1 892	695	682	686	9	1 197	1 206
Mooikloof Eco-Estate	Classic Collection	A	998	142	126	139	3	856	859
Mooikloof Eco-Village	Classic Collection	I	2 374	-	-	-	-	2 374	2 374
Mooikloof Duplexes	Signature Collection	I	362	-	-	-	-	362	362
Greenkloof	Green Collection	A	2 400	269	237	254	15	2 131	2 146
Kloof Zicht	Signature Collection	I	250	-	-	-	-	250	250
Mooikloof Smart City	Green Collection	I	3 000	-	-	-	-	3 000	3 000
Mooikloof Smart City	Classic Collection	I	4 173	-	-	-	-	4 173	4 173
Total			18 042	2 378	2 299	2 340	38	15 664	15 702
Western Cape, Somerset West									
The Huntsman	Classic Collection	A	1 912	1 233	1 079	1 080	153	679	832
Greenbay	Green Collection	A	1 772	1 051	972	981	70	721	791
Total			3 684	2 284	2 051	2 061	223	1 400	1 623
Western Cape, Milnerton									
De Aan-Zicht	Classic Collection	A	1 352	1 069	881	882	187	283	470
De Buurt	Classic Collection	I	924	-	-	-	-	924	924
De Buurt Village	Classic Collection	I	126	-	-	-	-	126	126
Fynbos	Classic Collection	C	1 116	1 116	1 116	1 116	-	-	-
Suikerbos	Classic Collection	A	1 046	165	-	-	165	881	1 046
Total			4 564	2 350	1 997	1 998	352	2 214	2 566
Western Cape, N1 Corridor									
De Kuile	Classic Collection	A	885	225	168	175	50	660	710
Total			885	225	168	175	50	660	710
Grand Total – Built-for-sale			49 679	14 773	13 762	13 959	814	34 906	35 720

(*) A – Active, I – Inactive, C – Complete

RENTAL PIPELINE

PIPELINE REPORT – RENTAL PORTFOLIO

Development	Balwin Collection	Status (*)	Total apartments in development	Total apartments developed	Total apartments to develop	Total apartments occupied	Occupancy ratio (%)
Johannesburg east							
Greenpark	Green Collection	A	577	215	362	213	99%
The Klulee	Classic Collection	I	478	–	–	–	–
The Eastlake	Classic Collection	A	154	28	126	21	75%
Northview	Classic Collection	I	132	–	–	–	–
Total			1 341	243	488	234	96%
Tshwane east							
The Blyde	Classic Collection	I	982	–	982	–	–
The Creek	Green Collection	I	1 720	–	–	–	–
The Kloof	Green Collection	I	940	–	–	–	–
Total			3 642	–	982	–	–
Western Cape, Somerset West							
The Spruit	Green Collection	I	1 272	–	–	–	–
Total			1 272	–	–	–	–
Grand Total - Rental portfolio			6 255	243	1 470	234	96%

(*) A – Active, I – Inactive, C – Complete



GREENPARK

BALWIN LIFESTYLE



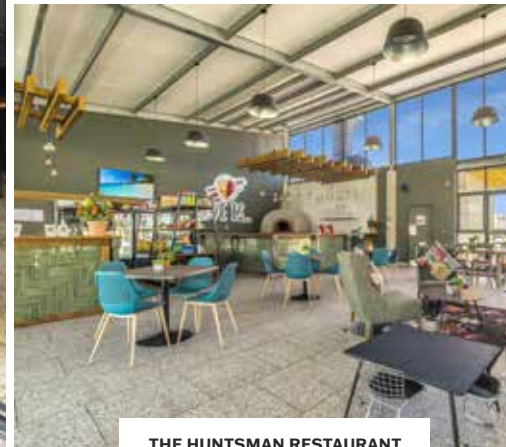
THE HUNTSMAN CONCIERGE



THE POLOFIELDS FUNCTION ROOM



GREENLEE AMICI EXPRESS



THE HUNTSMAN RESTAURANT



MUNYAKA LAUNDROMAT



BALWIN SPORT





BALWIN SPORT





03

DEVELOPMENT SHOWCASE

THE  GREEN COLLECTION



Ultra-modern, meticulously designed one, two and three bedroom open-plan apartments flow seamlessly into beautifully landscaped outdoor area with its communal core and Greenbarn lifestyle centre.

Award-winning Greenbay has something for everyone with the superb features and amenities for which Balwin developments are renowned. A top quality, secure, and ultra-modern home surrounded by natural beauty.

Greenbay's one, two and three bedroom apartments flow seamlessly to the beautifully landscaped outdoor area. Its communal core features a six-star green rated lifestyle centre with an indoor gym, café, multi-purpose sports field, swimming pool, dog park, concierge and business centre.



Further information can be found at www.balwin.co.za



NUMBER OF
APARTMENTS
1 772 UNITS



GEOGRAPHIC
LOCATION
**WESTERN CAPE
GORDON'S BAY**



ELECTRICITY
USED
1 872 515 kWh



WATER
USED
59 750 KI



RENEWABLE
ENERGY
GENERATED
645 365 kWh



ELECTRICITY
SAVINGS
3 136 045 kWh



WATER
SAVINGS
138 034 KI



CO₂E EMISSION
AVOIDED
3 252 tCO₂e





THE GREEN COLLECTION

GREENCREEK

HAZELDEAN - TSHWANE

Beautifully designed one-, two- and three-bedroom apartments within a super secure, ultra-modern lifestyle estate. That's what's waiting for you and your family at Greencreek, Tshwane east.

Greencreek boasts all the fabulous features that make eco-friendly living such a pleasure, including a barn lifestyle centre with a swimming pool, laundromat, indoor gym, plus so much more!



NUMBER OF
APARTMENTS
1 892 UNITS



GEOGRAPHIC
LOCATION
TSHWANE EAST



ELECTRICITY
USED
1 704 138 kWh



WATER
USED
44 725 KI



RENEWABLE
ENERGY
GENERATED
185 368 kWh




ELECTRICITY
SAVINGS
1 919 942 kWh



WATER
SAVINGS
98 386 KI



CO₂E EMISSION
AVOIDED
1 991 tCO₂e

 Further information can be found at www.balwin.co.za






THE GREEN COLLECTION



Situated in the rapidly expanding suburbs east of Tshwane, Green-kloof is a unique development. Allowing you to enjoy almost every leisure available in the development and surrounding area, Woodhill Country Club and Golf Course, Vineyard mountain biking, Moreleta Kloof hiking trail, Summit Skybar, Rietvlei Nature Reserve and so much more.

One-, two- and three-bedroom luxury apartments for sale.

With its prime location, Greenkloof is situated perfectly with easy access to the N4, top education facilities and schools' minutes away, various preschools, primary and high schools. For entertainment outside the development, you don't need to look far, top restaurants and fast-food outlets are conveniently close by. Also minutes away from shopping centres with supermarkets and popular retail stores.

 Further information can be found at www.balwin.co.za



NUMBER OF
APARTMENTS
2 400 UNITS



GEOGRAPHIC
LOCATION
TSHWANE EAST



ELECTRICITY
USED
420 843 kWh



WATER
USED
14 818 KI



RENEWABLE
ENERGY
GENERATED
90 786 kWh



ELECTRICITY
SAVINGS
1 004 356 kWh



WATER
SAVINGS
41 461 KI



CO₂E EMISSION
AVOIDED
1 041 tCO₂e





THE GREEN COLLECTION



International award-winning Greenlee in Johannesburg presents top quality apartments in stunning surroundings, plus a Greenbarn lifestyle centre.

Situated in Johannesburg, near highways and the Marlboro Gautrain station, Greenlee is perfect for modern living, with 24/7 security and one-, two- and three-bedroom apartments amid beautifully landscaped surrounds. The 6-star Green rated lifestyle centre consists of meeting rooms, Amici Express, sports field, swimming pool, concierge, Training Science gym and a Busamed @home facility.



NUMBER OF
APARTMENTS
1908 UNITS



GEOGRAPHIC
LOCATION
**JOHANNESBURG
EAST**



ELECTRICITY
USED
1 911 448 kWh



WATER
USED
53 140 KI



RENEWABLE
ENERGY
GENERATED
494 062 kWh



ELECTRICITY
SAVINGS
2 812 071 kWh



WATER
SAVINGS
133 387 KI



CO₂E EMISSION
AVOIDED
2 916 tCO₂e

Further information can be found at www.balwin.co.za





THE CLASSIC COLLECTION



Munyaka, Balwin's latest top quality lifestyle estate in the Waterfall City area, presents magnificent apartments surrounding a lagoon by Crystal Lagoons.

Beach living comes to Waterfall City. Each stunningly designed one, two and three bedroom Munyaka apartments are mere metres from an inviting, crystal-clear lagoon, is fibre-ready, includes stylish modern kitchens, free eco-friendly DEFY appliances, a balcony or patio for outdoor entertaining plus prepaid water and electricity meters. There is also generator back-up power and a Black Water treatment plant. Residents experience world-class security plus a lifestyle centre which boast impressive health and leisure facilities. New state of the art Padel Facility coming soon.

Further information can be found at www.balwin.co.za



NUMBER OF
APARTMENTS
2 172 UNITS



GEOGRAPHIC
LOCATION
**JOHANNESBURG
WATERFALL CITY**



ELECTRICITY
USED
4 430 082 kWh



WATER
USED
145 430 KI



RENEWABLE
ENERGY
GENERATED
1 211 727 kWh



ELECTRICITY
SAVINGS
1 403 058 kWh



WATER
SAVINGS
84 916 KI



CO₂E EMISSION
AVOIDED
1 455 tCO₂e





THE CLASSIC COLLECTION



Nestled on the scenic East Coast of KwaZulu-Natal Ballito Hills offers more than a home, it delivers a refined lifestyle.

The development features a range of beautifully designed one-, two- and three-bedroom apartments. The latest in design, aesthetics, functionality, and security within every apartment are complemented by cutting-edge amenities including an indoor gym, outdoor fitness area, multi-purpose sports field, squash courts, swimming pool, wellness spa, restaurant, children's play area, cinema room, games room, entertainment area, meeting and conference rooms, laundromat, padel court and is also pet-friendly.



NUMBER OF
APARTMENTS
1 320 UNITS



GEOGRAPHIC
LOCATION
BALLITO



ELECTRICITY
USED
2 301 094 kWh



WATER
USED
150 156 KI



RENEWABLE
ENERGY
GENERATED
93 658 kWh



ELECTRICITY
SAVINGS
2 788 905 kWh



WATER
SAVINGS
50 844 KI



CO₂E EMISSION
AVOIDED
2 892 tCO₂e



Further information can be found at www.balwin.co.za




THE CLASSIC COLLECTION

DE AAN-ZICHT

With 24/7 security De Aan Zicht is conveniently located 19 minutes out of Cape Town CBD.

De Aan-Zicht showcases the best of Cape Town's natural beauty – from spectacular views of Table Mountain to the natural Cape indigenous garden.

The luxury apartments are Wi-Fi-ready and come with free ecofriendly appliances, while the 6-Star Green rated lifestyle centre will offer world-class facilities including a LittleHill Montessori School, restaurant, gym, function and meeting room, laundromat, swimming pool, mini soccer field, a dog park and concierge. The state of the art lifestyle centre will also include 22 luxury signature apartments.

 Further information can be found at www.balwin.co.za



NUMBER OF
APARTMENTS
1 352 UNITS



GEOGRAPHIC
LOCATION
**WESTERN CAPE
MILNERTON**



ELECTRICITY
USED
2 385 638 kWh



WATER
USED
73 121 KI



RENEWABLE
ENERGY
GENERATED
116 422 kWh



ELECTRICITY
SAVINGS
2 103 742 kWh



WATER
SAVINGS
1 041 160 KI



CO₂e EMISSION
AVOIDED
2 182 tCO₂e





THE CLASSIC COLLECTION

De Kuile
ZEVENWACHT - CAPE TOWN

De Kuile in Kuils River, Cape Town has so much to offer! This secure estate boasts ultra-modern one-, two- and three-bedroom apartments within beautifully landscaped surrounds, plus a world-class lifestyle centre coming soon.

De Kuile lifestyle estate will soon be adding value to the hamlet of Kuils River near Cape Town. Close to schools, malls, nature reserves, wine estates and more, De Kuile is ideal for family living. This secure estate will boast ultra-modern apartments within beautifully landscaped surrounds, plus a world-class 6-star Green Rated lifestyle centre that will include a gym, swimming pool, cafe, laundromat, storage facilities, concierge and function and meeting room.



NUMBER OF
APARTMENTS
885 UNITS



GEOGRAPHIC
LOCATION
**WESTERN CAPE
N1 CORRIDOR**



ELECTRICITY
USED
252 845 kWh



WATER
USED
12 766 KI



RENEWABLE
ENERGY
GENERATED
67 982 kWh



ELECTRICITY
SAVINGS
673 534 kWh



WATER
SAVINGS
23 815 KI



CO₂E EMISSION
AVOIDED
698 tCO₂e



Further information can be found at www.balwin.co.za



THE CLASSIC COLLECTION

SUIKERBOS
SANDOWN - CAPE TOWN



NUMBER OF
APARTMENTS
1 046 UNITS



GEOGRAPHIC
LOCATION
**WESTERN CAPE
MILNERTON**

New headline: Suikerbos, in the Western Cape, is a quality, eco-friendly, secure development, perfectly situated for modern family living.

The Suikerbos lifestyle estate is on the MyCiti Bus route, close to Big Bay, the beachfront, and top private schools. This estate is ideal for buyers who prioritise convenient, modern living. Each one-, two- and three-bedroom apartment is fibre ready, with prepaid electricity and water meters. Suikerbos has 24/7 security and a fabulous 6-star Green rated lifestyle centre with facilities encouraging a healthy lifestyle, including a gym, a cafe, swimming pool, laundromat, storage facilities, concierge and function and meeting room.



Further information can be found at www.balwin.co.za






THE CLASSIC COLLECTION



Moving your lifestyle to a greener one. Unique Living.

Mooikloof Eco-Estate is not only a new lifestyle, it is a green eco-friendly one too.

The apartments come standard with free appliances, prepaid utilities and the quality finishes that Balwin is renowned for. All this with state-of-the-art security offering safety, freedom, and peace of mind. Mooikloof Eco-Estate has a serene country feel to it, with a Koppie Park, (swimming pool with lapa) children's playground and Mooikloof Paws Dog Park.

 Further information can be found at www.balwin.co.za



NUMBER OF
APARTMENTS
998 UNITS



GEOGRAPHIC
LOCATION
TSHWANE EAST



ELECTRICITY
USED
346 182 kWh



WATER
USED
9 147 KI



RENEWABLE
ENERGY
GENERATED
123 269 kWh



ELECTRICITY
SAVINGS
529 297 kWh



WATER
SAVINGS
25 425 KI



CO₂E EMISSION
AVOIDED
549 tCO₂e





THE CLASSIC COLLECTION



Situated in picturesque Somerset West, The Huntsman is a quality, modern, beautifully designed, secure and family-friendly lifestyle estate.

First-time homebuyers, young couples, small families, or rental investors – The Huntsman will add lasting value to your lives.

Besides quality apartments with eco-friendly appliances, modern finishes and cutting-edge 24/7 security, you'll enjoy the estate's proximity to shopping centres, schools and convenient amenities.

The Huntsman is modern living at its best within the tranquil surrounds of the Somerset West mountains. The world class lifestyle centre includes a concierge, restaurant, function and meeting room, spa, gym, squash court, padel court and swimming pool. In addition, The Huntsman offers a LittleHill Montessori school on the premises, children's play area and dog parks.

Further information can be found at www.balwin.co.za



NUMBER OF
APARTMENTS
1 912 UNITS



GEOGRAPHIC
LOCATION
**WESTERN CAPE
SOMERSET WEST**



ELECTRICITY
USED
2 452 491 kWh



WATER
USED
82 280 KI



RENEWABLE
ENERGY
GENERATED
296 816 kWh



ELECTRICITY
SAVINGS
550 207 kWh



WATER
SAVINGS
134 799 KI



CO₂E EMISSION
AVOIDED
3 158 tCO₂e





THE CLASSIC COLLECTION




A South African first, this unique development includes a beach-like crystal-clear sustainable lagoon to use for an array of water sports.

One, two and three bedroom luxury apartments for sale.

A water-lover's paradise in Pretoria east, The Blyde is a one-of-a-kind lifestyle estate with a crystal-clear sustainable lagoon for swimming, kayaking and paddle-boarding. The onsite classic lifestyle centre has something for everyone, including a laundromat, restaurant, gym, spa, concierge, children's playground, games room, cinema room and boardroom.

The apartments come standard with free appliances, prepaid utilities and quality finishes. All this, with state-of-the-art security too.

 Further information can be found at www.balwin.co.za



NUMBER OF
APARTMENTS
2 593 UNITS



GEOGRAPHIC
LOCATION
TSHWANE EAST



ELECTRICITY
USED
4 095 986 kWh



WATER
USED
118 441 KI



RENEWABLE
ENERGY
GENERATED
414 047 kWh



ELECTRICITY
SAVINGS
2 358 133 kWh



WATER
SAVINGS
136 426 KI



CO₂E EMISSION
AVOIDED
2 445 tCO₂e





THE CLASSIC COLLECTION



This upmarket lifestyle estate's top quality one-, two- and three-bedroom apartments include free appliances and the first six-star green rated lifestyle centre.

Located in Johannesburg, The Reid lifestyle estate is conveniently located near highways and the Marlboro Gautrain station, surrounded by natural beauty. This estate boasts a magnificent wetland greenspace areas.

The Reid offers residents scenic walking and running trails. The ultra-modern one, two and three bedroom apartments are Wi-fi ready and include free eco-friendly appliances. The classic six-star green rated lifestyle centre features cutting-edge facilities, including Balwin's first padel court.



Further information can be found at www.balwin.co.za



NUMBER OF
APARTMENTS
1 332 UNITS



GEOGRAPHIC
LOCATION
**JOHANNESBURG
EAST**



ELECTRICITY
USED
3 213 341 kWh



WATER
USED
87 445 KI



RENEWABLE
ENERGY
GENERATED
301 477 kWh



ELECTRICITY
SAVINGS
1 937 738 kWh



WATER
SAVINGS
115 966 KI



CO₂E EMISSION
AVOIDED
2 009 tCO₂e





THE CLASSIC COLLECTION



The top-quality, super-secure and green Thaba-Eco Village features all the fabulous benefits for which Balwin developments are renowned, with impressive, beautifully designed apartments.

Situated in the south of Johannesburg, the top quality, green Thaba-Eco Village has all the fabulous features and benefits Balwin developments are renowned for. These spacious, impressive, beautifully designed apartments are perfect for investors, couples young and old, or families alike.

With a world-class 6-star Green rated lifestyle centre consisting of a gym, swimming pool, mini sports fields, kiddies' jungle gym, restaurant, laundromat, concierge, LittleHill Montessori school, 6 padel courts (2 covered padel courts and 4 uncovered padel courts) and a half basketball court. Thaba Trails has running, hiking, cycling and walking trails. There is also a Thaba Art Park for family picnics and Thaba Paws Dog Park for our furry friends.



Further information can be found at www.balwin.co.za



NUMBER OF
APARTMENTS
1 644 UNITS



GEOGRAPHIC
LOCATION
**JOHANNESBURG
SOUTH**



ELECTRICITY
USED
1 437 213 kWh



WATER
USED
56 982 KI



RENEWABLE
ENERGY
GENERATED
287 281 kWh



ELECTRICITY
SAVINGS
1 484 447 kWh



WATER
SAVINGS
58 391 KI



CO₂E EMISSION
AVOIDED
1 539 tCO₂e





THE CLASSIC COLLECTION



NUMBER OF
APARTMENTS
1260 UNITS



GEOGRAPHIC
LOCATION
**KWAZULU-NATAL
WESTOWN**

Enjoy the tranquillity of country living while being conveniently positioned between Durban and Pietermaritzburg within the new Westown precinct.

Spacious and well-appointed apartments ensuring a comfortable and enjoyable living experience that truly feels like home. Immerse yourself in the perfect blend of comfort and style.

Healthy, sustainable living redefined. Experience a sanctuary of eco-friendly design and modern luxury, thoughtfully crafted to cater to every lifestyle need. Including a state of the art indoor padel centre, swimming pool, cafe, children's playground and is ideally located next to Westown Square Shopping centre.



Further information can be found at www.balwin.co.za





THE CLASSIC COLLECTION

THE WHISKEN

CROWTHORNE

The Whisken is surrounded by beautiful coral trees, boasts an amazing lifestyle centre, and features eco-friendly appliances for modern living.

Perfectly located opposite Kyalami Corner Shopping centre, The Whisken is magnificent in design and aesthetics.

Not only is it appealing to the eye, but it also provides residents high quality of life in the form of comfort, relaxation, entertainment, fitness and more without having to leave the premises, with a LittleHill Montessori school coming soon.



NUMBER OF
APARTMENTS
1 346 UNITS



GEOGRAPHIC
LOCATION
**JOHANNESBURG
WATERFALL CITY**



ELECTRICITY
USED
1 320 518 kWh



WATER
USED
54 550 KI



RENEWABLE
ENERGY
GENERATED
55 829 kWh



ELECTRICITY
SAVINGS
1 255 022 kWh



WATER
SAVINGS
47 156 KI



CO₂E EMISSION
AVOIDED
1 301 tCO₂e



Further information can be found at www.balwin.co.za



THE *Signature* COLLECTION

Situated in the beautiful coastal town of Umhlanga, just north of Durban, Izinga Eco-Estate comprises two- and three-bedroom apartments.

AWARD WINNING

Location, location, lifestyle! Izinga Eco-Estate is located in Umhlanga, one of South Africa's most popular beach resort locations, and will soon offer residents a wide range of leisure, sport and entertainment facilities at its signature lifestyle centre, which will include a Discovery-vitality approved gym, padel courts, swimming pool, wellness spa, restaurant, meeting and function room, laundromat, children's play area and pet friendly green spaces. This secure estate's two- and three-bedroom apartments are Wi-Fi ready and include free ecofriendly SMEG appliances and prepaid utility meters, with ultra-modern finishes.

Further information can be found at www.balwin.co.za



NUMBER OF
APARTMENTS
1 251 UNITS



GEOGRAPHIC
LOCATION
**KWAZULU-NATAL
UMHLANGA**



ELECTRICITY
USED
1 255 198 kWh



WATER
USED
36 368 KI



RENEWABLE
ENERGY
GENERATED
318 875 kWh



ELECTRICITY
SAVINGS
623 012 kWh



WATER
SAVINGS
37 801 KI



CO₂E EMISSION
AVOIDED
646 tCO₂e





THE *Signature* COLLECTION



Munyaka, Balwin's latest top quality Lifestyle Estate in the Waterfall City area, presents magnificent apartments surrounding a lagoon by crystal lagoons.

Beach living comes to Waterfall City. The exclusive signature apartments offer one, two and three bedroom apartments and uber penthouse apartments with six bedrooms and six bathrooms.

