

**Uplifting** people.  
**Growing** business.



**workforce**  
HOLDINGS LIMITED



(Incorporated in the Republic of South Africa)  
(Registration number 2006/018145/06)  
JSE code: WKF ISIN: ZAE000087847  
("Workforce" or "the group" or "the company")

# AUDITED RESULTS

FOR THE YEAR ENDED 31 DECEMBER 2022

Staffing & Outsourcing | Recruitment | Training & Education | Healthcare | Financial Services

# Where we operate

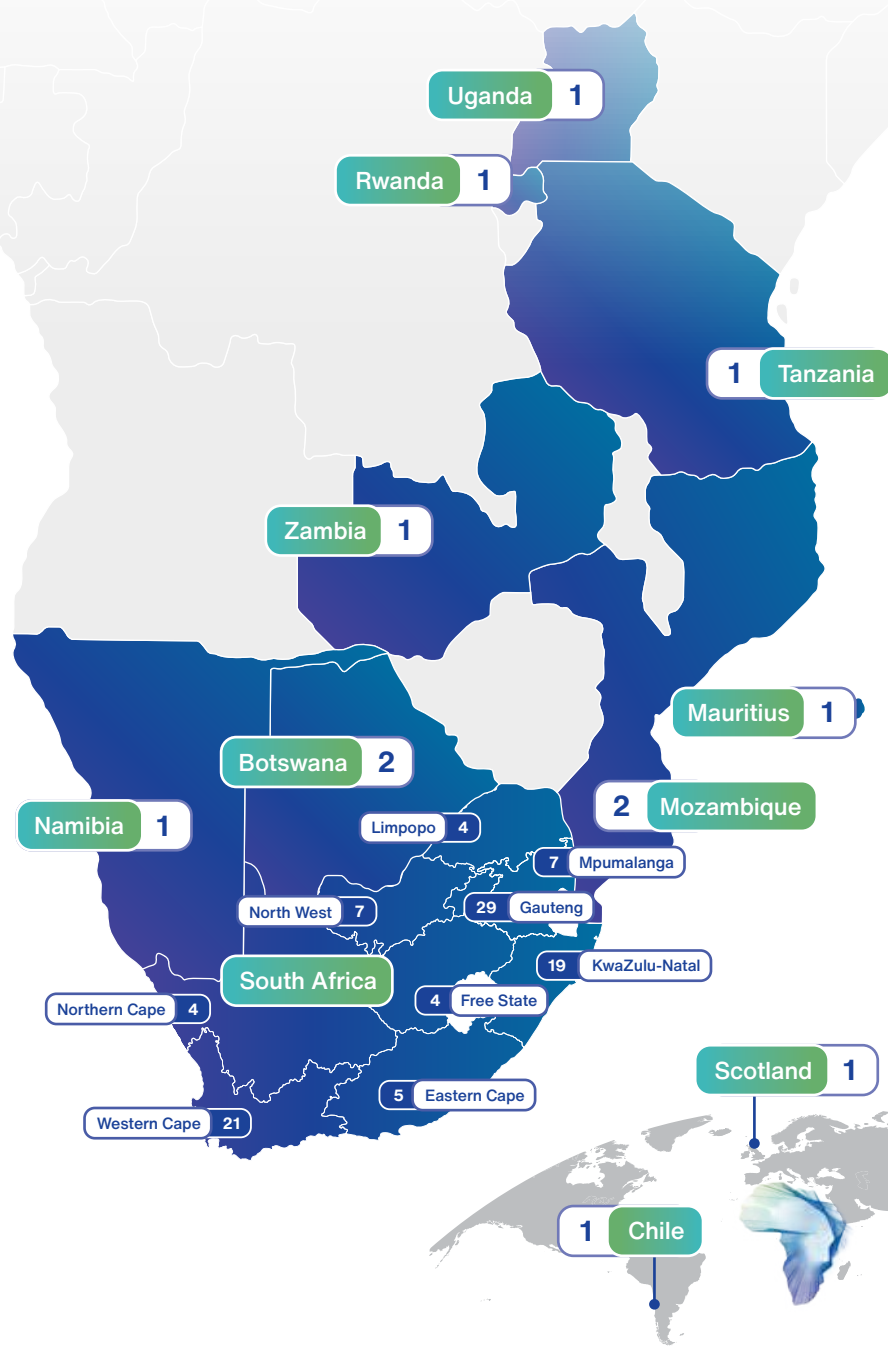
The group operates predominately in South Africa, boasting an extensive national branch infrastructure that extends to all provinces of the country. To enhance geographic diversification, we have entrenched our presence in a number of neighbouring countries, namely Mozambique, Botswana, Namibia, Tanzania, Zambia, Rwanda, Uganda and further afield in Mauritius, Scotland and South America.