The apartments are mere metres from an inviting, crystal-clear lagoon, fully furnished, aircon, elevator access and generator back-up power, Black water treatment plant fibre-ready, includes stylish modern kitchens, free eco-friendly SMEG appliances, a balcony or patio for outdoor entertaining plus prepaid water and electricity meters. Residents experience world-class security plus a lifestyle centre which boasts impressive health and leisure facilities. New state of the art Padel facility coming soon.



Further information can be found at www.balwin.co.za



NUMBER OF
APARTMENTS
92 UNITS



GEOGRAPHIC
LOCATION
**JOHANNESBURG
WATERFALL CITY**



ELECTRICITY
USED
4 191 313 kWh



WATER
USED
177 065 KI



RENEWABLE
ENERGY
GENERATED
640 163 kWh



ELECTRICITY
SAVINGS
1 672 367 kWh



WATER
SAVINGS
54 487 KI



CO₂E EMISSION
AVOIDED
664 tCO₂e






THE *Signature* COLLECTION



A way of life. Five-star living at The Polofields in the heart of Waterfall City.

The Polofields is more than a home, it's a lifestyle.

Fitness, entertainment and play areas extend your living space, so you get privacy and exclusivity as well as communal and social spaces with safety, freedom and peace of mind. The latest in design, aesthetics, functionality, and security within every unit are complemented by cutting-edge amenities including an indoor and outdoor gym, a spa, cinema room, restaurant, pool, playground, a convenience store and even an early childhood development facility inside the development, Little Hills Montessori school. We have thought of everything, so you don't have to.

 Further information can be found at www.balwin.co.za



NUMBER OF
APARTMENTS
1128 UNITS



GEOGRAPHIC
LOCATION
**JOHANNESBURG
WATERFALL CITY**



ELECTRICITY
USED
3 088 165 kWh



WATER
USED
133 462 KI



RENEWABLE
ENERGY
GENERATED
55 829 kWh



ELECTRICITY
SAVINGS
2 561 735 kWh



WATER
SAVINGS
89 647 KI



CO₂E EMISSION
AVOIDED
2 657 tCO₂e





THE *Signature* COLLECTION




A haven in the heart of Waterfall City, just north of Sandton, The Polo Villas is part of Balwin's Classic Collection.

The Polo Villas is more than a home, it's a lifestyle. Fitness, entertainment and play areas extend your living space, so you get privacy and exclusivity as well as communal and social spaces with safety, freedom and peace of mind.

The latest in design, aesthetics, functionality, and security within every unit are complemented by cutting-edge amenities including an indoor and outdoor gym, a spa, cinema room, restaurant, pool, playground, a convenience store and even an early childhood development facility inside the development, Little Hills Montessori school. We have thought of everything, so you don't have to.

The Polo Villas offers the best of all worlds. The town centre is lively. Mix of malls, shops, restaurants, cafés, and a cinema, with quieter pockets of green and attractive parks nearby to relax in.

 Further information can be found at www.balwin.co.za



NUMBER OF
APARTMENTS
384 UNITS



GEOGRAPHIC
LOCATION
**JOHANNESBURG
WATERFALL**





03


RENTAL DEVELOPMENTS



The one-, two- and three-bedroom top quality apartments are in the highly secure, ultra-modern estate with a six-star green rated lifestyle centre.

GREENPARK

Boksburg's eco-friendly Greenpark estate has all the convenience, comfort and healthy lifestyle benefits today's families need to grow and prosper. Greenpark features a six-star green rated lifestyle centre with an outdoor gym, mini soccer pitch, restaurant and laundromat. The beautifully designed one-, two- and three-bedroom, open-plan apartments come with high-speed fibre connectivity, prepaid electricity and water meters. 24/7 security ensures peace of mind for residents.

 Further information can be found at www.balwin.co.za



NUMBER OF
APARTMENTS
577 UNITS



GEOGRAPHIC
LOCATION
**JOHANNESBURG
EAST**



ELECTRICITY
USED
2 404 821 kWh



WATER
USED
69 768 KI



RENEWABLE
ENERGY
GENERATED
322 122 kWh



ELECTRICITY
SAVINGS
2 145 638 kWh



WATER
SAVINGS
109 926 KI



CO₂E EMISSION
AVOIDED
2 225 tCO₂e





THE CLASSIC-LECTION

The EASTLAKE MODDERFONTEIN

Nestled in the serene landscape of Linbro Park, Sandton, The Eastlake offers a haven of tranquillity and luxury living.

Immerse yourself in the beauty of your surroundings as you step outside your doorstep. Our development is nestled in a vibrant neighbourhood that offers a perfect blend of urban excitement and natural tranquillity.



NUMBER OF
APARTMENTS
154 UNITS



GEOGRAPHIC
LOCATION
**JOHANNESBURG
MODDERFONTEIN**



ELECTRICITY
SAVINGS
142 520 kWh



WATER
SAVINGS
5 628 KI



CO₂E EMISSION
AVOIDED
147 tCO₂e



Further information can be found at www.balwin.co.za



04

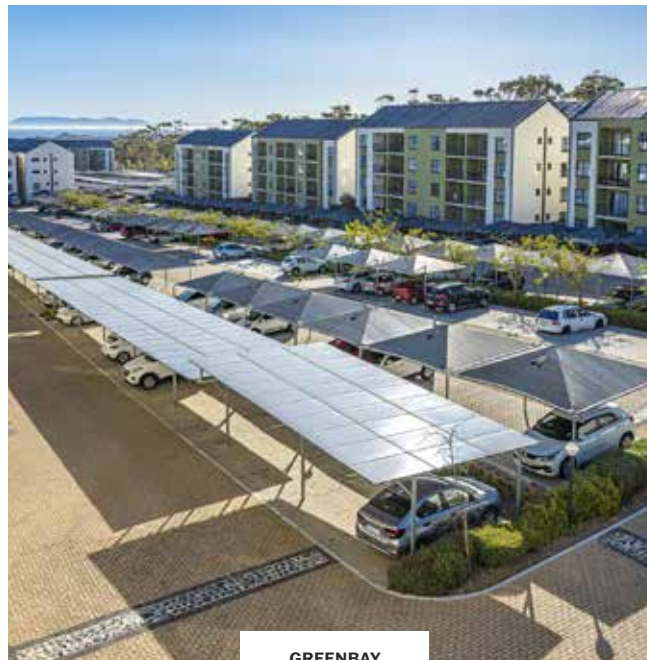
BUILDING A
SUSTAINABLE
FUTURE

Balwin is a market leader in environmentally sustainable property development, focusing on innovative design and building techniques to minimise its environmental impact. By applying global sustainability standards, Balwin not only reduces its impact but generates significant cost savings for customers.

Balwin is committed to best practices in sustainable design and construction. All new developments aim for Excellence in Design for Greater Efficiencies (EDGE) Advanced certification for apartments, while lifestyle centres target Six-Star Green Star and net zero carbon ratings from the Green Building Council of South Africa (GBCSA).

EDGE Advanced certification has been awarded for 19 722 apartments. In the past year, the lifestyle centre and Montessori School at the Thaba Eco-Village residential estate (Johannesburg south) received a Six-Star Green Star rating while the group's corporate office in Melrose, Johannesburg, achieved an "As Built" Six-Star Green Star rating, the highest rating for a commercial building in South Africa.

Balwin actively participates in the green building sector through its GBCSA membership and the group's CEO, Steve Brookes, serves on the board of the council. As part of Balwin's drive to encourage other companies to embrace sustainable building practices, the company funded the recently introduced GBCSA Green Star V2 green building certification tool for new buildings.



GREENBAY

The group's leadership in green innovation was acknowledged with an invitation from the International Finance Corporation (IFC) to participate in COP29, held in Baku, Azerbaijan, in November 2024. Director of Balwin Green Living, Matthew Whalley, was a speaker and panellist on the highly relevant topic of "Green buildings and decarbonisation of the construction sector in emerging markets".

Balwin was also recognised for the sustainability of its developments, with Greencreek (Tshwane east) being named the Best Sustainable Residential Development in South Africa at the Africa and Arabia Property Awards. This marks the third consecutive year that a Balwin development has earned this distinction, with Greenkloof (Tshwane east) and Greenbay (Gordon's Bay) winning this same category in the previous two years.

SUSTAINABILITY REPORTING AND
GOVERNANCE

Sustainable development is an essential element of the value creation process within Balwin and management is committed to responsible environmental, social and governance (ESG) practices.

Sustainability reporting is aligned with the strategic framework contained in the group's ESG policy. The framework is centred around three primary goals that are aligned with 14 of the 17 United Nations Sustainable Development Goals (SDGs). Board-approved ESG metrics have been developed to deliver each of these primary goals.

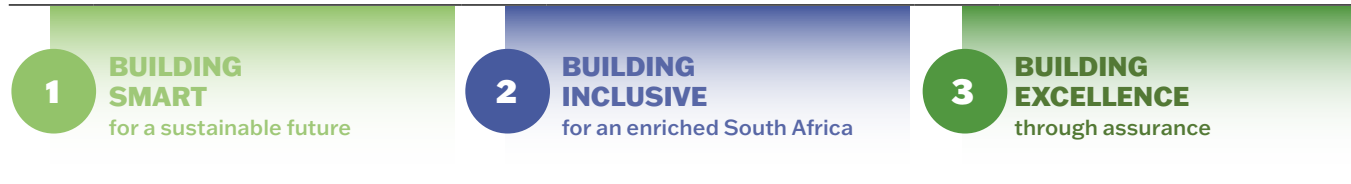
Responsibility for the oversight of sustainability-related issues is delegated by the board to the social, ethics and transformation committee. The committee aims to ensure that the group's activities support its role as a responsible corporate citizen and assist the board in creating an appropriate environment for an ethical organisational culture.

Sustainability governance was enhanced with the establishment of an ESG committee in the current period to manage and monitor performance across the group. The committee will be responsible for integrating ESG risks and opportunities into Balwin's activities, businesses and relationship with stakeholders to enhance the group's positive impact.

BUILDING A SUSTAINABLE FUTURE continued

STRATEGIC SUSTAINABILITY FRAMEWORK

The sustainability strategy is aimed at enhancing the group's positive impact by striving to achieve three primary goals which are purpose-led, differentiated and development oriented.



Aligned with selected Sustainable Development Goals



Protecting enterprise value through foundations which address key ESG risk factors across the lifecycle

GOOD GOVERNANCE

- Responsibility
- Stakeholder responsiveness
- Ethics

DIGITAL CAPABILITY

- Privacy and data security
- Effective communications
- Scalable solutions

INNOVATIVE PEOPLE

- Health and safety
- Diversity
- Learning























MOOIKLOOF ECO-ESTATE

BUILDING A SUSTAINABLE FUTURE continued

1 BUILDING SMART

for a sustainable future

ENVIRONMENTAL PERFORMANCE

Metric	SDG	Measure	2024	2025
Water savings	 	Calculated kl based on EDGE	174 188kL	183 296kL
Water recycling	   	Measured kl treated	269 464kL	343 430kL
Carbon emissions		Scope 1 and 2 emissions	3 638 tCO₂e	2 919 tCO₂e
Renewable energy produced	  	Measured kWh	3 877 852 kWh	5 417 313 kWh
EDGE and Green Star certification	   	Percentage of current portfolio	99%	99%
Green spaces created within developments	  	Square metres	61 412m²	11 186m²
Conservation area under rehabilitation	 	Square metres	18 209m²	4 286m²
Waste recycling		kg/tonne	100 tonne	33 tonne



MUNYAKA WATER TREATMENT PLANT

BUILDING A SUSTAINABLE FUTURE continued**WATER SAVINGS**

Balwin integrates water saving measures across all developments, including water efficient toilets, shower heads, faucets in kitchens and bathrooms as well as drip irrigation in common areas. Similar initiatives have been implemented at the group's head office as well as stormwater harvesting for irrigation. Potable water usage was reduced by 183 ML, excluding usable water from treatment plants on sites.

**MUNYAKA WATER TREATMENT PLANT****WATER RECYCLING**

Balwin also aims to minimise potable water use and waste during construction and in the ongoing operation of its developments. Over the past year, three wastewater treatment plants were operational at developments which produced over 343 ML of treated water.

At Munyaka (Waterfall, Johannesburg), recycled water is used to replenish the Crystal Lagoon, ensuring a truly sustainable water system. This water is treated to high-quality standards. At the Mooikloof Eco-Estate (Tshwane east) and De Aan-Zicht (Milnerton, Western Cape) developments, recycled water is used for construction, toilets and irrigation while at De Kuile (N1 Corridor, Western Cape), the wastewater treatment plant processes sewerage from the development, reducing pressure on surrounding municipal infrastructure.

REDUCING CARBON EMISSIONS

Balwin was the first South African company to commit to both a near-term 1.5°C target and a 2050 net zero goal under the international Science Based Target initiative (SBTi). Using the science based tool, Balwin sets annual carbon reduction targets. Through the SBTi, Balwin is committed to reducing its carbon footprint in line with science based models to limit global warming by 1.5°C in the near term and achieve zero by 2050.

The group further reduced scope 1 and 2 emissions to 2 919 tCO₂e, in line with the science based target.

**DE AAN-ZICHT WATER TREATMENT PLANT****GENERATING RENEWABLE ENERGY**

Balwin is committed to ensuring energy security for residents by implementing solutions such as solar power, generators and battery back-up systems across its developments.

Over the past year, the group expanded its renewable energy capacity with the installation of 0.941 MWp of solar PV, increasing the total embedded generation to over 5.4 MWp. This has resulted in the production of 5 417 MWh of renewable energy.

**DE KUILE WATER TREATMENT PLANT**

BUILDING A SUSTAINABLE FUTURE continued**SUSTAINABLE BUILDING**

All apartments developed in the past year achieved the IFC EDGE Advanced certification. This requires apartments to be designed and built to be at least 40% more energy efficient, generate 20% more savings in water and be 20% more efficient concerning materials and their embodied energy.

A total of 27 162 apartments have been EDGE certified, with 19 722 receiving the EDGE Advanced certification. The group has also commenced post-construction EDGE certification on several developments within the portfolio, with 3 767 apartments certified to date.

GREEN STAR RATINGS

Lifestyle centres are an integral part of Balwin's developments, promoting a more sustainable, healthier lifestyle while enabling opportunities for green building excellence. These lifestyle centres are constructed to Six-Star Green Star ratings and net zero carbon emission standards, as certified by the GBCSA.

Thaba Eco-Village received a Six-Star Green Star rating, bringing the number of Six-Star ratings across Balwin's portfolio to 11. This includes the corporate office in Johannesburg which has achieved five Green Star ratings, including an "As Built" Six-Star rating. The "As Built" rating evaluates the actual performance of the building against the original design goals which differs from the standard Green Star rating that only measures design objectives.

Green Star ratings are currently in progress for the lifestyle centres at De Aan-Zicht and Izinga Eco-Estate.

Six-Star Green rated buildings demonstrate innovation, social responsibility and environmental stewardship as well as global leadership in sustainable building and design.

**CREATING GREEN SPACES**

Green spaces are integrated into developments to create sustainable environments through the use of indigenous trees and enhancing biodiversity by encouraging bird life on the estates. The combined additional natural and built green spaces within developments totals approximately 11 186 m².

This focus on sustainability extends to the rehabilitation of conservation areas. The group supports the Thaba Eco-Village nature reserve and the rehabilitation of the botanically sensitive area at De Aan-Zicht.

BUILDING A SUSTAINABLE FUTURE continued**WASTE RECYCLING**

Recycling is undertaken on construction sites, with rubble being repurposed and separation skips provided to encourage recycling and maximise the amount of waste diverted from landfill.



GREENKLOOF



MOOIKLOOF ECO-ESTATE

SUSTAINABILITY-LINKED LOAN

Sustainability benefits even extend to the group's funding. Balwin has a three-year R375 million loan from Ninety One SA Proprietary Limited which reduces the cost of funding based on the achievement of three sustainability key performance indicators (KPIs), with potential financial benefits for the company and customers alike.

The KPIs are linked to the EDGE certification awarded on Balwin apartments and focus on reducing carbon emissions, saving water and reducing the cost of living for clients. All the KPIs align with Balwin's ESG framework.

The loan has a ratchet-based mechanism on achieving the KPIs over the three-year term. Each year the interest rate can increase, decrease or remain the same depending on the performance relative to the KPIs, with a total possible reduction of 75 bps over the term of the loan.



GREENLEE

BUILDING A SUSTAINABLE FUTURE continued

2 BUILDING INCLUSIVE

for an enriched
South Africa



GREENCREEK

SOCIAL PERFORMANCE

Metric	SDG	Measure	2024	2025
Cost savings to homeowners from green bonds		Rand value	R2.9 million	R4.9 million
First-time homeowners		Number	270	357
Supplier development		Rand value spend	R1 681 270	R4 714 289
Appointment of community-based contractors		Number	74	110
Employee health and wellness		Number of initiatives	12	60
CSI programme/ social partnerships		Rand value	R5 364 000	R4 751 900

GREEN BONDS

The commitment to sustainable building allows clients to save on mortgages through green bonds which offer reduced interest rates.

Balwin's customers benefit from green mortgages developed with Absa, First National Bank, Nedbank and Standard Bank. These innovative financial products recognise the benefits of properties with green infrastructure and services and provide value to homeowners through improved affordability.

Green bonds offer Balwin customers a reduction in the mortgage interest rate of 0.25% to 0.75%. In the reporting period 1 463 green mortgages were approved, providing a saving to clients of approximately R98.8 million over a 20-year mortgage period.

First-time homeowners accounted for 18% of the bonds secured.

BUILDING A SUSTAINABLE FUTURE continued**TRANSFORMATION**

Transformation is fundamental to sustainability and building inclusion in the South African environment. The group's transformation and broad-based black economic empowerment (B-BBEE) programme is ultimately aimed at 'building a better Balwin'.

GLP BBBEE, an independent South African National Accreditation System accredited verification agent, conducted a review of the group's B-BBEE credentials in accordance with the property sector charter on black economic empowerment. The scorecard is for the financial year ended February 2025 which is valid until August 2025.

The group maintained its level 4 B-BBEE rating, with a score of 85.69 on an adjusted basis. Equity ownership accounted for 19.95 points (maximum score 30.00), with the group's black equity ownership at 14.87% of the issued shares, black female ownership at 5.14% and black youth at 3.66%.

Elements	Maximum score	2023 score	2024 score
Equity ownership	30.00	19.03	19.95
Management control	9.00	3.56	2.78
Employment equity	13.00	3.28	2.89
Skills development	19.00	15.22	14.24
Enterprise and supplier development	39.00	39.00	38.63
Socio-economic development	2.00	2.00	2.00
Total points	112.00	83.22	80.49
Adjusted points		88.59	85.69
B-BBEE rating		Level 4	Level 4

EMPLOYMENT EQUITY

The group's one-year employment equity plan concluded during the reporting period and a new three-year plan is being prepared for approval by the Department of Employment and Labour.

Progress against the employment equity targets has been adversely impacted by the constrained economic environment and the pressure on the residential property sector, with limited new appointments and few vacancies being filled following resignations.

Employment equity candidates accounted for 76% of appointments during the year. Further education is being provided to employees on diversity, inclusion and creating a sense of belonging.

PROCUREMENT, ENTERPRISE AND SUPPLIER DEVELOPMENT

The positive economic impact on B-BBEE suppliers and SMEs is reflected in the group's score of 38.63 out of a maximum score of 39.00 for the procurement, enterprise and supplier development component of the scorecard.

Balwin has made great strides in improving its overall procurement chain by supporting its largest suppliers to transform their businesses to a level where they are B-BBEE compliant. Many of Balwin's largest suppliers have concluded ownership transactions and appointed their own consultants to assist with their transformation strategies. This highlights the impact that Balwin has had in ensuring sustainable transformation along its supply chain.

Balwin undertakes enterprise and supplier development initiatives annually and accelerated the initiative by providing supplier and enterprise development loans which are later converted to grants. A total of 18 B-BBEE level 1 companies have been granted loans to fund business growth. The funding was used to expand teams, purchase equipment and make the businesses more competitive in bidding for contracts.

Five of these businesses are now suppliers to Balwin. One of the businesses, an established brick manufacturing company, was engaged for more meaningful development. The Balwin loan partially funded a second clay brick kiln that increased the company's brick manufacturing capacity as well as employment creation in the business. It also assisted Balwin to procure bricks at a more competitive rate.

Certain of the supplier loans were converted to grants. The rationale for providing loans instead of grants is to assist small businesses in managing their cash flows and budget effectively. However, Balwin understands the barriers to entry encountered by new businesses and is lenient with the repayment terms to assist these businesses to succeed.

THE BALWIN FOUNDATION

The Balwin Foundation continues to uplift and empower communities in areas adjacent to Balwin developments around the country. Through the core pillars of charity, education and sport, the Foundation aims to make a tangible impact by supporting individuals, fostering growth and creating sustainable opportunities for surrounding communities.

Funds are strategically distributed to maximise the impact across the three pillars, making meaningful contributions that transform lives.

Over the past year, the Balwin Foundation has continued to evolve and expand its reach, ensuring that interventions align with the needs of the local communities. Through ongoing partnerships, sustainable funding and innovative programmes, we aim to amplify our impact in the years ahead.

BUILDING A SUSTAINABLE FUTURE continued

THE BALWIN FOUNDATION SUPPORT IN 2025

CHARITY

- 3900** food parcels provided to early learning development centres and charities
- 875** homeless individuals supported with meals and care packs
- 242** Christmas hampers distributed to the elderly and orphans
- 275** teddy bears donated to homes for abused children
- 750** Easter hampers provided to elderly and orphans
- 4** institutions for victims of abuse and human trafficking supported with clothing and toiletries



EDUCATION

- 11** bursaries funded and fees and accommodation provided for six scholars
- 971** scholars across **17** schools hosted at careers day
- 22 500** scholars across **15** schools educated on recycling practices
- 4 000** children attended water safety training programme
- 12** individuals trained in first aid



SPORT

- 300** women trained in self-defence across **10** Balwin developments
- 20** swimmers sponsored in the Midmar Mile Charity Challenge
- 20** scholars hosted in a volleyball tournament final
- 75** scholars participated in a Balwin-funded padel tournament
- 55** participants sponsored on the Learn2Swim programme
- 22** lifeguards and 16 coaches trained for Learn2Swim programme
- 4** running clubs supported with development funding



BUILDING A SUSTAINABLE FUTURE continued

BALWIN SPORT

Balwin Sport promotes a healthy, sustainable lifestyle for clients and staff while uplifting communities near its developments and driving sports transformation.

By leveraging the positive influence of sport and associating the brand with sports development, Balwin aims to enhance brand engagement and drive apartment sales.

The focus in the past year has been on supporting four sporting codes, namely cycling, running, soccer and swimming, as well as enhancing the sport and leisure facilities at the developments or those supporting nearby local communities.

Continued support for Cycling South Africa included sponsoring mountain bike events at Thaba Trails in Johannesburg. Additionally, staff and supplier teams participating in Ride Joburg, the world's second-largest timed cycle race, raised funds for the Balwin Foundation which will be directed toward cycling development and the Learn2Swim programme.



Other running events included the WildJoburg trail run, part of the Thaba Festival of Sport, which also featured a charity cycling event, padel tournament, skateboarding competition, mini basketball tournament and mini soccer event.

In the year ahead, trail and mountain bike races will be hosted in the Shongweni area in KwaZulu-Natal, coinciding with the group's new development in the node. These events aim to foster brand engagement and drive sales.

Balwin Sport also supported the Rise Up Movement trail run in KwaZulu-Natal and launched a monthly community run along the Umhlanga promenade. Plans are underway to expand this initiative to Ballito in the year ahead.



The Balwin Sport Marathon Series attracted over 25 000 participants to four road running events held across the country, strengthening Balwin brand's presence within the mass market sporting community. A national competition, offering participants the chance to win a furnished Balwin apartment, was held in conjunction with the Marathon Series. Participants were required to visit a development to stand a chance to win the competition, driving significant engagement with potential buyers and directly contributing to sales.

The annual Mandela Day Walk and Run was once again a sold-out event, attracting over 10 000 participants in support of the Nelson Mandela Foundation.

The Learn2Swim programme, designed to encourage residents and staff to acquire this essential life skill, gained further traction over the past year. Additional lifeguards were trained as certified swimming instructors, providing them with year-round employment opportunities while promoting job creation, financial freedom and teaching more people to be safe around bodies of water.



Soccer training will be offered at developments in the new year, enabling younger residents to acquire skills from top class coaches while allowing soccer enthusiasts access to developments to grow the exposure of the brand.

Balwin Sport is also committed to develop padel in communities near its estates, providing access to facilities and coaching for less affluent areas.

Staff participation in sporting events sponsored by Balwin Sport continued to grow. Weekly walks and monthly padel events for staff are well attended, fostering engagement outside the office while simultaneously promoting health and fitness, and staff are offered entry to all the races and supported in mass participation sporting events.

BUILDING A SUSTAINABLE FUTURE continued

3 BUILDING EXCELLENCE

through assurance



THE WHISKEN

GOVERNANCE

Metric	SDG	Measure/ Baseline	2025
Code of ethics		Approved policy	Achieved
Regulatory reporting compliance		Approved by company secretary	Achieved
ISO certification (9001, 45000, 14001)		Valid certification	Certification renewed
Enterprise risk management		Approved risk registers	Achieved
Whistleblowing process		Service provider appointed	Achieved

Detail on the group's governance policies and practices is covered in corporate governance report on pages 110 to 115.

BUILDING A SUSTAINABLE FUTURE continued



GREENCREEK

05 CORPORATE GOVERNANCE REPORT

COMMITMENT TO CORPORATE GOVERNANCE

Balwin is committed to applying high standards of corporate governance and ethical principles and practice to ensure the effective performance, success and sustainability of the business and to contribute to long-term value creation for stakeholders. In this way, Balwin is committed to following the principles of fairness, accountability and transparency as espoused by the King IV Report on Corporate Governance (King IV).

The board is the custodian of corporate governance and is accountable to shareholders in conducting the business in accordance with best practice corporate governance standards. Management aims to promote ethical business practices across its operations while the board's social, ethics and transformation committee has oversight for monitoring ethics practices.

APPLICATION OF KING IV

The directors confirm that the group has in all material respects applied the philosophy of ethical and effective leadership and the principles of King IV throughout the 2025 financial year. The group's application of the King IV principles is detailed on the website www.balwin.co.za.

ROLE OF THE BOARD

The board is elected by shareholders and the directors are accountable to shareholders for the governance of the group. As outlined in the board charter, the board exercises leadership by steering the company and setting its strategic direction, approving policy and planning to deliver the strategy, overseeing and monitoring implementation and execution by management, and ensuring accountability and responsibility for company performance.

In addition, the board charter outlines the scope of authority, responsibility, composition and functioning of the board, and confirms the primary role of the board including the following:

- Ensure effective risk management and internal controls.
- Monitor legislative, regulatory and governance compliance.
- Approve significant accounting policies and the annual financial statements.
- Oversee director selection and appointment.
- Ensure effective remuneration policies and practices.
- Oversee transformation, diversity, empowerment and a culture of inclusivity.
- Ensure timeous and transparent communication with stakeholders.
- Promote values and ethical standards.

The board charter is reviewed at least annually to ensure that all regulatory updates and best practices are incorporated and implemented in accordance with the board work plan.

The board is satisfied that it has fulfilled its responsibilities in accordance with its charter for the reporting period.

The roles of the board chairman, Hilton Saven, and the CEO, Stephen Brookes, are separate and clearly defined. This division of responsibilities ensures a balance of authority and power, with no individual having unrestricted decision-making powers.

Authority has been delegated by the board to the CEO and executive management for the implementation of the strategy and the ongoing management and performance of the business, with reporting to the board at least quarterly.

Directors are entitled to seek independent professional advice at the company's expense after consultation with the chairman of the board. No directors exercised this right during the year. Directors have unrestricted access to all company information.

BOARD FOCUS AREAS

The board continued to operate within its mandate and conducted its oversight responsibilities in terms of the board charter. Specific matters addressed by the board in the reporting period included:

- Supporting the group's strategy and approving the annual budget including setting of and monitoring progress against detailed key performance indicators in accordance with the development of the corporate scorecard, which is aligned to the strategy.
- Focus on monitoring the performance and increasing contributions from the annuity income businesses in accordance with the group strategy.
- Supporting the diversified funding strategy with the consideration of feasible funding models and broadened funding base of the company, to sustain the current business model and to respond appropriately to the changes in the business requirements as well as the prevailing economic context.
- Continued oversight of cash flow, capital allocation, debt management and risk thresholds through the execution of the treasury policy and implementation of the treasury function, with the additional oversight of the treasury committee and audit and risk committee.
- Ongoing enhancements of corporate governance processes and practices by updating and improving policies and ensuring alignment with recommended practices of King IV, changes in the JSE Listings Requirements and applicable legislation.
- Overseeing the continuous improvements in the implementation of information and communications technology to enhance the efficiency of business processes and safeguard critical information, particularly through digital transformation in terms of quality management systems, business continuity, upgraded technology infrastructure, sound cybersecurity measures and customer-facing platforms to improve client service.

CORPORATE GOVERNANCE REPORT continued

FOCUS AREAS FOR 2026 FINANCIAL YEAR

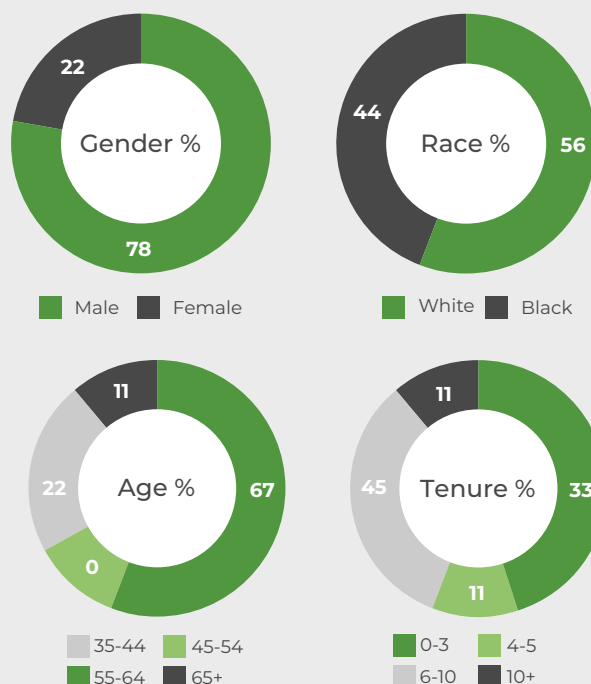
- Continued oversight of financial governance through financial targets and margins, cash management, capital allocation and appropriate debt reduction strategy, risk thresholds, funding covenants and going concern principles.
- Through the continued oversight of financial governance, support the sustainability of the business, minimise risk and optimise returns for the group and stakeholders, through challenging and evolving macroeconomic contexts.
- Continued focus on innovative initiatives and viable commercial transactions through the implementation of the existing business model and annuity income businesses.
- Ensure that employee wellbeing remains a priority.
- Drive improved transformation throughout the group, with a specific focus on improving the overall Broad-Based Black Economic Empowerment (B-BBEE) rating and progress against B-BBEE pillars in accordance with the B-BBEE strategy and initiatives.
- Ongoing focus on effective stakeholder engagement and ensuring that stakeholders are well informed of the initiatives and achievements of the group.
- Ensure the continued implementation of environmental, social and governance (ESG) priorities through the ESG roadmap, strategic framework and policy towards ESG integration into the company's activities and businesses.
- Keeping abreast of advancements and developments relevant to governance, legislation and the business through continuous training and briefings to ensure the board continues to fulfil its governance and compliance responsibilities and mandate.
- Support the implementation of the governance framework, which ensures the integration and coordination of governance activities across the group towards effective performance. The governance framework establishes clear governance structures, accountability mechanisms, and risk management processes to enhance decision-making and operational efficiency.
- Drive the structural optimisation of Balwin's annuity business. The board will oversee the establishment of clear governance structures and enhanced financial and operational oversight within this segment, ensuring transparency and accountability across annuity operations.

In response to the amendments to the Companies Act, the board will ensure compliance with new regulatory requirements, particularly in director accountability, governance reporting and financial disclosures. The company will update its reporting obligations to reflect expanded disclosure requirements for key committees, while also monitoring legal and financial risks associated with extended director liability provisions. To align with statutory changes, Balwin will implement policy updates focused on remuneration transparency and shareholder engagement, ensuring governance practices remain robust and compliant.

BOARD COMPOSITION

The board comprises nine directors, with six independent non-executive directors, one non-executive director and two salaried executive directors who are all independently minded individuals.

BOARD PROFILE



BOARD INDEPENDENCE

Six of the non-executive directors, including the chairman, are classified as independent in terms of King IV.

The remaining non-executive director, Reggie Kukama, is not categorised as independent given his participation in the Black Economic Empowerment Special Purpose Vehicle, Tatovect (RF) Proprietary Limited, which has a significant shareholding in the group following the conclusion of the BEE transaction.

The classification of all non-executive directors is reviewed on an ongoing basis by the remuneration and nominations committee. Factors which could impact on the independence of directors are considered, including those contained in King IV and the JSE Listings Requirements.

BOARD APPOINTMENT

The appointment of directors is undertaken in a formal and transparent manner by the board, assisted by the remuneration and nominations committee. The company also follows a formal induction process for new directors.

The appointments of new directors are subject to election by shareholders at the following annual general meeting (AGM).

All directors are subject to retirement by rotation and re-election by shareholders at least once every three years. In terms of the memorandum of incorporation, one-third of the non-executive directors are required to retire, and if available and eligible, stand for re-election at the company's AGM. Those directors who have been in office for the longest, based on the last re-election or appointment date, are required to stand for re-election.

At the 2025 AGM, Tomi Amosun, Hilton Saven and Julian Scher will retire from office and being eligible for re-election have confirmed their willingness to continue to serve as directors.

Brief professional profiles of these directors appear on pages 30 and 31.

The executive directors are subject to a notice period of six months.

BOARD DIVERSITY

Balwin remains committed to increasing board diversity, particularly relating to gender and race representation of the board over time, in alignment with its board diversity policy. The diversity of the directors ensures that the board considers the interests of its diverse stakeholders.

CORPORATE GOVERNANCE REPORT continued

The board is satisfied that its composition reflects an appropriate mix of knowledge, skills, experience and independence, ensuring a balance of power and authority as reflected in the board charter and delegation of authority framework.

In accordance with the JSE Listings Requirements, the board has an approved board diversity policy to promote broader diversity at board level comprising gender, race, culture, age, field of knowledge, skills and experience. The board has set a voluntary target of at least 20% of directors to be female and 30% black.

All board appointments will be guided by these diversity criteria.

BOARD EVALUATION

In accordance with the board charter, a formal evaluation of the board and its committees is conducted every second year. Accordingly, a board evaluation has been conducted during the month of January 2025. The evaluation included self-assessments and independent feedback, ensuring a holistic review of board performance.

BOARD AND COMMITTEE MEETING ATTENDANCE

	Board	Audit and risk	Remuneration and nominations	Social, ethics and transformation	Transaction	Treasury
Number of meetings during reporting period	5	4	4	4	2	4
Hilton Saven	5/5*		4/4	4/4	2/2*	4/4*
Tomi Amosun	4/5	4/4*			1/2	4/4
Jonathan Bigham	5/5			4/4		4/4
Stephen Brookes	5/5			2/4	2/2	
Reggie Kukama	5/5		3/4		2/2	
Thoko Mokgosi-Mwantembe	5/5		4/4	4/4*		
Keneilwe Moloko	5/5	4/4		3/4		
Julian Scher	5/5				2/2	
Arnold Shapiro	5/5	4/4	4/4*		2/2	

* Chair

Background details on the directors appear on pages 30 and 31.



BOARD OVERSIGHT

The directors have delegated governance responsibilities to board committees to assist the board in meeting its oversight requirements. The composition of board committees conforms to the recommendations of King IV and all committees are chaired by independent non-executive directors.

Each of the board committees have adopted terms of reference which outline the membership requirements and key responsibilities of each committee and which are also reviewed at least annually.

To ensure the committee structure is efficient and effective, both the audit committee and risk committee, and the remuneration and nominations committee function as single committees. The meeting agendas for these committees are divided into separate sections to ensure each discipline is adequately covered.

All of the committees confirm that they have functioned in accordance with their terms of reference for the reporting period. The composition for each committee is reflected in accordance with the reporting period.



CORPORATE GOVERNANCE REPORT continued

AUDIT AND RISK COMMITTEE

COMPOSITION

Chairman:

Tomi Amosun

Members:

Keneilwe Moloko
Arnold Shapiro

The external auditor, internal auditor, CEO, CFO, executive management and finance management team attend meetings by invitation.

ROLE AND RESPONSIBILITIES

Audit

- Provide the board with additional assurance regarding the efficiency and reliability of the financial information used by the directors in the discharge of their duties. This would include the consideration of all the entities in the group in the consolidated group annual financial statements.
- Ensure adequate systems of accounting records, effective financial reporting and internal control systems are in place.
- Review interim and annual financial statements, and the integrated annual report.
- Recommend appointment of external auditors to the board and shareholders.
- Review the findings and recommendations of the internal and external auditors.
- Evaluate the expertise and experience of the CFO and the finance function.
- Approve and monitor the non-audit services that may be rendered by the external auditor.
- Make necessary statements as required by the JSE in respect of annual financial statements when made available.

Risk

- Ensure that significant business, financial, legal, information and communication technology, and other risks are identified and managed.
- Oversight of the development of the enterprise-wide risk management process, including enhancement of policies and procedures.
- Ensure the group assets are safeguarded.
- Ensure appropriate information and technology governance, and controls are designed and implemented.
- Consideration of reports of internal and external audit with reference to business risk management.
- Maintain satisfactory standards of governance, reporting and conformance with King IV and JSE Listing Requirements.

The audit and risk committee is appointed by the board annually and elected by shareholders at the AGM. All members satisfied the requirements of section 94(4) of the Companies Act and have the appropriate financial and related qualification, skills, financial expertise and experience required to discharge their responsibilities.

The committee considered the experience and expertise of the CFO and the finance function, and concluded that these were satisfactory.

Refer to the audit and risk committee report in the annual financial statements for more information.



GREENBAY

CORPORATE GOVERNANCE REPORT continued

REMUNERATION AND NOMINATIONS COMMITTEE

COMPOSITION

Chairman:
Arnold Shapiro

Members:
Reggie Kukama
Thoko Mokgosi-Mwantembe
Hilton Saven

The CEO, CFO and executive management attend meetings by invitation.

ROLE AND RESPONSIBILITIES

Remuneration

- Ensure the group has a fair and competitive remuneration policy which attracts and retains high calibre employees.
- Ensure the remuneration policy and implementation report are proposed to shareholders.
- Determine the remuneration packages of executive directors.
- Review and approve incentive schemes and related payments.
- Propose fees for non-executive directors for shareholder approval.
- Oversee talent management and retention.
- Ensure provisions of policies related to malus and clawback are adhered to.

Nomination

- Review the structure, size and composition of the board and committees.
- Identify and nominate candidates for appointment as directors.
- Oversee induction and training of directors, as well as the biennial performance review of the board and committees.
- Consider the independence and the classification of directors.
- Ensure that there is formal succession planning for the board, committees and executive management.

Refer to the remuneration report on pages 116 to 125 for more information.

SOCIAL, ETHICS AND TRANSFORMATION COMMITTEE

COMPOSITION

Chairperson:
Thoko Mokgosi-Mwantembe

Members:
Kenelwe Moloko
Hilton Saven
Stephen Brookes (CEO)
Jonathan Bigham (CFO)

Other members of management attend meetings by invitation.

ROLE AND RESPONSIBILITIES

- Monitor the group's activities relating to social and economic development, environmental sustainability, stakeholder and consumer relationships, labour and employment matters, and health and safety in accordance with applicable legislation and standards.
- Monitor adherence to corporate citizenship principles and ethical standards.
- Ensure the group's interactions and communication with stakeholders are guided by legislation and regulation.
- Monitor transformation initiatives and B-BBEE progress in accordance with set targets.

Refer to the social, ethics and transformation committee report on pages 126 to 127 for more information.



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CORPORATE GOVERNANCE REPORT continued**TRANSACTION COMMITTEE****COMPOSITION****Chairman:**

Hilton Saven

Members:

Tomi Amosun

Reggie Kukama

Julian Scher

Arnold Shapiro

Stephen Brookes (CEO)

The MD, CFO and executive management attend meetings by invitation.

ROLE AND RESPONSIBILITIES

- Consider and approve proposed major transactions.
- Evaluate land acquisitions relative to the group's financial and working capital position, risk thresholds and strategic objectives.

**TREASURY COMMITTEE (REPORTING TO
AUDIT AND RISK COMMITTEE AND
BOARD)****COMPOSITION****Chairman:**

Hilton Saven

Members:

Tomi Amosun

Jonathan Bigham (CFO)

Additional members from executive management:

Rodney Gray (MD)

Liam Masson (Treasury officer) – (resigned 28 February 2025)

The CEO attends meetings by invitation.

ROLE AND RESPONSIBILITIES

- Oversight of management of treasury risks in accordance with the treasury policy.
- Review matters relevant to treasury activities and directs treasury management regarding required reporting and information flow requirements.
- Evaluate and provide guidance on sources of funding, capital allocation, and the group's funding strategy.

COMPANY SECRETARY

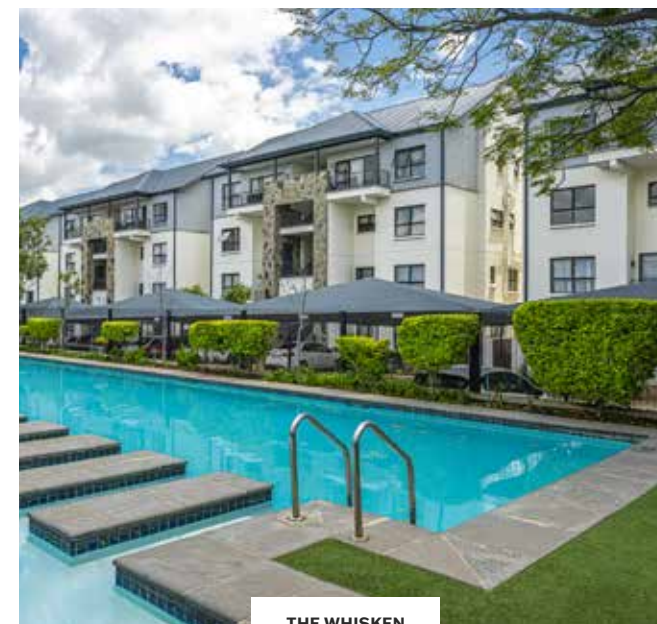
The directors are satisfied that the company secretary, FluidRock Co Sec Proprietary Limited, is suitably qualified, competent and experienced to perform the role. There is an arm's-length relationship between the company secretary and the board, and the individual directors.

ACCOUNTABILITY AND COMPLIANCE

Detail on the internal audit function, systems of internal control, the external audit function and risk management are covered in the audit and risk committee report in the annual financial statements. During the year, the group complied with its memorandum of incorporation.

LEGISLATIVE COMPLIANCE

Legislative and regulatory compliance is monitored by the head of legal. There were no cases of material legislative or regulatory non-compliance and no penalties or sanctions were imposed on the group or any of its directors or officers during the year.

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05

REMUNERATION
REPORT

GREENBAY

**PART I: STATEMENT FROM THE CHAIRMAN
OF THE REMUNERATION COMMITTEE**

Balwin operates in a highly competitive market environment and recognises the critical role that remuneration plays in attracting, retaining and motivating talented people through rewarding individual and business contributions, and encouraging superior performance.

The remuneration report for the 2025 financial year sets out our remuneration policy in Part II on pages 118 to 122 as well as detailed disclosure on the implementation of the remuneration policy in Part III on pages 122 to 125.

We constantly aim to enhance our remuneration policy and framework in line with the King IV Report on Corporate Governance in South Africa (King IV) to give effect to the principles of fair, responsible and transparent remuneration, and ensure it remains relevant to the directors and employees of Balwin. This report focuses mainly on the remuneration of executive directors, prescribed officer and non-executive directors.

REMUNERATION GOVERNANCE

The board has delegated the governance and oversight of remuneration-related issues to the remuneration and nominations committee (the committee).

The directors confirm that the committee discharged its duties in terms of its mandate in the reporting period and addressed specific issues to align remuneration policy with best practice standards. The following key issues were addressed during the year:

REMUNERATION

- Reviewed the implementation of the remuneration policy for the 2025 financial year;
- Reviewed and updated the remuneration policy in line with best practice and governance standards;
- Reviewed and approved amendments to the short-term incentive structure of the executive management team and updated the remuneration policy accordingly;

- Reviewed and approved the financial and non-financial measures included in the balanced scorecards;
- Approved the allocation of the short-term incentives as well as the long-term bonus share allocations for the 2025 financial year; and
- Recommended increases in non-executive director fees aligned to external benchmarking, resulting in no fee increases being granted for serving on board committees.

NOMINATIONS

- Reviewed the board diversity policy;
- Reviewed the policy on the appointment of directors;
- Oversaw the annual board and committee evaluation;
- Reviewed the classification of the independence of all non-executive directors; and
- Reviewed the director induction and training policy.

FUTURE AREAS OF FOCUS

In the 2026 financial year the committee plans to address the following:

- Continue to review the company's remuneration policy to ensure adherence to best practice and governance standards;
- Monitor the implementation of the remuneration policy;
- Continue to ensure fair and responsible remuneration that attracts, retains and motivates talented employees and encourages superior performance;
- Review and approve the financial and non-financial measures included in the balanced scorecards;
- Recommend the non-executive director fees for approval by shareholders aligned to external benchmarking; and
- Review and approve the short-term incentives payable and long-term incentives to be awarded for the 2026 financial year.