**32** trading brands

**12** active branches beyond our borders

**100** branches in South Africa

Operational in **10** countries  
outside of South Africa



## Our vision

To be a progressive investment holding company managing investments in businesses that provide innovative, integrated and diversified human capital solutions globally.

## Our purpose

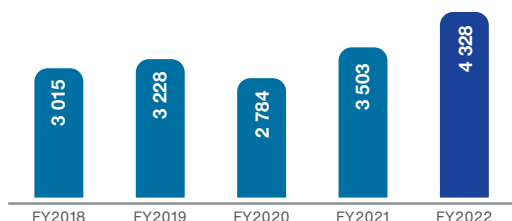
To make a meaningful and sustainable difference in people's lives – to uplift them, to find employment for them and empower them with the appropriate training, healthcare, financial services and lifestyle benefits.

# Key numbers

The financial scorecard reflects the resilience and defensive positioning due to the diversified investment clusters, as well as the adaptability of the group to ensure it remains relevant across the vast brand portfolio, products and services to all the people it supports. All clusters delivered positive results for the group.

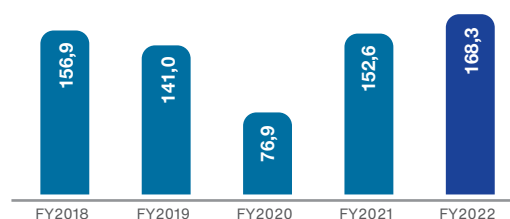
## Revenue (Rm)\*

Revenue improved by 24% year on year



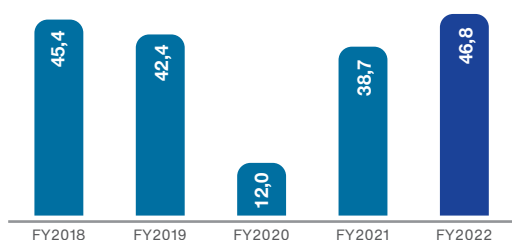
## EBITDA (Rm)\*

EBITDA improved by 10%, with pressure on net margins. All clusters produced positive EBITDA results



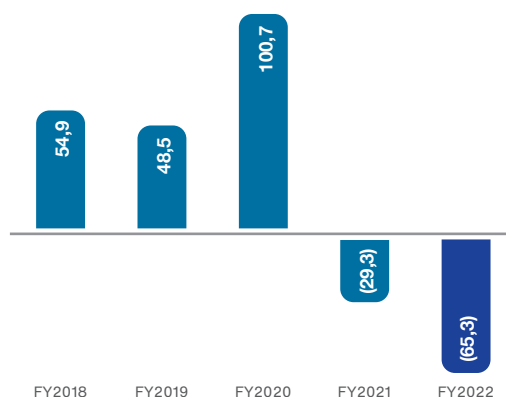
## HEPS (cents)\*

The stabilisation of HEPS despite global expansion is a pleasing result

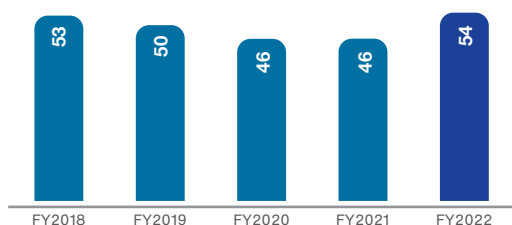


## Cash generated from operating activities (Rm)\*

Additional operating costs were incurred to support expansion and will be restored in the future



## Days outstanding\*



Due to a small number of high-value, long outstanding debtors, some of which are in the public sector, days outstanding increased. We are embarking on various plans to reduce this exposure and collect outstanding amounts quicker.

\* 2021 Restated.

## Key numbers *(continued)*

### Non-financial highlights



#### Empowerment

Level 1 B-BBEE

41,34%

Black women ownership

51,19%

Black ownership



#### Our people



1 664  
permanent  
staff employed



58%  
women



77%  
"Black"



38%  
"Youth"

### Our positive impact

107 094 average number of payslips  
processed every month

90 662 training instances

13 064 learners on  
learnership programmes

28 000 daily positions filled

100 learners on the Bachelor of Business  
Administration ("BBA") degree

165 registered learnerships

90 544 medical examinations conducted

55 638 funeral and medical policies issued

# What we do

## Investment cluster



### Staffing and Outsourcing\*

Investment cluster executive: Sean Momberg

This investment cluster's services extend beyond Staffing and Outsourcing to turnkey, tailor-made outsourcing solutions, including all aspects of human capital management such as payroll, industrial relations, human resources and functional outsourcing. Our contractors are at the core of our success, which is why we provide them with access to competitive benefits, career growth opportunities, skills development and invaluable experience, ultimately providing greater benefit to our valued clients.

#### Cluster brands



#### Service Offering

- Temporary employment services ("TES")
- Risk mitigation through insurance and client driven solutions
- Functional outsourcing
- Short and long-term hires
- Payroll and other systems management
- HR and IR consulting services
- Turnkey staffing solutions
- Import and export of skills required to close skills gaps
- COIDA and UIF claims support



### Recruitment\*

Investment cluster executive: Evelyn Vanassche

Our companies source, attract and recruit talent through vast professional networks, supported by expertise and technology. This is achieved through a cohesive working relationship with our clients and further enhanced through our specialisation in industry-specific placements.

#### Cluster brands



#### Service Offering

- Specialised staffing solutions
- Executive search/headhunting
- Map and attract permanent recruitment
- Temporary employment services
- Short and long-term hires
- Payroll management
- HR and IR consulting services
- Disability solutions
- Call centre

## What we do *(continued)*



### Africa\*

Investment cluster executive: Darren Hollander

Offering the full array of Workforce's employee management services, the Africa cluster serves all industries across the African continent. By recruiting from local communities and partnering with local staffing and recruitment companies, Workforce Africa offers staffing, training, healthcare, and financial services. Workforce Africa combines the expertise of the different investment clusters in the group and provides these products and services into Africa, where there is a great need.

#### Cluster brands



#### Service Offering

- Entire suite of Workforce services and products



### Training and Education

Investment cluster executive: Steven Herscovitz

The Training and Education cluster expanded through the acquisition of specialised Training and Education providers, which operate in the fields of management training, learnerships, internships and specialised compliance training. We aim to improve trainees' employability and the earning capability of employed people to earn more in the shortest time possible with our training solutions. KBC and Prisma focus on training and on boarding in the mining industry. The cluster also focuses on training cyber security through The Cyber Academy. Chartall Business College ("Chartall") is a registered training provider and offers degrees in Business Administration and specialises in Financial Advisory and Intermediary Services ("FAIS") training for the banking industry.