REMUNERATION REPORT continued

CHANGE TO SHORT-TERM INCENTIVE STRUCTURE

In the prior period, the committee oversaw a change to the short-term incentive structure for the executives for the year ended 28 February 2025. Owing to the prevailing economic climate, the earnings potential of the executives was amended and is detailed on page 121 of the remuneration policy. The policy is subject to review by the committee on an annual basis. After considering the continued challenging trading conditions, the short-term incentive structure for executives will remain unchanged for the 2026 financial year.

EXTERNAL REMUNERATION ADVISORS

The committee seeks independent advice from external remuneration advisors to ensure that our remuneration policy and the implementation thereof are informed by market-related data, current industry and general best practice remuneration trends. During the year, the company engaged with independent remuneration advisors, PricewaterhouseCoopers, as well as enlisting the services of an independent external human capital consultant, Farol Consulting, to advise and assist with various remuneration matters. The committee is satisfied that the services rendered by these external advisors were at all times independent and objective.

VOTING AND SHAREHOLDER ENGAGEMENT

Balwin encourages engagement with shareholders on remuneration-related matters to actively promote fair, responsible and transparent remuneration policies, implementation and remuneration reporting.

The remuneration policy and the remuneration implementation report are proposed for separate non-binding advisory votes by shareholders at the AGM each year.

In line with the requirements of King IV, the group undertakes to engage with dissenting shareholders should 25% or more of the shareholders vote against either or both the remuneration policy and the implementation report. This process is aimed at determining shareholder concerns and the group will take reasonable measures to address these concerns.

At the AGM in August 2024, 78.54% (2023: 79.88%) of shareholders who voted supported the remuneration policy and 85.46% (2023: 86.24%) supported the implementation report in non-binding advisory votes.

No concerns were raised by shareholders with respect to the remuneration policy or implementation thereof and no engagement process was required.

The committee continues to review and refine both the remuneration policy and disclosure of remuneration practices. Management proactively meets with investors on an ongoing basis and creates a positive engagement environment where shareholders can address issues in an open and transparent manner.



Arnold Shapiro
Chairman

Remuneration and nominations committee

12 May 2025



THE HUNTSMAN

REMUNERATION REPORT continued

PART II: REMUNERATION POLICY

The group's remuneration philosophy is based on the following principles:

- Remuneration supports the group's strategies and is consistent with the organisation's culture of fairness and equality;
- Remuneration directly correlates with the growth objectives, financial performance targets and actual achievements of the business;
- Remuneration is regularly reviewed and independently benchmarked to ensure the group remains competitive in the diverse markets in which it operates; and
- Remuneration allows for differentiation to reward higher performers and attain excellence in their output and conduct.

In applying this philosophy to remuneration practices, the group aims to:

- Achieve market competitiveness within specific property development markets;
- Ensure that performance management plays an integral part in remuneration to influence the level of base pay and incentives;
- Ensure that good governance is observed in relation to all remuneration practices;
- Promote positive outcomes across the economic, social and environmental context in which Balwin operates; and
- Promote an ethical culture and responsible corporate citizenship.

FAIR AND RESPONSIBLE REMUNERATION

As a responsible corporate citizen the group recognises the societal issues relating to minimum wages and the wage gap, and is committed to adopting fair and responsible remuneration practices.

It is the committee's responsibility to ensure that executive remuneration is justifiable in the context of overall employee remuneration. Accordingly, the committee must recommend appropriate actions to the board. The group continuously considers initiatives to nurture the principle of fair and equitable remuneration to improve the employment conditions of all employees.

MALUS AND CLAWBACK PROVISIONS

In line with best governance practice, malus and clawback clauses are included in all variable pay awards for executive directors and prescribed officers.

The committee has the discretion to apply malus to unvested awards under the long-term incentive schemes to cancel or reduce the quantum of an award if, in the judgement of the committee, a trigger event has occurred during the vesting or financial period.

In the case of early termination of employment during the vesting period of an award, the committee will consider whether a trigger event arose between the award date and the date of termination of employment.

A clawback provision may be applied to recover vested awards under the short-term and long-term incentive schemes on a pre-tax basis following the occurrence of a trigger event. The clawback period will run for three years following the vesting of awards.

Malus and clawback provisions will be applied in cases which include:

- Misbehaviour, dishonesty, fraud or gross misconduct;
- A material misstatement of the financial results for the performance or employment period of the award, resulting in an adjustment on the audited consolidated financial statements of the group;
- The assessment of any performance metric or condition (where applicable) in respect of an award which was based on error, or inaccurate or misleading information;
- Any information used to determine the quantum of a short- and long-term incentive award was based on error, or inaccurate or misleading information; and
- Events or behaviour of the employee that had a significant detrimental impact on the reputation of the group.

MINIMUM SHAREHOLDING REQUIREMENT

The group's minimum shareholding requirement (MSR) policy was removed in the 2024 financial year. As the group has a high level of management share ownership, executives are strongly aligned with shareholder value creation and the MSR therefore did not generate any additional benefit in creating shareholder value.

REMUNERATION STRUCTURE

The remuneration mix varies according to employee position and seniority. As a guideline, senior employees should have a higher proportion of variable, incentive-based remuneration as part of their remuneration mix, as they usually have the ability to influence the financial performance and strategic outcomes of the group. At lower salary levels, the pay mix is weighted in favour of guaranteed remuneration, in line with market practice.

Balwin's executive remuneration structure comprises both guaranteed (including benefits) and variable remuneration. Variable remuneration includes short- and long-term incentives.

REMUNERATION REPORT continued

REMUNERATION COMPONENT	STRATEGIC INTENT AND DRIVERS	DETAIL
Cash salary	Primarily to remunerate, attract and retain required skills.	Guaranteed remuneration is set in relation to the scope and nature of an individual's role, experience and performance, to ensure market competitiveness and sustainable performance.
Benefits and/or allowances	Benefits for all employees form part of guaranteed remuneration. Incorporates employee wellness into Balwin's remuneration strategy.	Benefits include membership of a provident fund and a medical aid. Benefits are reviewed regularly to ensure they remain relevant, appropriate and market competitive.
Short-term incentives (STIs)	An annual performance bonus scheme which drives overall performance and rewards the achievement of predetermined financial, strategic and individual performance objectives.	Executives: The cash bonus payment is based on the group level of achievement of a balance of financial and non-financial performance measures that are aligned with the group's strategy (collectively referred to as the "group STI scorecard"). Employees: A cash payment of up to a two-month bonus may be made, based on the achievement of the group's financial target as well as specific non-financial performance metrics which relate directly to the individual's areas of responsibility.
Long-term incentives (LTIs)	Drives long-term performance and is essential for retention, ownership and wealth creation.	Balwin operates a conditional share plan (CSP) consisting of a combination of performance, retention and/or bonus shares. Awards under the CSP may be made to employees of senior management level and above. Participants are required to remain in the employ of the company throughout the performance and employment period. The committee retains absolute discretion regarding awards and the applicable conditions to be attached to an LTI award.



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REMUNERATION REPORT continued

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GUARANTEED REMUNERATION

Executive directors, along with all employees, receive guaranteed remuneration which includes a cash salary and benefits. Salaries are set in relation to the scope and nature of an individual's role.

Weighing of performance experience and performance, to ensure market competitiveness and sustainable performance.

Salaries are reviewed annually in June. Increases in guaranteed remuneration are determined taking into account the company's performance and liquidity, an employee's remuneration relative to the market and individual performance as well as the level of increases applied across the business.

VARIABLE REMUNERATION: STI

All employees participate in an annual performance bonus scheme to reward the achievement of agreed financial, strategic and personal performance objectives. The STI is linked to the achievement of strategically important performance conditions. The bonus methodology varies for executives and other employees:

STI PARTICIPANT	ANNUAL BONUS OPPORTUNITY
Executives	A bonus payment is based on the level of achievement of a balance of financial and non-financial performance measures that are aligned with the group's STI scorecard. At least 80% of the group STI scorecard for the financial year must be achieved for an executive to receive a bonus payment. A cap of 105% of the profit target is applied.
Other employees	A one- or two-month bonus may be earned as an STI, based on company results and personal performance or as approved on a case-by-case basis at the discretion of the committee.

The following company scorecard was applied in determining company performance for the 2025 financial year and will be unchanged for the 2026 financial year:

Performance conditions	Contribution for 2025 and 2026	Weighting of performance conditions
Financial performance		
Net profit before tax	50%	
Cash management	20%	70%
Non-financial performance		
Safety, health, environmental and quality targets	10%	
Employment equity targets	10%	30%
Environmental, social and governance targets	10%	

REMUNERATION REPORT continued

Following consideration of the remuneration of the group, and the executive committee, the earnings potential for executives in terms of the STI was amended in the prior year as set out below (as a percentage of basic salary). The STI policy has remained in place for the 2026 financial year:

POSITION	EARNING POTENTIAL AT 80% TO 105% OF TARGET ACHIEVED	EARNING POTENTIAL AT ABOVE 105% OF TARGET ACHIEVED
Chief executive officer (CEO)	8.3% of basic salary	16.7% of basic salary
Chief financial officer (CFO)	8.3% of basic salary	16.7% of basic salary
Managing director (MD)*	8.3% of basic salary	16.7% of basic salary

* The MD is a prescribed officer and member of the executive committee.

Discretionary bonuses may be awarded to employees who perform above and beyond their responsibilities, regardless of company performance, as nominated by management and approved by the committee and board.

VARIABLE REMUNERATION: LTI

Selected employees participate in the LTI scheme. The LTI scheme rules are approved and adapted from time to time at the discretion of the board:

INSTRUMENTS	ALLOCATION FREQUENCY AND QUANTUM	PERFORMANCE CONDITIONS	PERFORMANCE AND EMPLOYMENT PERIOD	VESTING PROFILE
Under the CSP, rights are offered in the form of performance shares, bonus shares and/or retention shares.	<p>Performance shares are awarded in specific circumstances subject to the discretion of the committee.</p> <p>Bonus shares are awarded annually, to the extent that an STI was payable, at a ratio of a 1:1 match to the actual STI paid in terms of the preceding financial year.</p> <p>Retention shares are only awarded in special circumstances with the aim to attract and retain specific and sought-after talent, subject to the discretion of the committee.</p>	<p>Any performance condition attached to performance shares shall be objective and representative of a fair measure of performance.</p> <p>These awards are linked to STI performance and therefore no further performance conditions are applicable. These awards are subject to continued employment only.</p> <p>These shares are subject to continued employment only.</p>	Three years and no resetting or retesting of performance targets are allowed.	Shares vest in full on the expiry of the prescribed vesting period (and subject to performance conditions where applicable).

REMUNERATION REPORT continued

EARLY TERMINATION OF EMPLOYMENT

Upon termination of employment during the vesting period, participants may be classified as either bad or good leavers:

- Bad leavers forfeit all unvested awards. Vested awards will remain unaffected.
- Good leavers may receive a pro-rated portion of unvested awards based on the completed number of months served, adjusted for the achievement of the performance conditions in the case of performance shares.

EXECUTIVE SERVICE CONDITIONS

Executive directors are subject to a notice period of six months and a restraint of trade of two years. There are no fixed-term service contracts. The retirement age for executive directors is 65. There is no provision for settlement payments on termination.

PRESCRIBED OFFICER

The managing director is a prescribed officer in terms of the Companies Act. The remuneration of the prescribed officer is disclosed in the remuneration implementation report as well as the annual financial statements.

NON-EXECUTIVE DIRECTOR FEES

Non-executive directors receive annual retainer fees for serving on the board and board committees. None of the non-executive directors have service contracts with the group and no consultancy fees were paid to directors during the year.

In line with best governance practice, non-executive directors do not participate in incentive schemes.

Non-executive director fees are reviewed annually, taking into account the responsibilities of the directors as well as relevant external benchmarking data. Increases to non-executive director fees are considered each year against the average increases approved across the business.

The proposed fees for the period from 1 September 2025 to 31 August 2026, which are subject to approval by shareholders at the AGM in August 2025, are for an increase of 5% for board meetings. In line with the board's commitment to responsible cost management, no increase is proposed for committee meeting attendance.

	Proposed fees for the year ending 28 February 2026 (R)	Fees paid for the year ended 28 February 2025 (R)
Chairperson of the board	622 580	592 935
Member of the board	262 175	249 690
Chairperson of the audit and risk committee	249 690	249 690
Member of the audit and risk committee	199 920	199 920
Chairperson of the social, ethics and transformation committee	199 920	199 920
Member of the social, ethics and transformation committee	166 635	166 635
Chairperson of the remuneration and nominations committee	199 920	199 920
Member of the remuneration and nominations committee	166 635	166 635
Chairperson of the transaction committee	217 980	217 980
Member of the transaction committee	155 610	155 610
Chairperson of the treasury committee	217 980	217 980
Member of the treasury committee	155 610	155 610

PART III: REMUNERATION IMPLEMENTATION REPORT 2025

The committee confirms that the remuneration policy has been consistently applied in the 2025 financial year, achieved its objectives and that there have been no deviations from the policy.

GUARANTEED REMUNERATION: ANNUAL SALARY INCREASE

The committee approved an average performance-linked salary increase of 5.0% (2024: 5.0%) for all employees, including executive directors, effective 1 July 2024.

VARIABLE REMUNERATION: STI

An annual performance bonus totaling R2.3 million will be paid to executives and prescribed officers (2024: nil) based on the achievement of 95% of the approved company scorecard used to determine company performance.

REMUNERATION REPORT continued

VARIABLE REMUNERATION: LTI

CSP – BONUS SHARES

Executive directors and prescribed officers will be awarded bonus shares to the value of R2.3 million for the 2025 financial year (2024: nil) based on the achievement of the STI performance targets as set out on pages 120 to 121.

UNVESTED LTIS

The table below discloses the value of each executive director and prescribed officers' LTIs, whether granted, settled or lapsed, as well as the indicative value of awards not yet settled:

EXECUTIVES

Position	LTI instrument	Date awarded	Vesting date	Opening number	Granted during the year	Settled during the year	Lapsed during the year	Closing number
CEO	Bonus shares	1 July 2021	30 June 2024	773 248	–	(773 248)	–	–
	Bonus shares	1 July 2022	30 June 2025	1 716 640	–	–	–	1 716 640
	Bonus shares	1 July 2023	30 June 2026	2 402 130	–	–	–	2 402 130
CFO	Bonus shares	1 July 2021	30 June 2024	133 801	–	(133 801)	–	–
	Bonus shares	1 July 2022	30 June 2025	315 273	–	–	–	315 273
	Bonus shares	1 July 2023	30 June 2026	1 053 238	–	–	–	1 053 238
Total				6 394 330	–	(821 060)	–	5 487 281

PRESCRIBED OFFICER

Position	LTI instrument	Date awarded	Vesting date	Opening number	Granted during the year	Settled during the year	Lapsed during the year	Closing number
MD	Bonus shares	1 July 2021	30 June 2024	590 338	–	(590 338)	–	–
	Bonus shares	1 July 2022	30 June 2025	1 408 976	–	–	–	1 408 976
	Bonus shares	1 July 2023	30 June 2026	1 972 356	–	–	–	1 972 356
CPO*	Bonus shares	1 July 2021	30 June 2024	462 236	–	(462 236)	–	–
	Bonus shares	1 July 2022	30 June 2025	1 087 824	–	–	(1 087 824)	–
	Bonus shares	1 July 2023	30 June 2026	1 522 309	–	–	(1 522 309)	–
Total				13 438 369	–	(1 959 623)	(1 087 824)	8 868 613

- Ulrich Gschnaidtner (chief projects officer) resigned with effect from 31 August 2024 and forfeited all unvested shares.

REMUNERATION REPORT continued

DIRECTORS' REMUNERATION

EXECUTIVE DIRECTORS

The single-figure remuneration received by executive directors and prescribed officers for the financial years ended February 2024 and 2025:

Executive director/prescribed officer	Cash salary R'000	Benefits R'000	STI R'000	Other* R'000	LTI R'000	Total R'000
2025						
SV Brookes (CEO)	6 890	800	1 580	–	4 202	13 472
JS Bigham (CFO)	3 616	607	870	–	1 326	6 419
RN Gray (MD)	6 000	774	1 380	–	3 429	11 583
U Gschnaidtner (CPO)**	2 699	301	–	–	1 434	4 434
Total	19 205	2 482	3 830	–	10 391	35 908
2024						
SV Brookes (CEO)	6 560	730	–	–	4 426	11 716
JS Bigham (CFO)	3 440	565	–	–	669	4 674
RN Gray (MD)	5 712	723	–	–	3 558	9 9993
U Gschnaidtner (CPO)	5 224	563	–	3 530	2 758	12 075
Total	20 936	2 581	–	3 530	11 411	38 458

* Relates to an annual guaranteed bonus which was contractually payable in terms of the employment contract of the chief projects officer.

** Resigned effective from 31 August 2024.

TOTAL DIRECTORS' REMUNERATION

	2025 R'000	2024 R'000
Executive directors and prescribed officers	35 908	38 458
Non-executive directors	5 065	5 051
Total	40 973	43 509

DIRECTORS' AND PRESCRIBED OFFICER'S SHAREHOLDING

Director	Number of shares	Nature of interest shareholding	Shareholding %
SV Brookes	171 751 457	Indirect	33.07%
RN Gray	48 962 208	Indirect	9.43%
ARK Kukama	47 219 260	Indirect	9.09%
JS Bigham	247 143	Direct	0.05%
A Shapiro	204 000	Indirect	0.04%
O Amosun	9 390	Direct	0.00%

REMUNERATION REPORT continued

DILUTION LIMITS

No share options were awarded in the form of bonus shares to executive directors and the prescribed officer during the year (2024: nil). The total number of bonus shares awarded amounts to 14.9 million shares that have not yet vested. The total number of ordinary shares in issue is 470 270 997 and accordingly the potential dilutive impact of the share options amounts to 3.2% on the total issued share capital.

Excluded in the total number of ordinary shares in issue is 47 219 260 shares which have been awarded to Tatovect Proprietary Limited (BEE SPV) in accordance with the BEE transaction approved by the shareholders on 6 September 2021 as well as treasury shares held by the group. The BEE shares have been accounted for as treasury shares for accounting purposes as they will only be issued once the lock-in period of 10 years has expired and full risks and rewards of ownership transfer to the BEE SPV. The potential dilutive impact of these shares amounts to 10.0% on the total issued share capital.

NON-EXECUTIVE DIRECTORS

Fees paid to non-executive directors for the financial years ended February 2024 and 2025:

Directors	2025 R'000	2024 R'000
H Saven	1 330	1 266
T Mokgosi-Mwantembe	602	573
A Shapiro	786	749
O Amosun	791	664
R Zekry*	–	317
J Scher	396	377
A Kukama	558	532
K Moloko	602	573
Total	5 065	5 051

* Resigned 24 August 2023.



THE POLOFIELDS

05

SOCIAL, ETHICS AND TRANSFORMATION COMMITTEE REPORT



INTRODUCTION

The social ethics, and transformation committee (the committee) assists the board in monitoring the group's activities concerning legislation, regulations and best practices related to social, ethics, transformation, employment, health and safety, and environmental sustainability. The committee plays a key role in upholding Balwin's corporate governance standards, ensuring compliance with the Companies Act, the JSE Listings Requirements and King IV.

As such, the committee has an independent role and is governed by formal terms of reference which details its duties in terms of the Companies Act, the JSE Listings Requirements and King IV, as well as responsibilities allocated by the board.

Please refer to pages 98 to 109 for the Building a sustainable future report.

RESPONSIBILITIES OF THE COMMITTEE

The committee's mandate covers the following core areas:

- ✔ Social, environmental and economic development and sustainability, including the group's standing relative to the UN Global Compact Principles, the Organisation for Economic Co-operation and Development recommendations regarding corruption, relevant Sustainable Development Goals (SDGs) and the Employment Equity Act and Broad-Based Black Economic Empowerment (B-BBEE) Act.
- ✔ Overseeing transformation initiatives, particularly through B-BBEE, employment equity and skills development.
- ✔ Supporting good corporate citizenship, including the group's positioning and efforts in promoting equality, preventing unfair discrimination and combating corruption.
- ✔ Endorsing and monitoring compliance with the company's code of ethics.
- ✔ Overseeing community engagement and corporate social responsibility initiatives, primarily through the Balwin Foundation.
- ✔ Monitoring health and public safety, including the impacts of the group's activities and products on the environment and society.
- ✔ Upholding consumer relationships, including advertising, public relations and compliance with consumer protection laws.
- ✔ Monitoring overall labour and employment, including the group's standing relative to the International Labour Organisation protocol and the Basic Conditions of Employment Act on decent work and working conditions, employment relationships and the group's contribution to the educational development of employees.

- ✔ Compliance with the Labour Relations Act aimed at promoting economic development, social justice, labour peace and democracy in the workplace.
- ✔ The governance and oversight of stakeholder relationship management and engagement.
- ✔ Environment, social and governance (ESG), risk identification and mitigation.
- ✔ Monitoring the management of relevant risks within the scope of committee responsibilities.
- ✔ Monitoring the performance of safety, health, employment equity, transformation and environmental measures that form part of the company scorecard.

FUNCTIONING OF THE COMMITTEE

COMMITTEE COMPOSITION AND GOVERNANCE

During the financial year, the committee comprised:

- ✔ **Thoko Mokgosi-Mwantembe** (chairperson) – independent non-executive director
- ✔ **Keneilwe Moloko** – independent non-executive director
- ✔ **Hilton Saven** – independent non-executive director
- ✔ **Stephen Brookes** – executive director
- ✔ **Jonathan Bigham** – executive director

Senior management attends meetings by invitation. The committee meets four times a year on a quarterly basis and has been assessed as having effectively discharged its mandate for the reporting period.

Biographical details of the committee members appear on pages 30 to 31.

Attendance at committee meetings is detailed on page 112 of the integrated report and fees paid to committee members for 2024 and proposed for 2025 are included on page 122.

SOCIAL, ETHICS AND TRANSFORMATION COMMITTEE REPORT continued

THE KEY AREAS OF FOCUS IN THE YEAR UNDER REVIEW:

- Continued commitment to transformation and empowerment, maintaining the B-BBEE status while actively addressing ownership representation to sustain compliance. There are ongoing efforts to enhance employment equity, with targets aligned to national demographics and regulatory requirements.
- In terms of ESG, a committee has been established to integrate sustainability initiatives into the company strategy, ensuring structured oversight and accountability. As part of this, an ESG roadmap has been implemented, outlining key performance indicators (KPIs) to track progress effectively. Reporting processes have been enhanced to align ESG metrics with corporate scorecards and annual reporting frameworks, improving transparency and strategic alignment.
- Continued to review corporate social investment (CSI) initiatives through the Balwin Foundation, reinforcing the Company commitment to community upliftment, education, and skills development. The Foundation played a pivotal role in supporting entrepreneurial development, providing training opportunities, and promoting social empowerment initiatives, ensuring a meaningful and sustainable impact on the communities in which Balwin.
- Oversight on human capital imperatives, ensuring a strategic approach to talent retention, succession planning and skills development. During the year, initiatives focused on enhancing workforce capabilities, fostering leadership development and strengthening employee engagement to support long-term business sustainability.
- Monitored workplace safety, achieving a 48.15% reduction in incident rates and surpassing one million injury-free hours across four developments. Compliance standards have been strengthened, through the ISO recertification process and with subcontractor audits now exceeding 90% compliance levels.
- Reinforced commitment to ethical governance by strengthening anti-bribery and whistleblower policies, supported by awareness campaigns on ethical conduct. Enhanced internal investigations and risk assessments have

improved transparency in ethics reporting, with no significant fraud or unethical activity reported, reflecting the company's strong corporate governance framework.