#### Cluster brands



#### Service Offering

- Learnerships
- Short courses
- Skills programmes
- Online/digital courses
- SETA accredited
- SAQA and NQF aligned
- All divisions are registered and accredited
- Compliance and apprenticeships training
- Contractor on-boarding and induction
- FET and HET offering
- SETA and QCTO accredited
- Behaviour change management training



## Healthcare

Investment cluster executives: Donald McMillan and Dr Richard Malkin

The Healthcare cluster has specific focus areas – the first is providing occupational healthcare services encompassing workplace employee health management, high-risk compliance and extending to comprehensive corporate wellness solutions across all industry sectors. These services are delivered by 66 onsite clinics at various clients, all of which provide primary care, Covid-19 prevention and occupational healthcare; six walk-in occupational health centres nationally; and nine mobile units providing occupational health screening. Employee wellness programmes (“EWPs”) is a further focus area, which considers a wide range of employee needs, providing wellness programmes that support both the organisation and staff via a 24-hour call centre and 300 affiliate psychologists/social workers nationally. Primary healthcare services help reduce unnecessary time off work and loss of earnings resulting from employees who need to travel to off-site primary healthcare facilities to treat minor ailments or chronic conditions. The cluster also provides a complete range of healthcare personnel solutions for public and private hospitals and clinics, retirement and frail care establishments and carers for old-age and/or home-based care.

### Cluster brands



### Service Offering

- Occupational healthcare services
- Mobile screening
- On-site clinics
- Employee wellness programmes
- Medical surveillance programmes
- Management of chronic and acute conditions
- Temporary, contract, emergency and permanent placements
- Medical staff recruitment
- Placing nurses and medical professionals
- Home-based care



## Financial Services

Investment cluster executive: Jonathan Kruger

The Financial Services cluster provides financial services, lifestyle benefit packages and support services to employees of the group, as well as insurance products including low-cost medical insurance and funeral insurance, both to the group and external customers.

### Cluster brands



### Service Offering

- Funeral cover
- Day-to-day medical insurance
- Hospital cover
- Responsible lending services
- Affordable optometry and glasses programme
- Wide range of financial products
- Debt collection services



# Commentary

This financial year was one marked by growth and expansion of the already well-diversified investment cluster structure, which saw these businesses mature and others develop stronger and more profitable bases. The year was defined by territorial expansion further into Africa, Scotland, and Chile. Despite the tough economic and political landscape in South Africa, most clusters could find and secure business opportunities. The investment cluster structure was established to cement skill sets and increase product offerings to ensure sustainability. This has been achieved with a solid foundation from which to build future success.

The resounding support from customers and human capital being placed locally and abroad is a testament to the deep understanding and expertise the Workforce group has built up over five decades. Overheads increased over the year because of the expansion and new directions taken. We are aware of these necessary costs and are confident that this investment will bear fruit across 2023 and 2024.

## Financial performance

It is a pleasure to report on the results for Workforce for 2022, which were ahead of expectations. A year in which the culmination of the cluster strategy came to the fore and is now positioned for additional future growth. Revenue at R4,3 billion (2021: R3,5 billion) is the highest ever produced by the group, supported by a strong result from the cluster involved in human capital, staffing and outsourcing solutions, but also supported by a strong recovery from the other clusters.

Cost of sales in part, increased proportionally to revenue due to the group benefiting from the emergency tax relief ETI, which was not repeated in 2022. The relatively lower gross margin business comprising staffing solutions also grew disproportionately compared to higher margin businesses such as those involved in training, which further lowered gross margins to 21,3% (2021: 22,7%). Operating costs increased by 17%.

EBITDA increased by 10% to R168,3 million (2021: R152,6 million). The lower increase compared to revenue, is as a result of the gross margin decline (as described above). Pleasingly all clusters delivered positive EBITDA results. Margin pressure was felt, particularly in the second half of the year and net margins disappointed. Measures are in place to rectify this going forward.