- Enhanced stakeholder engagement initiatives were undertaken throughout the year, ensuring ongoing communication of the company's social, ethics, transformation and environmental priorities. Regular interactions with key stakeholders, including investors, employees, regulators and community partners, reinforced transparency and alignment with corporate objectives.
- Monitored and managed ethical and reputational risks through robust governance frameworks and continuous oversight.

KEY FOCUS AREAS FOR THE 2026 FINANCIAL YEAR

- Ensuring compliance with the amendments to the Companies Act as they relate to social and ethics committees, including adherence to updated regulatory requirements governing committee composition, reporting obligations and governance responsibilities.
- Enhancing oversight of social responsibility, economic development and transformation initiatives, ensuring measurable progress against company-wide targets.
- Monitoring corporate citizenship activities, promoting sustainable upliftment and ensuring that all group initiatives are effectively communicated to stakeholders.
- Strengthening stakeholder relationship management, fostering ongoing engagement, and ensuring that stakeholder expectations and concerns are actively considered in business decisions.
- Reviewing and updating the group's stakeholder management framework, ensuring alignment with best practices and regulatory requirements.
- Driving continuous improvement in the B-BBEE scorecard rating, with a focus on ownership, employment equity and skills development, while ensuring full integration and alignment of transformation processes.
- Advancing transformation imperatives through improved workforce representation and expanded skills development opportunities for employees and learners.

- Supporting employee wellbeing initiatives, reinforcing Balwin's commitment to a positive and inclusive workplace environment.
- Ensuring the effective implementation of the ESG roadmap, framework and policy, with the ESG committee overseeing progress and alignment with strategic objectives. The ESG reporting structure will be formalised in accordance with governance frameworks, ensuring compliance with regulatory requirements and industry best practices. Performance will be monitored through KPIs and governance metrics, enabling measurable impact, accountability and continuous improvement.
- Ongoing monitoring and enhancement of SHEQ Safety, Health, Environment and Quality (SHEQ) standards, with a focus on quality improvements, environmental sustainability and workplace safety initiatives.

CONCLUSION

The committee is confident that Balwin is substantively addressing its social, ethics, transformation and sustainability objectives in terms of the Companies Act and King IV. The progress made in the current reporting period, particularly in ESG and transformation, positions the company well for continued improvement in the upcoming year.

This report is prepared in accordance with the Companies Act and will be presented to shareholders at the forthcoming annual general meeting.

Thoko Mokgosi-Mwantembe

Chairperson

Social, ethics and transformation committee

12 May 2025

06

FINANCIAL OVERVIEW

6%

REVENUE



8%

PROFIT FOR THE YEAR



8%

EARNINGS PER SHARE



4%

HEADLINE EARNINGS
PER SHARE



6%

NET ASSET VALUE



MOOIKLOOF ECO-ESTATE

06

COMPLIANCE STATEMENTS

CHIEF EXECUTIVE OFFICER AND CHIEF FINANCIAL OFFICER RESPONSIBILITY STATEMENT

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

- the annual financial statements set out on pages 136 to 153, fairly present in all material respects the financial position, financial performance and cash flows of the issuer in terms of IFRS;
- to the best of our knowledge and belief, no facts have been omitted or untrue statements made that would make the annual financial statements false or misleading;
- internal financial controls have been put in place to ensure that material information relating to the issuer and its consolidated subsidiaries have been provided to effectively prepare the financial statements of the issuer;
- the internal financial controls are adequate and effective and can be relied upon in compiling the annual financial statements, having fulfilled our role and function as executive directors with the primary responsibility for implementation and execution of controls;
- where we are not satisfied, we have disclosed to the audit committee and the auditors any deficiencies in design and operational effectiveness of the internal financial controls and any fraud that involves directors, and have remediated the deficiencies; and
- we are not aware of any fraud involving directors.

SV Brookes

Chief executive officer

12 May 2025

JS Bigham

Chief financial officer

12 May 2025

COMPANY SECRETARY'S CERTIFICATION

In terms of section 88(2)(e) of the Companies Act, 71 of 2008 as amended, we certify that to the best of our knowledge and belief, the Balwin group has in respect of the financial year reported upon, lodged with the Companies and Intellectual Property Commission all returns required of a public group in terms of the Companies Act, 71 of 2008 and that all such returns are true, correct and up to date.

Caroline King

On behalf of: FluidRock Co Sec Proprietary Limited

12 May 2025



THE HUNTSMAN

06

AUDIT AND RISK COMMITTEE REPORT

The audit and risk committee (the committee) has pleasure in presenting its report which has been approved by the board. The report has been prepared in accordance with section 94(7)(f) of the Companies Act No 71 of 2008 of South Africa (the Act) and incorporates the recommendations of the Report on Corporate Governance for South Africa, 2016 (King IV).

The committee supports the board in meeting its responsibilities in relation to the following:

- internal and external audit processes for the group, taking into account all significant risks;
- adequacy and functioning of the group's internal controls;
- integrity of financial reporting;
- risk management; and
- information technology (IT).

The members confirm that the committee has performed all the duties required in terms of the Act.

The committee comprised the following members for the financial year and to the date of this report:

Director	Appointed	Experience	Meeting attendance
Tomi Amosun BBus Sci (Finance Hons), CA(SA)	May 2017	Chartered accountant with over 15 years real estate, listed equity and private equity experience	4/4
Keneilwe Moloko NDip (Building Survey), BSc (QS), BCom, PGDA, CA(SA)	August 2022	Over 20 years experience in the construction industry, with both financial and quantity surveying qualifications	4/4
Arnold Shapiro BBus Sci (Finance Hons)	October 2016	Over 30 years of asset management, portfolio management and general management experience	4/4

Owing to the size of the company, the functions of an audit committee and a risk committee have been combined to be directed by a single audit and risk committee and the internal audit function is outsourced to KPMG.

COMMITTEE COMPOSITION

The committee comprises three non-executive directors and all members act independently as described in the Act.

The chief executive officer, chief financial officer, key management, the external auditor and the internal auditor attend meetings by invitation. The chairman of the board also attends the meetings by invitation but does not vote. The board is satisfied that the independence, experience and qualifications of each member enables them to fulfil the committee's mandate. In addition to the quarterly meetings, the committee meets at least once a year with the company's internal and external auditors, without management being present.

There were no changes in the composition of the committee in the reporting period.

The committee collectively has the necessary financial knowledge, skills and experience to execute its duties effectively. The committee is pleased to report to shareholders on progress against its key focus areas for the 2025 financial year.



DE KUILE

FOCUS AREAS OF THE COMMITTEE

Focus area	Progress
Monitoring and management of financial reporting and governance	The committee reviews the group's financial reporting to ensure disclosures are in line with reporting frameworks. Furthermore, the committee reviews relevant governance policies and the group governance framework on an annual basis in accordance with the committee work plan and ensures that the committee keeps abreast of legislative and regulatory changes. The committee continues to ensure that the recommendations provided by the internal auditors are implemented timeously.
Balance sheet management and financial sustainability in a challenging macroeconomic environment	The committee actively engaged with management to identify and monitor the key components of the balance sheet, financial ratios and covenant compliance. The group's risk tolerance thresholds were reviewed and prudently aligned with bank covenants. Management reported quarterly on its current covenant levels as well as provided covenant and cash forecasts which were thoroughly interrogated by the committee.
Embedding the combined assurance model and continued proactive engagement with the internal and external audit functions	The committee oversees the internal and external audit reviews. The committee tasks management with acting on the findings of these reviews and regular feedback is provided to the committee. In accordance with the committee's responsibilities as per section 3.84(g)(ii) of the JSE Listings Requirements, the committee reviews and considers the information reported by the external auditor in respect of all aspects impacting the quality of audit performed. The combined assurance model was reviewed by the committee to ensure optimisation of all assurance services and functions.
Continued overview of IT systems and policies	The committee provided oversight on the group's IT strategy and evaluated the performance of management relevant to its strategic objectives. IT risks and mitigating controls were reviewed, and various IT governance policies were approved. The committee further assessed the adequacy of the insurance for IT related risks as well as emphasised and provided oversight on the disaster recovery measures of the group.
Oversight of risk management	The committee oversees risk management. The committee reviewed the group's risk identification, mitigation plans and residual risk ratings with a particular focus on strategic and operational risks. In the current year, key risk indicators were added to the risk register to assist in the analysis of risk thresholds which were reviewed by the committee. The committee further reviewed the quarterly legal risk register and the findings of the whistleblowing hotline while further providing oversight on the insurance coverage of the group.
Monitoring of treasury risks	The committee monitored the treasury risks as reported by the treasury committee. Oversight was provided with respect to cash flow forecasting, debt utilisation and gearing levels as well as covenant compliance.

Planned areas of focus for the 2026 financial year:

- Monitoring and management of the internal financial controls of the group;
- Continued oversight on IT systems, strategy and policies;
- Monitoring of the robustness of the group's balance sheet, liquidity and allocation of capital in the expected continued challenging market conditions;
- Compliance with lending covenants;
- Proactive engagement with the external and internal audit functions to ensure audit efficiencies and alignment in the combined assurance model;
- Implementation of the newly introduced group governance framework and alignment with the delegation of authority framework; and
- Oversight of group risk identification and enhancement to the risk ratings.

ROLE OF THE AUDIT COMMITTEE

The terms of reference of the committee have been updated and approved by the board, setting out its duties and responsibilities as prescribed in the Act and King IV and incorporating additional duties delegated by the board.

The committee's duties include the following:

- fulfils the duties assigned by the Act and other legislation, including the statutory audit committee functions required for subsidiary companies;
- assists the board in overseeing the quality and integrity of the group's integrated reporting process, including the financial statements and announcements in respect of the financial results;
- ensures that an effective control environment is maintained in the group;

- reviewed and adopted a combined assurance model;
- provides the chief financial officer, external auditor and the internal auditor with unrestricted access to the committee and its chairman as is required in relation to any matter falling within the ambit of the committee;
- meets with the external auditor, senior management and executive directors as the committee may elect;
- meets separately with the internal and external auditors without other executive board members and the company's chief financial officer being present;
- reviews and recommends to the board the approval of the interim financial results and annual financial statements;
- oversees the activities of, and ensures coordination between, the activities of the internal and external auditors;
- reviews the annual consolidated financial statements and other related financial information to recommend for approval to the board;
- receives and deals with any complaints concerning accounting practices, internal audit or the content and audit of its financial statements or related matters;
- oversees and ensures the appropriateness of the delegation of authority of the business;
- conducts annual reviews of the committee's work plan and terms of reference;
- assesses the performance and effectiveness of the audit and risk committee and its members;
- monitors the results of the calls made to the fraud hotline, which is managed independently from management; and
- assesses the effectiveness of the finance department and skills and experience of the chief financial officer.

EXECUTION OF FUNCTIONS DURING THE YEAR

The committee is satisfied that, for the 2025 financial year, it has performed all the functions required to be performed by an audit and risk committee as set out in the Act and the committee's terms of reference.

EXTERNAL AUDIT

The committee among other matters:

- reappointed BDO as the external auditor of the group;
- reviewed the audit effectiveness and evaluated the external auditor's internal quality control procedures and engaged on any adverse findings;
- obtained an annual confirmation from the auditor that their independence was not impaired;
- satisfied themselves with the quality of the external auditor;
- maintained a policy setting out the categories of non-audit services that the external auditor may provide;
- pre-approve and concur with external audit conclusions reached in relation to independence assessments of all non-assurance services to the group, including the application of safeguards and actions implemented, before the commencement of the non-audit service. No non-audit services were undertaken by BDO in the current year;
- approved the external audit engagement letter, the plan and the budgeted audit fees payable to the external auditor;
- considered whether any reportable irregularities were identified and reported by the external auditor in terms of the Auditing Profession Act, No. 26 of 2005; and
- considered any reported control weaknesses, management's response for their improvement and assessed their impact on the general control environment.

BDO has performed the external audit function for five years. The committee is satisfied that BDO is independent of the group after taking the following factors into account:

- representations made by BDO to the committee;
- the auditor does not, except as external auditor or in rendering permitted non-audit services, receive any remuneration or other benefit from the company;
- the auditors' independence was not impaired by any consultancy, advisory or other work undertaken by the auditor; and
- the criteria specified for independence by the Independent Regulatory Board for Auditors and international regulatory bodies.

INTERNAL AUDIT

The committee:

- reviewed and approved the internal audit charter and annual audit plan and evaluated the independence, effectiveness and performance of the internal audit department and compliance with its charter;
- satisfied themselves that the quality, experience and expertise of the internal audit function and the chief audit executive is appropriate;
- considered the reports of the internal auditor on the group's system of internal control including financial controls, business risk management and maintenance of effective internal control systems; and
- reviewed significant issues raised by the internal audit processes and the adequacy of corrective action in response to significant internal audit findings.

ADEQUACY AND FUNCTIONING OF THE GROUP'S INTERNAL CONTROLS

The committee reviewed the effectiveness of the design and implementation of controls with respect to the plans and work outputs of the external and internal auditors and concluded that these were adequate to address all significant financial risks facing the business.

As noted above, the committee also reviewed the reporting around the adequacy of the internal controls, together with the effectiveness of the combined assurance model, and concluded that there had been no material breakdowns in internal control, including financial controls, business risk management and the maintenance of effective material control systems.

FINANCIAL REPORTING

The committee ensures that the financial reporting to stakeholders fairly presents the state of affairs of the group. This covers the consolidated and separate annual financial statements, integrated report, interim and preliminary reporting.

The committee among other matters:

- confirmed the going concern as the basis of preparation of the interim and consolidated and separate annual financial statements.
- reviewed compliance with the financial conditions of loan covenants and determined that the capital of the company was adequate;
- examined and reviewed the interim results and the consolidated and separate annual financial statements, as well as all financial information disclosed prior to the submission to the board for their approval and for disclosure to stakeholders;
- ensured that the consolidated and separate annual financial statements fairly present the financial position of the group and of the company as at the end of the financial year and the results of operations and cash flows for the financial year and considered the basis on which the company and the group was determined to be a going concern;

- reviewed the cash flow forecasting of the group and considered the consistency and appropriateness of the assumptions applied;
- considered the appropriateness of the disclosure included in the consolidated and separate annual financial statements;
- considered the impact of the JSE Proactive Monitoring report released in November 2024 on the disclosures of group and company financial statements to ensure they are adequate;
- considered the appropriateness of the accounting policies adopted;
- reviewed the external auditor's audit report and key audit matters;
- reviewed the representation letter relating to the consolidated and separate annual financial statements which was signed by management;
- considered any concerns identified and reviewed any significant legal and tax matters that could have a material impact on the financial statements; and
- considered accounting treatments, significant unusual transactions and accounting judgments.

SIGNIFICANT AREAS OF JUDGEMENTS AND SOURCES OF ESTIMATION UNCERTAINTIES

In compiling the consolidated and separate annual financial statements, there are several areas where judgement is applied. These are outlined in note 1.2 to the consolidated and separate annual financial statements. The committee has considered the quantum of the assets and liabilities on the statements of financial position and other items that require significant judgement and noted the following:

Assumptions and estimation uncertainties:

- Recognition of cost of constructed residential apartments sold;
- Net realisable value of developments under construction;
- Preparation of cash flow forecasts; and
- Fair value of investment properties

RISK MANAGEMENT AND IT GOVERNANCE

The committee:

- reviewed the group's IT strategy
- ensured that intellectual property contained in information systems is protected;
- ensured that adequate business arrangements are in place for disaster recovery;
- assessed and increased the insurance coverage for cyber liability risks;
- ensured that all personal information is treated by the company as an important business asset and is safeguarded as per the Protection of Personal Information Act;
- approved the IT governance framework; and
- reviewed the group's policies on risk assessment and risk management, including fraud risks and IT risks pertaining to financial reporting and the going concern assessment, and found them to be sound.

LEGAL AND REGULATORY REQUIREMENTS

To the extent that these may have an impact on the consolidated and separate annual financial statements, the committee:

- reviewed legal matters that could have a material impact on the group and considered whether any provisions or disclosures are required under the International Accounting Standard 37: Provisions, Contingent Liabilities and Contingent Assets (IAS 37);
- reviewed the adequacy and effectiveness of the group's procedures, including its risk management framework, to ensure compliance with legal and regulatory responsibilities;
- monitored complaints received via the group's whistleblowing service, although no complaints were reported for the financial year; and
- considered reports provided by management, internal audit and the external auditor regarding compliance with legal and regulatory requirements.

EXPERTISE AND EXPERIENCE OF CHIEF FINANCIAL OFFICER AND THE FINANCIAL FUNCTION

As required by section 3.84(g)(i) of the JSE Listings Requirements, the committee has satisfied itself that the chief financial officer, Jonathan Bigham, has the appropriate expertise and experience. In addition, the committee satisfied itself that the composition, experience and skills set of the finance function met the group's requirements.

ELECTION OF COMMITTEE MEMBERS

Pursuant to the provisions of section 94(2) of the Act, which requires a public company to elect an audit committee at each annual general meeting (AGM), the current committee members will be proposed to shareholders for election at the AGM in August 2025.

EVALUATION OF THE COMMITTEE

In accordance with the board charter, a formal evaluation of the board and its committees is conducted every second year. The evaluation was undertaken in the current financial year and concluded that the committee operated effectively and had successfully discharged its duties and responsibilities.

CONSOLIDATED AND SEPARATE ANNUAL FINANCIAL STATEMENTS

Following the review by the committee of the consolidated annual financial statements of Balwin Properties Limited for the year ended 28 February 2025, the committee confirms that in all material respects they comply with the relevant provisions of the Act and International Financial Reporting Standards, and fairly present the consolidated and separate financial positions at that date and the results of operations and cash flows for the year then ended.

Tomi Amosun
Chairperson

Audit and risk committee
12 May 2025



THE WHISKEN



THABA ECO-VILLAGE

06

INDEPENDENT AUDITOR'S REPORT ON AUDITED SUMMARY CONSOLIDATED FINANCIAL STATEMENTS

OPINION

The summary consolidated financial statements of Balwin Properties Limited, contained in the accompanying financial statements as set out on pages 136 to 153, which comprise the summary consolidated statement of financial position as at 28 February 2025, the summary consolidated statements of comprehensive income, changes in equity and cash flows for the year then ended, and related notes, are derived from the audited consolidated financial statements of Balwin Properties Limited for the year ended 28 February 2025.

In our opinion, the accompanying summary consolidated financial statements are consistent, in all material respects, with the audited consolidated financial statements, in accordance with the requirements of the JSE Limited Listings Requirements, as set out in note 1 to the summary financial statements, and the requirements of the Companies Act of South Africa as applicable to summary financial statements.

SUMMARY CONSOLIDATED FINANCIAL STATEMENTS

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

THE AUDITED CONSOLIDATED FINANCIAL STATEMENTS AND OUR REPORT THEREON

We expressed an unmodified audit opinion on the audited consolidated financial statements in our report dated 12 May 2025. That report also includes:

- The communication of key audit matters. Key audit matters are those matters that, in our professional judgement, were of most significance in our audit of the consolidated financial statements of the current period.

DIRECTORS' RESPONSIBILITY FOR THE SUMMARY CONSOLIDATED FINANCIAL STATEMENTS

The directors are responsible for the preparation of the summary consolidated financial statements in accordance with the requirements of the JSE Limited Listings Requirements, set out in note 1 to the summary financial statements, and the requirements of the Companies Act of South Africa as applicable to summary financial statements.

AUDITOR'S RESPONSIBILITY

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

BDO South Africa Inc.

BDO South Africa Incorporated

Registered Auditors

V Pretorius

Director

Registered Auditor

12 May 2025

Wanderers Office Park

52 Corlett Drive

Illovo, 2196

AUDITED SUMMARY CONSOLIDATED STATEMENT OF PROFIT OR LOSS AND OTHER COMPREHENSIVE INCOME

For the year ended 28 February 2025

	Audited year ended 28 February 2025 R'000	Audited year ended 29 February 2024 R'000
Revenue	2 220 918	2 356 284
Cost of sales	(1 548 753)	(1 690 629)
Gross profit	672 165	665 655
Other income	25 779	16 336
Operating expenses	(350 949)	(351 177)
Operating profit	346 995	330 814
Investment income	17 616	30 061
Finance costs	(50 341)	(50 619)
Profit before taxation	314 270	310 256
Taxation	(80 246)	(92 884)
Profit for the year	234 024	217 372
Items that will not subsequently be reclassified to profit or loss		
Profit (loss) on cash flow hedges	642	1 951
Taxation relating to items that will not be reclassified	(173)	(534)
Other comprehensive income (loss) for the year net of taxation	469	1 417
Total comprehensive income for the year	234 493	218 789
Profit attributable to:		
Owners of the parent	232 678	215 668
Non-controlling interest	1 346	1 704
	234 024	217 372
Total comprehensive income attributable to:		
Owners of the parent	233 147	217 085
Non-controlling interest	1 346	1 704
	234 493	218 789
Basic and diluted earnings per share		
Basic (cents)	49.74	46.18
Diluted (cents)	48.20	46.18

AUDITED SUMMARY CONSOLIDATED STATEMENT OF FINANCIAL POSITION

as at 28 February 2025

	Audited as at 28 February 2025 R'000	Audited as at 29 February 2024 R'000
Assets		
Non-current assets		
Property, plant and equipment	421 579	381 826
Investment property	325 149	220 375
Intangible assets	21 898	22 126
Loans to external parties	3 131	8 664
Other financial assets	1 909	1 267
Deferred taxation	6 360	11 413
	780 026	645 671
Current assets		
Developments under construction	6 679 202	6 342 225
Trade and other receivables	366 016	349 709
Development loans receivable	3 128	1 840
Current tax receivable	1 274	1 316
Cash and cash equivalents	254 812	289 586
	7 304 432	6 984 676
Total assets	8 084 458	7 630 347
Equity and liabilities		
Equity		
Share capital	669 483	657 514
Reserves	86 036	83 222
Retained income	3 497 697	3 265 019
Non-controlling interest	4 641	3 295
Total equity	4 257 857	4 009 050
Non-current liabilities		
Development loans and facilities	938 331	1 113 695
Lease liabilities	204	-
Deferred taxation	356 912	348 079
	1 295 447	1 461 774
Current liabilities		
Development loans and facilities	2 313 379	1 959 202
Lease liabilities	1 247	192
Trade and other payables	180 165	175 848
Current tax payable	16 158	-
Employee benefits	20 205	24 281
	2 531 154	2 159 523
Total liabilities	3 826 601	3 621 297
Total equity and liabilities	8 084 458	7 630 347

AUDITED SUMMARY CONSOLIDATED STATEMENT OF CASH FLOWS

For the year ended 28 February 2025

	Audited year ended 28 February 2025 R'000	Audited year ended 29 February 2024 R'000
Cash flows from operating activities		
Cash generated from operations	116 900	5 078
Interest received	17 616	30 061
Finance costs paid	(295 644)	(296 316)
Taxation paid	(50 333)	(46 738)
Net cash used in operating activities	(211 461)	(307 915)
Cash flows from investing activities		
Purchases of property, plant and equipment	(66 487)	(48 427)
Proceeds from disposal of property, plant and equipment	30 258	-
Purchase of investment property	(35 351)	(67 355)
Proceeds on disposal of non-current assets held for sale	-	19 000
Purchase of intangible assets	(7 043)	(12 507)
Proceeds from disposal of intangible assets	20	6 682
Decrease/(increase) in restricted cash	-	164 376
Loans granted to external parties	(2 121)	-
Net cash (used in)/generated from investing activities	(80 724)	61 769
Cash flows from financing activities		
Development loans raised and utilised	2 392 989	1 965 438
Development loan repaid	(2 176 697)	(1 424 661)
Investment loans and general banking facilities raised and utilised	293 435	131 496
Investment loans and general banking facilities repaid	(251 287)	(679 269)
Payment on lease liabilities	(1 038)	(1 074)
Dividend paid	-	(73 237)
Dividend received from treasury	-	9 690
Net cash generated from/(used in) financing activities	257 411	(71 617)
Total cash and cash equivalents movement for the year	(34 774)	(317 763)
Cash and cash equivalents at the beginning of the year	289 586	607 349
Total cash and cash equivalents at the end of the year	254 812	289 586

AUDITED SUMMARY CONSOLIDATED STATEMENT OF CHANGES IN EQUITY

For the year ended 28 February 2025

	Share capital R'000	Cash flow hedge reserve R'000	Share-based payment reserve R'000	Retained income R'000	Total attributable to equity holders of the group R'000	Non-controlling interest R'000	Total equity R'000
Balance at 1 March 2023	650 973	(492)	71 548	3 112 898	3 834 927	1 591	3 836 518
Profit for the year	-	-	-	215 668	215 668	1 704	217 372
Other comprehensive income	-	1 417	-	-	1 417	-	1 417
Total comprehensive income for the year	-	1 417	-	215 668	217 085	1 704	218 789
Issue of shares from treasury to settle long-term incentives	6 541	-	(6 541)	-	-	-	-
Share-based payment	-	-	17 290	-	17 290	-	17 290
Dividend paid	-	-	-	(73 237)	(73 237)	-	(73 237)
Dividend received from treasury shares	-	-	-	9 690	9 690	-	9 690
Balance at 1 March 2024	657 514	925	82 297	3 265 019	4 005 755	3 295	4 009 050
Profit for the year	-	-	-	232 678	232 678	1 346	234 024
Other comprehensive income	-	469	-	-	469	-	469
Total comprehensive income for the year	-	469	-	232 678	223 147	1 346	234 493
Issue of shares from treasury to settle long-term incentives	11 969	-	(11 969)	-	-	-	-
Share-based payment	-	-	14 314	-	14 314	-	14 314
Balance at 28 February 2025	669 483	1 394	84 642	3 497 697	4 253 216	4 641	4 257 857

RECONCILIATION OF HEADLINE EARNINGS

For the year ended 28 February 2025

		Audited year ended 28 February 2025	Audited year ended 29 February 2024
Basic and headline earnings per share			
Basic	(cents)	49.74	46.18
Headline	(cents)	45.95	47.94
Diluted earnings	(cents)	48.20	46.18
Diluted headline earnings	(cents)	44.54	47.94
Tangible net asset value per share*	(cents)	905.52	853.75
Net asset value per share**	(cents)	910.20	858.49
Weighted average number of shares in issue	('000)	467 794	466 991
Net asset value	(R'000)	4 257 857	4 009 050
Tangible net asset value	(R'000)	4 235 959	3 986 924
Reconciliation of profit for the period to basic and headline earnings			
Profit for the period attributable to equity holders	(R'000)	232 678	215 668
Basic earnings			
Adjusted for:	(R'000)	232 678	215 668
– (Profit) or loss on disposal of property, plant and equipment, intangible assets and non-current assets held for sale	(R'000)	(16 689)	8 205
– Fair value gain on investment property	(R'000)	(6 659)	–
Headline earnings			
		209 330	223 873
Weighted average number of shares			
Weighted average number of shares in issue	('000)	467 794	466 991
Potential dilutive impact of share options	('000)	14 911	–
		482 704	466 991

* Calculated as the net asset value less intangible assets divided by the weighted average number of shares in issue.

** Calculated as the net asset value divided by the weighted average number of shares in issue.

NOTES TO THE AUDITED SUMMARY CONSOLIDATED STATEMENTS

For the year ended 28 February 2025

1. BASIS OF PREPARATION

The summary consolidated financial statements have been prepared in accordance with the framework concepts and the measurement and recognition requirements of IFRS Accounting Standards (Accounting Standards) and also as a minimum contains the information required by IAS 34: Interim Financial Reporting, and complies with the requirements of the Companies Act 2008 of South Africa, the SA financial reporting requirements per section 8.60 of the JSE Listings requirements. They have been prepared on the historical cost basis, except for certain financial instruments and investment property which are measured at fair value through profit and loss and the other financial asset/liability which is measured at fair value through other comprehensive income.

The summary consolidated financial statements are presented in South African Rands rounded to the nearest R'000, which is the company's functional and presentation currency. The audited consolidated financial statements and the unmodified opinion from which these summary consolidated financial statements were derived are available on our website at no charge. The accounting policies are in terms of the Accounting Standards. The accounting policies and methods of computation are consistent to those of the prior year annual consolidated financial statements. The audited summary consolidated financial statements and annual consolidated financial statements have been internally prepared under the supervision of JS Bigham, in his capacity as chief financial officer and were approved by the board on 12 May 2025.

The audited summary consolidated financial statements have been audited by BDO South Africa, the external auditor, who issued an unmodified ISA 810 opinion. The ISA 810 opinion and the audit report on the annual consolidated financial statements are available for inspection on Balwin's company website. The auditor's report does not necessarily report on all the information contained in the announcement/financial results. Shareholders are therefore advised that in order to obtain a full understanding of the nature of the auditor's engagement they should obtain a copy of the auditor's report together with the accompanying financial information from Balwin's company website. Forward-looking statements are not reported on by the external auditors.

2. REVENUE

Revenue from contracts with customers

	Audited year ended 28 February 2025 R'000	Audited year ended 29 February 2024 R'000
Revenue from the sale of apartments	1 997 196	2 222 136
Revenue from the sale of undeveloped land	45 803	-
Supply of electronic communication services	99 985	77 946
Bond commission	12 372	12 489
Rendering of services to residential developments	28 472	15 881

	2 183 828	2 328 452
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Revenue other than revenue from contracts with customers

Rental income	34 973	26 227
Donation income	2 117	1 605
	37 090	27 832
	2 220 918	2 356 284

Revenue is derived principally from the sale of apartments, recognised once the control has transferred to the buyer. Revenue is measured based on consideration specified in the agreement with the customer and excludes amounts collected on behalf of third parties. Revenue from the sale of apartments is recorded net of any sales incentives. There is no significant judgement applied in determining revenue from contracts with customers.

NOTES TO THE ABRIDGED CONSOLIDATED FINANCIAL STATEMENTS continued

For the year ended 28 February 2025

2. REVENUE continued

Revenue from the sale of apartments is disaggregated on a regional basis as well as per each development brand. The disaggregation is shown below:

	Audited year ended 28 February 2025 R'000	Audited year ended 29 February 2024 R'000
Disclosure of disaggregated revenue from the sale of apartments by region:		
Gauteng	945 129	812 763
Western Cape	889 851	1 034 156
KwaZulu-Natal	162 216	375 217
	1 997 196	2 222 136
Disclosure of disaggregated revenue from the sale of apartments by collection:		
Classic Collection	1 362 920	1 525 722
Green Collection	432 576	381 357
Signature Collection	201 700	315 057
	1 997 196	2 222 136
Disaggregation of revenue from contracts with customers		
Disclosure of timing of revenue recognition		
At a point in time		
Revenue from the sale of apartments	1 997 196	2 222 136
Revenue from the sale of undeveloped land	45 803	–
Bond commission	12 372	12 489
Rendering of services to residential developments	6 100	3 911
	2 061 471	2 238 536
Over time		
Supply of electronic communication services	99 985	77 946
Rendering of services to residential developments	22 372	11 970
	122 357	89 916
	2 183 828	2 328 452

NOTES TO THE ABRIDGED CONSOLIDATED FINANCIAL STATEMENTS continued

For the year ended 28 February 2025

	Audited as at 28 February 2025 R'000	Audited as at 29 February 2024 R'000
3. DEVELOPMENTS UNDER CONSTRUCTION		
Developments under construction	6 679 202	6 342 225
Developments under construction include the following:		
Cost of construction	3 803 123	3 388 468
Land and land contribution costs	2 416 002	2 466 736
Development rights	460 077	487 021
	6 679 202	6 342 225

Development rights pertain to the rights assigned to Balwin, including all the rights to use the Polofields and the Waterfall Fields properties for the purpose of undertaking the developments located on those land parcels. Balwin does not hold title of the land located at Waterfall, but rather the development rights.

The cost of developments under construction recognised as an expense in cost of sales during the current year was R1 495.1 million (2024: R1 681.3 million). Costs previously capitalised to developments under construction written off in the current year amount to R0.3 million (2024: R1.9 million). The carrying amount of land which acts as security for development loans advanced is R1 714.1 million (2024: R1 434.5 million).

Cash flows of R1.6 million generated by the hedged item during the year were reclassified to developments under construction.

A mortgage bond is in place over certain portions of land which acts as security for the development loans advanced.

NOTES TO THE ABRIDGED CONSOLIDATED FINANCIAL STATEMENTS continued

For the year ended 28 February 2025

		Audited as at 28 February 2025 R'000	Audited as at 29 February 2024 R'000
4. SHARE CAPITAL			
Authorised			
Ordinary shares	('000)	1 000 000	1 000 000
Reconciliation of number of shares issued:			
Opening balance	('000)	467 722	465 209
Treasury shares issued to settle long-term incentive scheme	('000)	2 857	2 513
Total shares issued	('000)	470 579	467 722
Treasury shares	('000)	1 922	4 471
Adjustment to issued shares	('000)	(308)	-
BEE shares issued	('000)	47 219	47 219
Closing balance	('000)	519 412	519 412
The BEE shares issued are treated as an in-substance option which is within the scope of IFRS 2: Share-based payment and accordingly, together with the treasury shares held, are not disclosed as accounting shares in issue.			
Issued:			
Ordinary shares	(R'000)	670 206	670 206
BEE shares	(R'000)	171 878	171 878
Treasury shares	(R'000)	(172 601)	(184 570)
	(R'000)	669 483	657 514

The unissued shares are under the control of the directors until the next annual general meeting. The shares have no par value.

NOTES TO THE ABRIDGED CONSOLIDATED FINANCIAL STATEMENTS continued

For the year ended 28 February 2025

			Audited as at 28 February 2025 R'000	Audited as at 29 February 2024 R'000
5. DEVELOPMENT LOANS AND FACILITIES				
Held at amortised cost				
Development loans			2 286 557	2 034 294
General banking facility			566 177	661 857
Investment loan facility			398 976	376 746
			3 251 710	3 072 897
				Audited as at 28 February 2025 R'000
Development loans	Average nominal interest rate %	Maturity date		
Non-current loans				
International Finance Corporation	3 Month Jibar plus 2.7%	January 2032		677 945
First National Bank Limited	Prime less 0.25%	December 2026		33 752
Absa Bank Limited	Prime less 1.0%	March 2027		71 200
				782 897
Current loans				
Absa Bank Limited	Prime less 0.25%	Between March 2025 and February 2026		558 221
Absa Bank Limited	Prime less 1.0%	Between March 2025 and February 2026		8 800
First National Bank Limited	Prime	Between March 2025 and February 2026		25 700
First National Bank Limited	Prime plus 0.25%	Between March 2025 and February 2026		42 886
Investec Bank Limited	Prime	Between March 2025 and February 2026		155 511
Investec Bank Limited	Prime less 0.25%	Between March 2025 and February 2026		80 316
Nedbank Limited	3 Month Jibar plus 3.076%	Between March 2025 and February 2026		32 348
Nedbank Limited	3 Month Jibar plus 3.291%	Between March 2025 and February 2026		71 372
Nedbank Limited	3 Month Jibar plus 3.344%	Between March 2025 and February 2026		14 322
Nedbank Limited	3 Month Jibar plus 3.51%	June 2025		37 863
Nedbank Limited	3 Month Jibar plus 3.344%	Between March 2025 and February 2026		57 288
National Housing Finance Corporation Limited	Prime	Between March 2025 and February 2026		1 129
Futuregrowth Asset Management Proprietary Limited	3 Month Jibar plus 3.75%	Between March 2025 and February 2026		54 027
Futuregrowth Asset Management	1 Month Jibar plus 3.35%	Between March 2025 and February 2026		300 390
Futuregrowth Asset Management	1 Month Jibar plus 3.10%	Between March 2025 and February 2026		63 487
				1 503 660
Total development loans				2 286 557

NOTES TO THE ABRIDGED CONSOLIDATED FINANCIAL STATEMENTS continued

For the year ended 28 February 2025

5. DEVELOPMENT LOANS AND FACILITIES continued

Investment loans and general banking facilities			Audited as at 28 February 2025 R'000
Average nominal interest rate %			
Maturity date			
Non-current loans			
Investec Bank Limited	Prime less 1.0%	June 2028	155 434
			155 434
Current loans			
Absa Bank Limited	Prime less 1.45%	No fixed terms of repayment	100 733
Investec Bank Limited	Prime less 1.0%	February 2026	10 269
Investec Bank Limited	Prime less 0.25%	December 2025	30 598
Nedbank Limited	3 Month Jibar plus 2.476%	December 2025	101 942
Nedbank Limited	Prime	March 2025	50 000
Ninety One SA Proprietary Limited	3 Month Jibar plus 4.50%	April 2025	182 979
Stanlib Asset Management Proprietary Limited	3 Month Jibar plus 4.75%	April 2025	299 658
Sanlam Investment Management Proprietary Limited	3 Month Jibar plus 4%	April 2025	33 540
			809 719
Total investment and general banking facilities			965 153
Total development loans and facilities			3 251 710

NOTES TO THE ABRIDGED CONSOLIDATED FINANCIAL STATEMENTS continued

For the year ended 28 February 2025

Development loans	Average nominal interest rate %	Maturity date	Audited as at 29 February 2024 R'000
Non-current loans			
Century Property Developments Proprietary Limited	Prime	November 2027	203 205
			203 205
Current loans			
Absa Bank Limited	Prime	Between March 2024 and February 2025	395 592
Absa Bank Limited	Prime less 0.25%	Between March 2024 and February 2025	675 991
Absa Bank Limited	Prime less 1.00%	Between March 2024 and February 2025	39 996
First National Bank Limited	Prime	Between March 2024 and February 2025	59 822
First National Bank Limited	Prime less 0.50%	Between March 2024 and February 2025	168
Investec Bank Limited	Prime	Between March 2024 and February 2025	100 068
Investec Bank Limited	Prime less 0.25%	Between March 2024 and February 2025	96 576
Nedbank Limited	3 Month Jibar plus 3.053%	Between March 2024 and February 2025	35
Nedbank Limited	3 Month Jibar plus 3.069%	Between March 2024 and February 2025	947
Nedbank Limited	3 Month Jibar plus 3.076%	Between March 2024 and February 2025	33 673
Nedbank Limited	3 Month Jibar plus 3.291%	Between March 2024 and February 2025	89 117
Nedbank Limited	3 Month Jibar plus 3.344%	Between March 2024 and February 2025	14 322
Nedbank Limited	Prime	Between March 2024 and February 2025	45
National Housing Finance Corporation Limited	Prime	Between March 2024 and February 2025	15 166
Futuregrowth Asset Management Proprietary Limited	3 Month Jibar plus 3.75%	Between March 2024 and February 2025	47 040
Futuregrowth Asset Management Proprietary Limited	1 month Jibar plus 4%	Between March 2024 and February 2025	259 539
Century Property Developments Proprietary Limited	Prime	February 2025	2 992
			1 831 089
Total development loans			2 034 294
Investment loans and general banking facilities			
Non-current loans			
Ninety One SA Proprietary Limited	3 Month Jibar plus 4.50%	April 2025	221 824
Stanlib Asset Management Proprietary Limited	3 Month Jibar plus 4.75%	April 2025	349 810
Sanlam Investment Management Proprietary Limited	3 Month Jibar plus 4%	April 2025	40 190
Investec Bank Limited	Prime less 1.0%	June 2028	166 100
Investec Bank Limited	Prime less 0.25%	December 2025	30 625
Nedbank Limited	3 Month Jibar plus 2.476%	December 2025	101 941
			910 490
Current loans			
Absa Bank Limited	Prime less 1.45%	No fixed terms of repayment	70 000
Investec Bank Limited	Prime less 1.0%	June 2024	8 080
Nedbank Limited	Prime	March 2024	50 033
			128 113
Total investment and general banking facilities			1 038 603
Total development loans and facilities			3 072 897

NOTES TO THE ABRIDGED CONSOLIDATED FINANCIAL STATEMENTS continued

For the year ended 28 February 2025

5. DEVELOPMENT LOANS AND FACILITIES continued

Split between non-current and current portions

	Audited as at 28 February 2025 R'000	Audited as at 29 February 2024 R'000
Non-current liabilities	938 331	1 113 695
Current liabilities	2 313 379	1 959 202
Total development loans and facilities	3 251 710	3 072 897

Development loans include funding provided for top-structure funding as well as land and infrastructure loans. Top-structure funding payable to the financial institutions is secured by a pre-defined level of pre-sold apartments for which financial guarantees are in place. Land and infrastructure loans are secured by bonds registered over the land. Development loans are settled through the registration of the apartments that act as security.

The development loans payable to the IFC have a long-term repayment term, maturing in January 2032. The loan features an interest-only period until April 2028, after which fixed contractual repayments are made.

Investment loans and general banking facilities pertain to asset-backed lending, short-term bridging loan facilities secured by completed apartments not yet registered and long-term unsecured funding.

The carrying amount of development loans and facilities approximate their fair value. No breaches or funding or default on payments were incurred during the year.

The South African Reserve Bank (SARB) has indicated its intention to move away from Jibar and to create Zaronia a reference rate for South Africa, however there is currently no indication of when the designated successor rate will become effective.

NOTES TO THE ABRIDGED CONSOLIDATED FINANCIAL STATEMENTS continued

For the year ended 28 February 2025

6. RELATED PARTIES

Related party transactions

Sale of apartments to related parties

Directors

ZN Brookes

Audited
as at
28 February 2025
R'000

Audited
as at
29 February 2024
R'000

1 122

-

Property rental management fee received

Directors and prescribed officers

RN Gray

U Gschnaidtner

Essence Real Estate Proprietary Limited

SV Brookes

78

135

-

13

6

-

250

364

A property rental management fee is paid by key management of Balwin for the management of their property investment portfolio. The fee charged is on an arms length basis and the underlying agreement is approved by the board annually.

Rentals paid to related parties

Directors, prescribed officers and companies

Volker Properties Proprietary Limited*

Lucille Properties Proprietary Limited*

Shelby Prop Investments Proprietary Limited**

304

454

-

71

155

356

Rental is paid to related parties for the use of apartments owned by them. The apartments are mostly used by the group for marketing purposes for use as show apartments.

Compensation to directors and other key management

Short-term employee benefits

Post-employment benefits

Share-based payment

24 237

25 795

1 194

1 252

10 391

11 411

*The entity is controlled by SV Brookes.

**The entity is controlled by RN Gray.

NOTES TO THE ABRIDGED CONSOLIDATED FINANCIAL STATEMENTS continued

For the year ended 28 February 2025

7. FINANCIAL INSTRUMENTS

Financial assets at amortised cost

Development loans receivable
Loans to external parties
Trade and other receivables
Cash and cash equivalents

	Audited as at 28 February 2025 R'000	Audited as at 29 February 2024 R'000
	3 128	1 840
	3 131	8 664
	350 362	331 221
	254 812	289 586
	611 433	631 311

Financial assets at fair value through other comprehensive income

Other financial assets

	1 909	1 267
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Financial liabilities at amortised cost

Development loans and facilities
Trade and other payables

	(3 251 710)	(3 072 897)
	(102 120)	(126 100)
	(3 353 830)	(3 198 997)

8. FAIR VALUE INFORMATION

Fair value hierarchy

Financial assets and liabilities included in the group's financial statements require measurement at, and/or disclosure of, fair value.

The following provides an analysis of financial instruments that are measured subsequent to initial recognition at fair value, grouped into Levels 1 to 3, based on the degree to which the fair value is observable.

Level 1 fair value measurements are those derived from quoted prices (unadjusted) in active markets for identical assets.

Level 2 fair value measurements are those derived from inputs other than quoted prices included within the Level 1 that are observable for the asset or liability, either directly (i.e. as prices) or indirectly (i.e. derived from prices). The valuation techniques used in deriving level 2 fair values are consistent with valuing comparable hedging instruments (interest rate swaps). The primary input into these valuations are prevailing interest rates which are derived from external sources of information.

Level 3 fair value measurements are those derived from valuation techniques that include inputs for the asset or liability that are not based on observable market data (unobservable inputs). The valuation techniques used in deriving level 3 fair values are the income capitalisation approach and the comparable sales valuation method of the investment property as well as the net asset value approach of the investment that is being valued. This information is based on the unobservable market data, and adjusted for based on management's experience and knowledge of the investment.

There were no transfers between Level 1, 2 and 3 during the year.

NOTES TO THE ABRIDGED CONSOLIDATED FINANCIAL STATEMENTS continued

For the year ended 28 February 2025

9. SEGMENTAL REPORTING

The operating segments within the group have been identified based on the nature of their operations.

	Sale of apartments R'000	Provision of services to residential estates R'000	Bond commission R'000	Property rentals R'000	Balwin Foundation R'000	Total R'000
Segmental reporting for statement of financial position for the year ended 28 February 2025						
Non-current assets	99 663	172 659	153	507 489	62	780 026
Current assets	7 226 539	29 288	2 706	42 045	3 854	7 304 432
Total assets	7 326 202	201 947	2 859	549 534	3 916	8 084 458
Non-current liabilities	1 016 359	70 039	–	208 786	263	1 295 447
Current liabilities	2 198 002	182 112	1 165	135 782	14 093	2 531 154
Total liabilities	3 214 361	252 151	1 165	344 568	14 356	3 826 601
Segmental reporting for statement of financial position for the year ended 29 February 2024						
Non-current assets	128 487	102 789	276	413 989	130	645 671
Current assets	6 920 590	53 816	2 570	5 090	2 610	6 984 676
Total assets	7 049 077	156 605	2 846	419 079	2 740	7 630 347
Non-current liabilities	1 141 107	13 520	64	307 083	–	1 461 774
Current liabilities	2 061 012	93 096	1 042	4 286	87	2 159 523
Total liabilities	3 202 119	106 616	1 106	311 369	87	3 621 297
Segmental reporting for statement of profit or loss and other comprehensive income for the year ended 28 February 2025						
Revenue	2 042 999	107 006	12 372	56 424	2 117	2 220 918
Cost of sales	(1 529 407)	(3 999)	(10)	–	(15 337)	(1 548 753)
Gross profit	513 592	103 007	12 361	56 424	(13 220)	672 165
Operating expenses	(236 893)	(67 368)	(7 168)	(36 353)	(3 167)	(350 949)
Depreciation	(18 565)	(19 486)	(122)	(1 456)	(68)	(39 697)
Staff cost and management fees	(71 500)	(29 740)	(5 879)	(10 328)	(2 253)	(119 700)
Other	(146 829)	(18 141)	(1 166)	(24 569)	(846)	(191 551)
Finance costs	(2 717)	(15 174)	–	(32 450)	–	(50 341)
Taxation	(81 655)	3 787	(1 447)	(931)	–	(80 246)
Profit for the year	211 533	24 332	3 912	10 550	(16 303)	234 024

NOTES TO THE ABRIDGED CONSOLIDATED FINANCIAL STATEMENTS continued

For the year ended 28 February 2025

9. SEGMENTAL REPORTING continued

	Sale of apartments R'000	Provision of services to residential estates R'000	Bond commission R'000	Property rentals R'000	Balwin Foundation R'000	Total R'000
Segmental reporting for statement of profit or loss and other comprehensive income for the year ended 29 February 2024						
Revenue	2 222 136	93 827	12 489	26 227	1 605	2 356 284
Cost of sales	(1 681 262)	(1 590)	–	–	(7 777)	1 690 629
Gross profit	540 874	92 239	12 489	26 227	(6 175)	665 655
Operating expenses	(250 085)	(78 081)	(7 851)	(13 963)	(320)	(351 177)
Depreciation	(20 868)	(10 466)	(87)	(683)	(98)	(32 202)
Staff cost and management fees	(69 704)	(9 196)	(5 873)	(5 346)	(2 199)	(92 319)
Other	(160 390)	(24 348)	(1 891)	(7 934)	1 977	(225 779)
Finance costs	(7 477)	(10 222)	–	(32 920)	–	(50 619)
Taxation	(88 603)	(5 569)	(1 621)	1 856	–	(93 937)
Profit for the year	214 678	14 315	3 385	(8 646)	(6 360)	217 372

These operating segments, other than the segment relating to sale of apartments, are not reportable segments in terms of the definition in IFRS 8. All figures are presented net of consolidation adjustments.

NOTES TO THE ABRIDGED CONSOLIDATED FINANCIAL STATEMENTS continued

For the year ended 28 February 2025

	Audited as at 28 February 2025 R'000	Audited as at 29 February 2024 R'000
10. COMMITMENTS		
Authorised capital expenditure		
Already contracted for but not provided for		
Land (Conditional)	301 000	311 000
Infrastructure (Unconditional)	4 726	5 114

This committed expenditure relates to land purchased for development and committed infrastructure costs that have been funded. The land commitments will be financed by available retained profits, external funding and existing cash resources.

11. EVENTS AFTER THE REPORTING PERIOD

Subsequent to the reporting date, the group secured a short-term extension of its investment loan of R500 million. The existing facility matured in April 2025, however was extended in order to facilitate the finalisation of a refinancing transaction with funds managed by Ninety One SA Proprietary Limited, one of the original capital providers. Term sheets have been agreed on terms similar to the initial loan and accordingly there is no material financial impact on the group.

The directors are not aware of any other material event which occurred after the reporting date and up to the date of this report.

12. GOING CONCERN

The directors have reviewed the group's and company's cash flow forecasts up to the period ending May 2026 and, in light of this review and the current financial position, the directors believe that the group and company has adequate financial resources to continue in operation for the foreseeable future. Accordingly, the consolidated and separate financial statements have been prepared on a going concern basis.

The group has performed cash flow forecasting to support the going concern assumption of the group. In preparing the cash flow forecast, the terms of the existing debt covenants have been reviewed and are expected to be complied with in full. The cash flow forecast is based upon the development programme of the business as approved by the executives. The development programme guides the potential for cash inflows from the sale and registration of apartments and drives the construction-related costs incurred in order to deliver the apartments to the market. It is this relationship between the rate of construction and the rate of sales that is paramount to the success of the business model and the ability of the group to effectively manage its cash resources. Accordingly, the cash flow forecasting of the group is dynamic and is actively managed to ensure optimum cash management.

The group has forward sold 814 apartments beyond the current reporting period. These apartments will be recognised in revenue and the resulting cash realised in future years.

The directors are also not aware of any material non-compliance with statutory or regulatory requirements or of any pending changes to legislation which may affect the group and company.

06 SHAREHOLDER ANALYSIS



DE AAN-ZICHT

SHAREHOLDER SPREAD	No. of shareholders	%	No. of shares	%
1 – 1 000 shares	25 941	93.75	1 683 410	0.32
1 001 – 10 000 shares	1 279	4.62	4 314 834	0.83
10 001 – 100 000 shares	351	1.27	11 190 999	2.15
100 001 – 1 000 000 shares	71	0.26	21 116 880	4.07
1 000 001 – 10 000 000 shares	19	0.07	69 640 640	13.41
10 000 001 shares and over	9	0.03	411 465 089	79.22
Totals	27 670	100.00	519 411 852	100.00

DISTRIBUTION OF SHAREHOLDERS	No. of shareholders	%	No. of shares	%
Banks/Brokers	21	0.08	14 167 644	2.73
Close Corporations	12	0.04	373 666	0.07
Empowerment	1	0.00	47 219 260	9.09
Endowment Funds	1	0.00	320	0.00
Individuals	27 420	99.10	39 146 206	7.54
Insurance Companies	6	0.02	24 335 476	4.69
Mutual Funds	11	0.04	62 470 909	12.03
Other Corporations	41	0.15	63 081	0.01
Private Companies	88	0.32	290 944 216	56.01
Retirement Funds	7	0.03	2 386 756	0.46
Treasury Stock	1	0.00	1 921 595	0.37
Trusts	61	0.22	36 382 723	7.00
Totals	27 670	100.00	519 411 852	100.00

PUBLIC / NON-PUBLIC SHAREHOLDERS	No. of shareholdings	%	No. of shares	%
Non-public shareholders	7	0.03	270 315 053	52.04
Directors of the company	4	0.01	172 211 990	33.16
Prescribed officers	1	0.00	48 962 208	9.43
Empowerment	1	0.00	47 219 260	9.09
Treasury stock	1	0.00	1 921 595	0.37
Public shareholders	27 663	99.97	249 096 799	47.96
Totals	27 670	100.00	519 411 852	100.00

BENEFICIAL SHAREHOLDERS HOLDING 5% OR MORE	No. of shares	%
Brookes, SV	171 751 457	33.07
Gray, RN	48 557 350	9.35
Tatovect (Pty) Ltd	47 219 260	9.09
GRE Africa Ltd	39 357 225	7.58
Lord, PJ	28 929 009	5.57
Nedbank Group	28 500 000	5.49
Totals	364 314 301	70.14

SHAREHOLDER ANALYSIS continued

BREAKDOWN OF NON-PUBLIC HOLDINGS

Directors	No. of shares	%
Brookes, SV	171 751 457	33.07
Volker Holdings (Pty) Ltd	171 751 457	33.07
Bigham, JS	247 143	0.05
Bigham, JS	247 143	0.05
Shapiro, A	204 000	0.04
Salvete Trust	204 000	0.04
Amosun, O	9 390	0.00
Amosun, O	9 390	0.00
Totals	172 211 990	33.16
EXCO and prescribed officers	No. of shares	%
Gray, RN	48 962 208	9.43
Rodna Investments (Pty) Ltd	48 557 350	9.35
Gray, C	202 429	0.04
Gray, E	202 429	0.04
Totals	48 962 208	9.43
Treasury stock	No. of shares	%
Balwin Properties Ltd	1 921 595	0.37
Balwin Properties Ltd	1 921 595	0.37
Totals	1 921 595	0.37
Empowerment	No. of shares	%
Tatovect (Pty) Ltd	47 219 260	9.09
Tatovect (Pty) Ltd	47 219 260	9.09
Totals	47 219 260	9.09

BREAKDOWN OF BENEFICIAL SHAREHOLDERS HOLDING 5% OR MORE

Beneficial shareholders holding 5% or more	No of shares	%
Brookes, SV	171 751 457	33.07
Volker Holdings (Pty) Ltd	171 751 457	33.07
Gray, RN	48 557 350	9.35
Rodna Investments (Pty) Ltd	48 557 350	9.35
Tatovect (Pty) Ltd	47 219 260	9.09
Tatovect (Pty) Ltd	47 219 260	9.09
GRE Africa Ltd	39 357 225	7.58
GRE Africa Ltd	39 357 225	7.58
Lord, PJ	28 929 009	5.57
Lord Trust	28 929 009	5.57
Nedbank Group	28 500 000	5.49
Nedgroup Investments Opportunity Fund	22 000 000	4.24
Nedgroup Investments Entrepreneur Fund	6 500 000	1.25
Totals	364 314 301	70.14

06

NOTICE OF ANNUAL GENERAL MEETING

DATED 27 AUGUST 2025

Balwin Properties Limited

(Incorporated in the Republic of South Africa)

(Registration number: 2003/028851/06)

JSE share code: BWN

ISIN: ZAE000209532

(Balwin or the company)

Notice is hereby given that the annual general meeting of the company's shareholders will be held through electronic participation on Wednesday, 27 August 2025 at 09:00 (the AGM).

The AGM is permitted to be held through electronic communication in accordance with the Johannesburg Stock Exchange Limited (JSE) and the provisions of the Companies Act 71 of 2008, as amended (the Companies Act) and the company's memorandum of incorporation.

To this end, the company has engaged the services of The Meeting Specialist Proprietary Limited (TMS) to host the AGM on an interactive electronic platform, in order to facilitate electronic participation and voting by shareholders. TMS will also act as scrutineer.

PURPOSE

The purpose of the meeting is to receive, consider and adopt the annual financial statements of the company and the group for the year ended 28 February 2025; to transact the business set out in this notice of annual general meeting (AGM notice) by considering and, if deemed fit, passing, with or without modification, the ordinary and special resolutions hereunder; and to transact such other business as may be transacted at the AGM.

Record date, attendance and voting**2025**

Record date in order to be eligible to receive the AGM notice	Friday, 18 July
AGM notice posted to shareholders and available on the company's website	Tuesday, 29 July
Last date to trade in order to be eligible to vote at the AGM	Tuesday, 12 August
Record date in order to be eligible to vote at the AGM	Friday, 15 August
Last day to lodge forms of proxy for administration purposes for the AGM (by 09:00)	Tuesday, 26 August
AGM (at 09:00)	Wednesday, 27 August
Results of the AGM released on Stock Exchange News Service (SENS)	Wednesday, 27 August

1. Shareholders entitled to attend and vote at the AGM may appoint one or more proxies to attend, speak and vote on their behalf. A proxy need not be a member of the company. A form of proxy, which sets out the relevant instructions for completion, is enclosed for the use of a certificated shareholder or own-name registered dematerialised shareholder who wishes to be represented at the AGM. Completion of a form of proxy will not preclude such shareholder from attending and voting (in preference to that shareholder's proxy) at the AGM. Shareholders are strongly encouraged to submit votes by proxy before the AGM for administrative purposes.

2. Dematerialised shareholders, other than own-name registered dematerialised shareholders, who wish to attend the AGM in person will need to request their Central Securities Depository Participant (CSDP) or broker to provide them with the necessary letter of representation in terms of the custody agreement entered into between such shareholders and the CSDP or broker. These instructions should preferably be provided to the CSDP or broker by the cut-off time and date advised by the CSDP or broker for instructions of this nature.
3. Dematerialised shareholders, other than own-name registered dematerialised shareholders, who are unable to attend the AGM and who wish to be represented thereat, must provide their CSDP or broker with their voting instructions in terms of the custody agreement entered into between them and the CSDP or broker in the manner and time stipulated therein.
4. Shareholders present in person, by proxy or by authorised representative shall, on a show of hands, have one vote each and, on a poll, will have one vote in respect of each share held. TMS will assist shareholders with the requirements for electronic participation in, and/or voting at, the AGM. TMS is further obliged to validate (in correspondence with the company and, in particular, the transfer secretary, Computershare Limited (Computershare), and your CSDP) each such Shareholder's entitlement to participate in and/or vote at the AGM, before providing it with the necessary means to access the annual general meeting and/or the associated voting platform.
5. Shareholders will be liable for their own network charges in relation to electronic participation in and/or voting at the AGM. Any such charges will not be for the account of the JSE, the company and/or TMS. The JSE, the company and/or TMS cannot be held accountable in the case of loss of network connectivity or other network failure due to insufficient airtime, internet connectivity, internet bandwidth and/or power outages which prevents any such shareholder from participating in and/or voting at the annual general meeting.

NOTICE OF ANNUAL GENERAL MEETING continued

AGENDA

1. Presentation and consideration of the consolidated and separate annual financial statements of Balwin, including the reports of the directors and the audit and risk committee, in addition the social, ethics and transformation committee report (as presented in the 2025 Integrated Annual Report) for the year ended 28 February 2025. The complete annual financial statements for the year ended 28 February 2025, together with these reports are available for inspection at the registered office of the company, 105 Corlett Drive, Melrose, Johannesburg and on the website www.balwin.co.za; and
2. To consider and, if deemed fit, approve, with or without modification, the following ordinary and special resolutions:

Note:

In order for any of the ordinary resolutions numbers 1 to 14 to be adopted, the support of more than 50% of the voting rights exercised by shareholders, present in person or by proxy must be exercised in favour thereof.

In order for ordinary resolution number 15 and special resolutions 1 to 3 to be adopted, the support of at least 75% of the voting rights exercised by shareholders, present in person or by proxy must be exercised in favour thereof.

ORDINARY BUSINESS

1. ORDINARY RESOLUTION NUMBER 1: RE-ELECTION OF HILTON SAVEN AS AN INDEPENDENT NON-EXECUTIVE DIRECTOR

“Resolved that Hilton Saven, who retires by rotation in terms of the memorandum of incorporation of the company and who, being eligible, offers himself for re-election, be and is hereby re-elected as an independent non-executive director of the company.”

An abbreviated curriculum vitae of Hilton Saven appears on page 30 of the integrated annual report.

The remuneration and nominations committee has considered Hilton Saven’s past performance and contribution to the company and, in accordance with article 38.3 of the memorandum of incorporation of the company, recommends that Hilton Saven be re-elected as an independent non-executive director of the company.

2. ORDINARY RESOLUTION NUMBER 2: RE-ELECTION OF TOMI AMOSUN AS AN INDEPENDENT NON-EXECUTIVE DIRECTOR

“Resolved that Tom Amosun, who retires by rotation in terms of the memorandum of incorporation of the company and who, being eligible, offers himself for re-election, be and is hereby re-elected as an independent non-executive director of the company.”

An abbreviated curriculum vitae of Tomi Amosun appears on page 30 of the integrated annual report.

The remuneration and nominations committee has considered Tomi Amosun’s past performance and contribution to the company and, in accordance with article 38.3 of the memorandum of incorporation of the company, recommends that Tomi Amosun be re-elected as an independent non-executive director of the company.

3. ORDINARY RESOLUTION NUMBER 3: RE-ELECTION OF JULIAN SCHER AS A NON-EXECUTIVE DIRECTOR

“Resolved that Julian Scher, who retires by rotation in terms of the memorandum of incorporation of the company and who, being eligible, offers himself for re-election, be and is hereby re-elected as a non-executive director of the company.”

An abbreviated curriculum vitae of Julian Scher appears on page 31 of the integrated annual report.

The remuneration and nominations committee has considered Julian Scher’s past performance and contribution to the company and, in accordance with article 38.3 of the memorandum of incorporation of the company, recommends that Julian Scher be re-elected as a non-executive director of the company.

Reason for ordinary resolution numbers 1, 2 and 3

The reason for ordinary resolution numbers 1, 2 and 3 is that article 38.3 of the memorandum of incorporation of the company requires that one-third of the non-executive directors shall retire at the AGM and, if eligible, may offer themselves for re-election as directors.

Hilton Saven, Tomi Amosun and Julian Scher will retire from office and are eligible for re-election.

Tomi Amosun, Hilton Saven and Julian Scher have confirmed their willingness to continue to serve as directors of the board.

4. ORDINARY RESOLUTION NUMBER 4: RE-APPOINTMENT OF THE AUDITORS

“Resolved that BDO South Africa Incorporated, together with Vianca Pretorius as the designated auditor, be and are hereby re-appointed as the independent auditors of the company from the conclusion of this AGM until the conclusion of the next AGM of the company.”

Reason for ordinary resolution number 4

In accordance with section 94(7) of the Companies Act, the audit and risk committee has nominated for the re-appointment as auditors of the company under section 90 of the Companies Act, BDO South Africa Incorporated.

The reason for ordinary resolution number 4 is that the company, being a public listed company, must have its financial results audited and, in accordance with section 90 of the Companies Act, its auditor must be appointed or re-appointed each year at the AGM of the company.

5. ORDINARY RESOLUTION NUMBER 5: RE-ELECTION OF TOMI AMOSUN AS A MEMBER OF THE AUDIT AND RISK COMMITTEE

“Resolved that, subject to the successful passing of ordinary resolution number 2 and in terms of section 94(2) of the Companies Act, Tomi Amosun, an independent non-executive director, be and is hereby re-elected a member of the company’s audit and risk committee, with effect from the conclusion of this AGM.”

An abbreviated curriculum vitae of Tomi Amosun appears on page 30 of this integrated annual report.

NOTICE OF ANNUAL GENERAL MEETING continued**6. ORDINARY RESOLUTION NUMBER 6:
RE-ELECTION OF ARNOLD SHAPIRO AS
A MEMBER OF THE AUDIT AND RISK
COMMITTEE**

"Resolved that, in terms of section 94(2) of the Companies Act, Arnold Shapiro, an independent non-executive director, be and is hereby re-elected a member of the company's audit and risk committee, with effect from the conclusion of this AGM."

An abbreviated curriculum vitae of Arnold Shapiro appears on page 31 of this integrated annual report.

**7. ORDINARY RESOLUTION NUMBER 7:
RE-ELECTION OF KENEILWE MOLOKO
AS A MEMBER OF THE AUDIT AND RISK
COMMITTEE**

"Resolved that, in terms of section 94(2) of the Companies Act, Keneilwe Moloko, an independent non-executive director, be and is hereby re-elected a member of the company's audit and risk committee, with effect from the conclusion of this AGM."

An abbreviated curriculum vitae of Keneilwe Moloko appears on page 30 of this integrated annual report.

Reason for ordinary resolution numbers 5, 6 and 7

The reason for ordinary resolution numbers 5, 6 and 7 is that the company, being a public listed company, must elect an audit committee as prescribed by section 94(2) of the Companies Act, which requires that the members of such audit committee be elected, or re-elected, as the case may be, at each AGM of the company.

**8. ORDINARY RESOLUTION NUMBER 8:
ELECTION OF THOKO MOKGOSI-
MWANTEMBE AS A MEMBER OF THE
SOCIAL, ETHICS AND TRANSFORMATION
COMMITTEE**

"Resolved that, in terms of section 72 of the Companies Act, Thoko Mokgosi-Mwantembe, an independent non-executive director, be and is hereby elected a member of the company's social, ethics and transformation committee, with effect from the conclusion of this AGM."

An abbreviated curriculum vitae of Thoko Mokgosi-Mwantembe appears on page 31 of this integrated annual report.

**9. ORDINARY RESOLUTION NUMBER 9:
ELECTION OF HILTON SAVEN AS A
MEMBER OF THE SOCIAL, ETHICS AND
TRANSFORMATION COMMITTEE**

"Resolved that, subject to the successful passing of ordinary resolution number 1 and in terms of section 72 of the Companies Act, Hilton Saven, an independent non-executive director, be and is hereby elected a member of the company's social, ethics and transformation committee, with effect from the conclusion of this AGM."

An abbreviated curriculum vitae of Hilton Saven appears on page 30 of this integrated annual report.

**10. ORDINARY RESOLUTION NUMBER 10:
ELECTION OF KENEILWE MOLOKO AS A
MEMBER OF THE SOCIAL, ETHICS AND
TRANSFORMATION COMMITTEE**

"Resolved that, in terms of section 72 of the Companies Act, Keneilwe Moloko, an independent non-executive director, be and is hereby elected a member of the company's social, ethics and transformation committee, with effect from the conclusion of this AGM."

An abbreviated curriculum vitae of Keneilwe Moloko, appears on page 30 of this integrated annual report.

**11. ORDINARY RESOLUTION NUMBER 11:
ELECTION OF STEPHEN BROOKES AS A
MEMBER OF THE SOCIAL, ETHICS AND
TRANSFORMATION COMMITTEE**

"Resolved that, in terms of section 72 of the Companies Act, Stephen Brookes, an executive director and chief executive officer (CEO), be and is hereby elected a member of the company's social, ethics and transformation committee, with effect from the conclusion of this AGM."

An abbreviated curriculum vitae of Stephen Brookes appears on page 31 of this integrated annual report.

**12. ORDINARY RESOLUTION NUMBER 12:
ELECTION OF JONATHAN BIGHAM AS A
MEMBER OF THE SOCIAL, ETHICS AND
TRANSFORMATION COMMITTEE**

"Resolved that, in terms of section 72 of the Companies Act, Jonathan Bigham, an executive director and Chief Financial Officer (CFO), be and is hereby elected a member of the company's social, ethics and transformation committee, with effect from the conclusion of this AGM."

An abbreviated curriculum vitae of Jonathan Bigham appears on page 31 of this integrated annual report.

**Reason for ordinary resolution numbers 8, 9, 10,
11 and 12**

The reason for ordinary resolution numbers 8, 9, 10, 11 and 12 is that the company, being a public listed company, must elect a social and ethics committee as prescribed by section 72(9A) of the Companies Act, which requires that the members of such social and ethics committee be elected, or re-elected, as the case may be, at each AGM of the company.

**13. ORDINARY RESOLUTION NUMBER 13:
ENDORSEMENT OF REMUNERATION POLICY
AND IMPLEMENTATION REPORT, BY WAY OF
SEPARATE RESOLUTIONS****ORDINARY RESOLUTION 13.1**

"Resolved that the company's remuneration policy, as set out in the remuneration report on page 116, be and is hereby approved by way of a non-binding advisory vote of shareholders of the company in terms of the King IV Report on Corporate Governance (King IV) and the JSE Listings Requirements."

ORDINARY RESOLUTION 13.2

"Resolved that, the group's implementation report, as set out on page 122 of the remuneration report, be and is hereby endorsed as a non-binding advisory vote of shareholders of the company in terms of the King IV and the JSE Listings Requirements."

NOTICE OF ANNUAL GENERAL MEETING continued

Reason for ordinary resolution number 13

The reason for ordinary resolution number 13 is that King IV recommends that the remuneration policy and the implementation report be endorsed through a non-binding advisory vote by shareholders at the AGM of a company.

In accordance with the requirements of King IV, the group undertakes to engage with dissenting shareholders should 25% or more of the shareholders vote against either or both the remuneration policy and the implementation report. This process is aimed at determining shareholder concerns and the group will take reasonable measures to address these concerns.

14. ORDINARY RESOLUTION 14: AUTHORITY TO DIRECTORS TO IMPLEMENT RESOLUTIONS

"Resolved that the executive directors of the company be and are hereby authorised to do all such tasks and sign all such documents deemed necessary to implement the resolutions set out in the notice convening the AGM at which these resolutions will be considered."

Reason for ordinary resolution 14

The reason for ordinary resolution number 14 is to authorise the executive directors to implement the resolutions passed at the AGM.

15. ORDINARY RESOLUTION NUMBER 15: GENERAL AUTHORITY TO ISSUE SHARES FOR CASH

"Resolved that, subject to the restrictions set out below, the directors be and are hereby authorised, pursuant, *inter alia*, to the company's memorandum of incorporation and subject to the provisions of the Companies Act and the JSE Listings Requirements, until this authority lapses which shall be at the next AGM or 15 months from the date hereof, whichever is the earliest, to allot and issue shares of the company for cash on the following basis:

1. the allotment and issue of shares must be made to persons qualifying as public shareholders and not to related parties, as defined in the JSE Listings Requirements subject to paragraph 7 below;

2. the shares which are the subject of the issue for cash must be of a class already in issue or, where this is not the case, must be limited to such shares or rights that are convertible into a class already in issue;
3. the total aggregate number of shares which may be issued for cash in terms of this authority may not exceed 51 749 026 (excluding treasury shares) being 10% (ten percent) of the company's issued shares as at the date of notice of this AGM. Accordingly, any shares issued under this authority prior to this authority lapsing shall be deducted from the 51 749 026 shares the company is authorised to issue in terms of this authority for the purpose of determining the remaining number of shares that may be issued in terms of this authority;
4. in the event of a sub-division or consolidation of shares prior to this authority lapsing, the existing authority shall be adjusted accordingly to represent the same allocation ratio;
5. the maximum discount at which the shares may be issued is 10% (ten percent) of the weighted average traded price of such shares measured over the 30 business days prior to the date that the price of the issue is agreed between the company and the party subscribing for the shares;
6. after the company has issued shares for cash which represent, on a cumulative basis, within the period that this authority is valid, 5% (five percent) or more of the number of shares in issue prior to that issue, the company shall publish an announcement containing full details of the issue, including the number of shares issued, the average discount to the weighted average trade price of the shares over the 30 business days prior to the date that the issue is agreed in writing and the effect of the issue on net asset value per share, net tangible asset value per share, earnings per share, headline earnings per share, and if applicable, diluted earnings per share and diluted headline earnings per share;

7. Related parties may participate in a general issue for cash through a bookbuild process provided:
 - i. Related parties may only participate with a maximum bid price at which they are prepared to take-up shares or at book close price. In the event of a maximum bid price and the book closes at a higher price the relevant related party will be "out of the book" and not be allocated shares; and
 - ii. Equity securities must be allocated equitably "in the book" through the bookbuild process and the measures to be applied must be disclosed in the SENS announcement launching the bookbuild."

Reason for ordinary resolution number 15

For public listed entities wishing to issue shares, it is necessary for the board of directors not only to obtain the prior authority of the shareholders in accordance with the company's memorandum of incorporation, but it is also necessary to obtain the prior authority of shareholders in accordance with the JSE Listings Requirements. The reason for this resolution is accordingly to obtain a general authority from shareholders to issue shares in compliance with the JSE Listings Requirements.

Note: In order for this ordinary resolution number 15 to be adopted, the support of at least 75% of the voting rights exercised by shareholders, present in person or by proxy must be exercised in favour thereof.

NOTICE OF ANNUAL GENERAL MEETING continued

SPECIAL BUSINESS

16. SPECIAL RESOLUTION NUMBER 1: REMUNERATION OF NON-EXECUTIVE DIRECTORS

“Resolved that the remuneration payable to the non-executive directors be approved on the following basis in quarterly payments with effect from this AGM until the next AGM to be held in 2026:

Position	Recommended remuneration (5% increase)
Board of directors	
Chairman	R622 580
Member	R262 175

Position	Recommended remuneration (0% increase)
Audit and risk committee	
Chairman	R249 690
Member	R199 920

Remuneration and nominations committee	
Chairman	R199 920
Member	R166 635

Social, ethics and transformation committee	
Chairman	R199 920
Member	R166 635

Transaction committee	
Chairman	R217 980
Member	R155 610

Treasury committee	
Chairman	R217 980
Member	R155 610

Reasons for and effect of special resolution number 1

The reason for the proposed special resolution, is to comply with section 66(9) of the Companies Act, which requires the approval of directors' fees prior to the payment of such fees. In line with the company's approach to prudent cost management, no increase has been applied to committee fees for the 2026 financial year. This decision reflects the board's commitment to responsible financial oversight while ensuring continued compliance with governance requirements.

The effect of special resolution number 1 is that the company will be able to pay its non-executive directors for the services they render to the company as directors without requiring further shareholder approval until the next AGM. As payments are effected on a quarterly basis, the approved fees would be effective from 1 September 2025.

17. SPECIAL RESOLUTION NUMBER 2: FINANCIAL ASSISTANCE TO RELATED AND INTER-RELATED COMPANIES

“Resolved that to the extent required by the Companies Act, the board of directors of the company may, subject to compliance with the requirements of the company's memorandum of incorporation and the Companies Act, authorise the company to provide direct or indirect financial assistance, as contemplated in section 45 of the Companies Act by way of loans, guarantees, the provision of security or otherwise, to any of its present or future subsidiaries and/or any other company or corporation that is or becomes related or inter-related (as defined in the Companies Act) to the company for any purpose or in connection with any matter, such authority to endure for a period of not more than two years, and further provided that in as much as the company's provision of financial assistance to its subsidiaries will at any and all times be in excess of one-tenth of 1% of the company's net worth, the company hereby provides notice to its shareholders of that fact.”

Notice in terms of section 45(5) of the Companies Act in respect of special resolution number 2

Notice is hereby given to shareholders of the company in terms of section 45(5) of the Companies Act of a resolution adopted by the board of directors authorising the company to provide such direct or indirect financial assistance as specified in the special resolution above:

- by the time that this notice of AGM is delivered to shareholders of the company, the board of directors will have adopted a resolution (section 45 board resolution) authorising the company to provide, at any time and from time to time during the period of two years commencing on the date on which the special resolution is adopted, any direct or indirect financial assistance as contemplated in section 45 of the Companies Act to any one or more related or inter-related companies or corporations of the company and/or to any one or more members of any such related or inter-related company or corporation and/or to any one or more persons related to any such company or corporation;
- the section 45 board resolution will be effective only if and to the extent that the special resolution under the heading “special resolution number 2” is adopted by the shareholders of the company, and the provision of any such direct or indirect financial assistance by the company, pursuant to such resolution, will always be subject to the board of directors being satisfied that (i) immediately after providing such financial assistance, the company will satisfy the solvency and liquidity test as referred to in section 45(3)(b)(i) of the Companies Act, and that (ii) the terms under which such financial assistance is to be given are fair and reasonable to the company as referred to in section 45(3)(b)(ii) of the Companies Act; and
- in as much as the section 45 board resolution contemplates that such financial assistance will in the aggregate exceed one-tenth of one percent of the company's net worth at the date of adoption of such resolution, the company hereby provides notice of the section 45 board resolution to shareholders of the company.

NOTICE OF ANNUAL GENERAL MEETING continued

Reason for and effect of special resolution number 2

The reason for and the effect of special resolution number 2 is to provide a general authority to the board of directors of the company to grant direct or indirect financial assistance to any company forming part of the group, including in the form of loans or the guaranteeing of their debts. Please note that, in accordance with section 45(2A) of the Companies Act, the provisions of section 45 do not apply to the giving of financial assistance by the company to or for the benefit of subsidiaries of the company.

18. SPECIAL RESOLUTION NUMBER 3: AUTHORITY TO REPURCHASE SHARES BY THE COMPANY

"Resolved that as a special resolution that the company and its subsidiaries be and is hereby authorised, as a general approval, to repurchase any of the shares issued by the company, upon such terms and conditions and in such amounts as the directors may from time to time determine, but subject to the provisions of sections 46 and 48 of the Companies Act, the memorandum of incorporation of the company and the Listings Requirements of the JSE namely that:

1. the general repurchase of the shares may only be implemented through the order book of the JSE and done without any prior understanding or arrangement between the company and the counterparty (reported trades are prohibited);
2. this general authority shall only be valid until the next AGM of the company, provided that it shall not extend beyond 15 months from the date of this resolution;
3. an announcement must be published as soon as the company has acquired shares constituting, on a cumulative basis, 3% of the number of shares in issue prior to the acquisition, pursuant to which the aforesaid 3% threshold is reached, containing full details thereof, as well as for each 3% in aggregate of the initial number of shares acquired thereafter;
4. the general authority to repurchase is limited to a maximum of 10% (being 51 941 185) in the aggregate in any one financial year of the company's issued share capital;

5. a resolution has been passed by the board of directors approving the repurchase, that the company has satisfied the solvency and liquidity test as defined in the Companies Act and that since the solvency and liquidity test was applied there have been no material changes to the financial position or required shareholder spread of the company;
6. the general repurchase is authorised by the company's memorandum of incorporation;
7. repurchases must not be made at a price more than 10% (ten percent) above the weighted average of the market value of the shares for five business days immediately preceding the date that the transaction is affected. The JSE should be consulted for a ruling if the applicant's securities have not traded in such five business day period;
8. the company may at any point in time only appoint one agent to effect any repurchase(s) on the company's behalf;
9. the company and its subsidiaries may not effect a repurchase during any prohibited period as defined in terms of the Listings Requirements of the JSE unless there is a repurchase programme in place where the dates and quantities of securities to be traded during the relevant period are fixed and have been submitted to the JSE in writing, as contemplated in terms of [section 5.72\(h\)](#) of the Listings Requirements of the JSE;
10. the company and the group will be able in the ordinary course of business to pay its debts for a period of 12 months after the date of the notice of the annual general meeting;
11. assets of the company and the group will be in excess of the liabilities for a period of 12 months after the date of the notice of annual general meeting;
12. share capital and reserves of the company and group will be adequate for the ordinary business purposes for a period of 12 months after the date of the notice of annual general meeting; and

13. working capital of the company and group will be adequate for the ordinary business purposes for a period of 12 months after the date of notice of annual general meeting."

Reason and effect of special resolution number 3

The reason for and effect of special resolution number 3 is to grant the directors a general authority in terms of its memorandum of incorporation and the JSE Listings Requirements for the acquisition by the company and/or its subsidiaries of shares issued by it on the basis reflected in the special resolution.

At the time that this notice of AGM is delivered to shareholders of the company, the directors have no specific intention with regard to the utilisation of this authority, which will only be utilised if the circumstances are determined to be appropriate by the board of directors.

The following additional information, which appears elsewhere in the integrated report, is provided in terms of paragraph 11.26 of the JSE Listings Requirements for purposes of special resolution number 3:

Major shareholders

Refer to page 154 of this integrated annual report.

Share capital structure of the company

Refer to page 137 of this integrated annual report.

Directors' responsibility statement

The directors whose names appear on pages 30 and 31 of the integrated annual report of which this notice forms part, collectively and individually accept full responsibility for the accuracy of the information pertaining to this special resolution and certify that, to the best of their knowledge and belief, there are no facts that have been omitted which would make any statement false or misleading, and that all reasonable enquiries to ascertain such facts have been made and that the special resolution contains all information required by the Companies Act and the JSE Listings Requirements.

Material changes

Other than the facts and developments reported on in the integrated annual report of which this notice forms part, there have been no material changes in the affairs or financial position of the company since the date of signature of the audit report for the financial year ended 28 February 2025 and up to the date of this notice.

NOTICE OF ANNUAL GENERAL MEETING continued

OTHER BUSINESS

To transact such other business as may be transacted at an AGM or raised by shareholders with or without advance notice to the company.

QUORUM

A quorum at the AGM shall be at least three shareholders, present in person or represented by proxy, entitled to attend and vote thereat and 25% of all voting rights that are entitled to be exercised as set out in article 31 of the memorandum of incorporation.

ELECTRONIC PARTICIPATION

Shareholders who wish to participate electronically in and/or vote at the AGM are required to contact TMS on proxy@tmsmeetings.co.za or alternatively contact their office on +27 11 520 7950/1/2 as soon as possible, but in any event, for administrative purposes only, by no later than 09:00 on **Tuesday, 26 August 2025**.

However, this will not in any way affect the rights of shareholders to register for the AGM after this date, provided, however, that only those shareholders who are fully verified (as required in terms of section 63(1) of the Companies Act) and subsequently registered at the commencement of the AGM, will be allowed to participate in and/or vote by electronic means.

By order of the board



Company secretary

12 May 2025



THE REID

06
FORM OF
PROXY**Balwin Properties Limited**

(Incorporated in the Republic of South Africa)
(Registration number: 2003/028851/06)
JSE share code: BWN ISIN: ZAE000209532
(Balwin or the company)

For use by shareholders of the company holding certificated shares and/or dematerialised shareholders who have elected "own name" registration, nominee companies of Central Securities Depository Participant's (CSDP) and brokers' nominee companies, registered as such at the close of business on Friday, 15 August 2025 (the voting record date), at the annual general meeting to be held through electronic participation on Wednesday, 27 August 2025 at 09:00 (the annual general meeting) or any postponement or adjournment thereof.

If you are a dematerialised shareholder, other than with "own name" registration, do not use this form. Dematerialised shareholders, other than with "own name" registration, should provide instructions to their appointed CSDP or broker in the form as stipulated in the agreement entered into between the shareholder and the CSDP or broker.

I/We (please print name in full)

of (address)

being a shareholder/s of Balwin, holding

shares in the company hereby appoint:

1.
or, failing him/her/them,

2.
or, failing him/her/ them,

3.
or failing him/ them,

4. the chairman of the annual general meeting,

as my/our proxy to vote for me/us and on my/our behalf at the annual general meeting and at any adjournment thereof and to speak and act for me/us and, on a poll, vote on my/our behalf.

My/our proxy shall vote as follows:

	Number of shares		
	In favour of	Against	Abstain
To consider the presentation of the annual financial statements for the year ended 28 February 2025			
Ordinary resolution number 1: Re-election of Hilton Saven as an independent non-executive director			
Ordinary resolution number 2: Re-election of Tomi Amosun as an independent non-executive director			
Ordinary resolution number 3: Re-election of Julian Scher as a non-executive director			
Ordinary resolution number 4: Re-appointment of the auditors (BDO South Africa Incorporated and designated audit partner, Vianca Pretorius)			
Ordinary resolution number 5: Re-election of Tomi Amosun as a member of the audit and risk committee			
Ordinary resolution number 6: Re-election of Arnold Shapiro as a member of the audit and risk committee			
Ordinary resolution number 7: Re-election of Keneilwe Moloko as a member of the audit and risk committee			
Ordinary resolution number 8: Election of Thoko Mokgosi-Mwantembe as a member of the social, ethics and transformation committee			
Ordinary resolution number 9: Election of Hilton Saven as a member of the social, ethics and transformation committee			
Ordinary resolution number 10: Election of Keneilwe Moloko as a member of the social, ethics and transformation committee			
Ordinary resolution number 11: Election of Stephen Brookes as a member of the social, ethics and transformation committee			
Ordinary resolution number 12: Election of Jonathan Bigham as a member of the social, ethics and transformation committee			
Ordinary resolution number 13: Endorsement of remuneration policy and implementation report by way of separate resolutions			
13.1 Endorsement of remuneration policy			
13.2 Endorsement of the implementation report			
Ordinary resolution 14: Authority to directors to implement resolutions			
Ordinary resolution number 15: General authority to issue shares for cash			
Special resolution number 1: Remuneration of non-executive directors			
Special resolution number 2: Financial assistance to related and inter-related companies			
Special resolution number 3: Authority to repurchase shares by the company			

(indicate instruction to proxy by way of a cross in the space provided above)
Unless otherwise instructed, my/our proxy may vote as he/she thinks fit.

Signed this _____ day of _____ 2025

Signature _____

Assisted by me (where applicable) _____

(State capacity and full name) _____

In the interest of efficiency, shareholders are kindly requested to submit completed forms of proxy at the office of the transfer secretaries of the company, Computershare Investor Services (Pty) Ltd, Rosebank Towers, 15 Biermann Avenue, Rosebank, Johannesburg 2196, posted to PO Box 61051, Marshalltown, 2107 or via email at proxy@computershare.co.za so as to arrive by 09:00 on Tuesday, 26 August 2025. Any forms of proxy not lodged by this time must be handed to the company secretary or chairman of the annual general meeting immediately prior to the proxy exercising a shareholder's right at the annual general meeting.

Kindly ensure that TMS is copied when submitting all completed forms of proxy and/or letters of representation to the company's transfer secretaries.

Please forward all relevant information to the below mentioned:

The Meeting Specialist Proprietary Limited
JSE Building
One Exchange Square 2 Gwen Lane Sandown
South Africa 2196
Attention: Michael Wenner
Tel: +27 11 520-7950/1/2
Email: proxy@tmsmeetings.co.za

Please read the notes on the reverse side hereof.

FORM OF PROXY continued

Notes to the proxy form

1. This form of proxy should only be used by shareholders holding certificated shares and/or dematerialised shareholders who have elected "own name" registration, nominee companies of CSDP's and brokers' nominee companies.
2. A shareholder may insert the name of a proxy or the names of two alternative proxies of the shareholder's choice in the space/s provided, with or without deleting "the chairman of the meeting", but any such deletion must be initialled by the shareholder. The person whose name stands first on the form of proxy and who is present at the meeting will be entitled to act as proxy to those whose names follow.
3. A shareholder's instructions to the proxy must be indicated by means of a tick or a cross or by the insertion of the relevant number of votes exercised by that shareholder in the appropriate box provided. However, if you wish to cast your votes in respect of a lesser number of shares than you own in the company, insert the number of shares in respect of which you desire to vote. If: (i) a shareholder fails to comply with the above; or (ii) gives contrary instructions in relation to any matter; or any additional resolution(s) which are properly put before the meeting; or (iii) the resolution listed in the proxy form is modified or amended, the shareholder will be deemed to authorise the chairman of the annual general meeting, if the chairman is the authorised proxy, to vote in favour of the resolutions at the annual general meeting, or any other proxy to vote or to abstain from voting at the annual general meeting as he/she deems fit, in respect of all the shareholder's votes exercised thereat. If, however, the shareholder has provided further written instructions which accompany this form of proxy and which indicate how the proxy should vote or abstain from voting in any of the circumstances referred to in (i) to (iii) above, then the proxy shall comply with those instructions.
4. Dematerialised shareholders who wish to attend the meeting or to vote by way of proxy, must contact their CSDP or broker who will furnish them with the necessary letter of representation to attend the meeting or to be represented thereat by proxy. This must be done in terms of the custody agreement between the member and his/her CSDP or broker. These instructions must be preferably provided to the CSDP or broker by the cut-off time and date advised by the CSDP or Broker for instructions of this nature.
5. Forms of proxy must be lodged at the company's transfer secretaries and TMS as set out above.
6. The completion and lodging of this form of proxy shall not preclude the relevant shareholder from attending the meeting and speaking and voting in person thereat to the exclusion of any proxy appointed in terms hereof.
7. Documentary evidence establishing the authority of the person signing this form of proxy in a representative or other legal capacity must be attached to this form of proxy unless previously recorded by the company's transfer secretaries or waived by the chairman of the meeting.
8. Any alteration or correction made to this form of proxy must be initialled by the signatory/ies.
9. The chairman of the annual general meeting may reject or accept any form of proxy which is completed and/or received, other than in compliance with these notes provided that, in respect of acceptances, he is satisfied as to the manner in which the shareholder(s) concerned wish(es) to vote.
10. Where there are joint holders of shares:
 - (i) any one holder may sign the form of proxy; and
 - (ii) the vote of the senior (for that purpose seniority will be determined by the order in which the names of shareholders appear in the register of members) who tenders a vote (whether in person or by proxy) will be accepted to the exclusion of the vote(s) of the other joint holder(s) of shares.
11. A minor must be assisted by his/her parent or guardian unless the relevant documents establishing his/her legal capacity are produced or have been registered by the company's transfer secretaries.
12. On a show of hands, every shareholder present in person or represented by proxy shall have only one vote, irrespective of the number of shares he/she holds or represents.
13. On a poll, every shareholder present in person or represented by proxy shall have one vote for every share held by such shareholder.
14. This form of proxy may be used at any adjournment or postponement of the annual general meeting, including any postponement due to a lack of quorum, unless withdrawn by the shareholder.

06 CORPORATE INFORMATION

Balwin Properties Limited

Incorporated in the Republic of South Africa
Registration number: 2003/028851/06
Income tax number: 9058216848
JSE and A2X share code: BWN
ISIN: ZAE000209532

Directors

Independent non-executive

Hilton Saven (Chairman)
Tomi Amosun
Reginald Kukama
Thoko Mokgosi-Mwantembe
Keneilwe Moloko
Julian Scher
Arnold Shapiro

Executive

Stephen Brookes (Chief executive officer)
Jonathan Bigham (Chief financial officer)

Contact details

Telephone: +27 (0)11 450 2818
E-mail: investorrelations@balwin.co.za
Website: www.balwin.co.za
Postal address: Private Bag X4, Gardenview, 2047

Registered address

105 Corlett Drive, Melrose, 2196

Company secretary

FluidRock Co Sec Proprietary Limited
Telephone: +27 (0)86 111 1010
E-mail: caroline@fluidrockgovernance.com

Corporate advisors

YW Capital
Telephone: +27 (0)10 822 7663
E-mail: info@ywcap.co.za

External auditor

BDO South Africa Inc.

Sponsor

Investec Bank Limited

Transfer secretaries

Computershare Investor Services Proprietary Limited
Rosebank Towers, 15 Biermann Avenue, Rosebank,
2196
Private Bag X9000, Saxonwold, 2132
Telephone: +27 (0)11 370 5000

SHAREHOLDERS' DIARY

2025 annual general meeting

27 August 2025

2026 financial year

Interim results to August 2025
Annual results to February 2026

on or about 27 October 2025
on or about 11 May 2026