Following a SARS audit relating to the 2018 and 2020 tax years, on ETI claims, management noted that amounts claimed and raised for the periods were overstated. Furthermore, management noted a clerical error in the 2021 deferred tax computation. These amounts were allocated to opening retained income as it represents a condition that existed at the time. This is carried through the results as “restated” and note 25 contains additional information.

Headline earnings per share (“HEPS”) increased by 21% to 46,8 cents per share compared to 38,7 cents per share in 2021.

There was a tremendous strain on cash flow due to a combination of substantial turnover growth and less than optimal debtors management. The biggest priority is to claw back the debtors in the coming financial year through increased monitoring and discipline and better use of technology and monitoring. This resulted in poor performance from cash flow from operating activities which fell to negative R65,3 million (2021: negative R29,2 million). Unfortunately, due to a small group of debtors, days outstanding have increased to 54 (2021: 46 days).

The board of directors decided not to declare a dividend due to the company’s need for debtor funding and future expansion plans.

## Performance of investment clusters

The performance of the investment clusters is pleasing. With a positive contribution from all clusters at the EBITDA level, it shows that interventions and improved technology and systems is working. There is still more to go and given this we do expect an even better result in the coming financial years.

As the main contributing investment cluster to the group, the **Staffing and Outsourcing** cluster delivered a solid financial performance, contributing a significantly large portion of revenue and EBITDA. This was on the back of a strong brand presence in the primary market, which is South Africa, international expansion, a robust order book and experienced management and operational teams in place. This cluster results include an amount of R79,1 million which is attributable to the ETI. However, compared to the prior year, this cluster’s results benefited from the emergency tax relief ETI, which was not repeated in 2022. This impacted EBITDA despite operating expenditure growth in support of substantial investment for international expansion.



Revenue increased by 24% to R3,4 billion (2021: R2,7 billion), and an EBITDA of R191,5 million (2021: R188,2 million) was produced. The cluster contributed 61% to group EBITDA. As is the norm, a solid second half was achieved due to increased economic activity, where many industrial clients either stocked up for the festive season or completed large maintenance projects before the planned shutdowns.

The ETI remains in place to 2029 and we are hopeful that it will be renewed or other incentives for employing youth will be in place.

The **Training and Education** cluster delivered a solid performance for the year under review, building on a stronger performance in the second six months. An overall improvement from all the businesses was achieved, supported by the relevance of the service offering and no further Covid-19 restrictions. Revenue improved by 17%, while EBITDA increased by 20%. The cluster contributed 16% to the EBITDA of the group.

The **Financial Services** cluster experienced a vastly improved performance in 2022 compared with 2021. Improvements were due to changes in management structures and improved systems, including the successful integration of GetSavvi into the cluster. With renewed strategies for granting credit, collection methodologies and a targeted sales approach, the cluster delivered increased revenue of 36% and a slight decrease in the cost base supported by various cost reduction strategies implemented. Revenue increased from R80,7 million in 2021 to R110,1 million. The cluster generated positive EBITDA of R14,0 million, compared to the prior year loss of R12,4 million.

The **Healthcare** cluster revenue grew by 38% and contributed 10% of the group's total revenue. EBITDA improved by 39% to R57,8 million (2021: R41,6 million). The contribution to overall EBITDA of 18% is slightly higher than the previous year and EBITDA margins remained consistently strong across the cluster. Strict cash preservation measures remain in place. Work in support of the public sector added to the growth but revenue collection had to be managed.

## Taxation

The group's positive tax charge arises primarily from the income derived from the ETI programme not being taxable,

and the learnership allowances claimed in terms of section 12H of the Income Tax Act. For the year under review, the ETI tax credit amounts to R22,1 million (2021: R25,6 million) and the learnership tax allowances amounts to R14,8 million (2021: R13,9 million). It should be remembered that during the Covid-19 period a special ETI was in place, that was extended and contributed R40,8 million in 2021, but did not carry to the 2022 financial year. The ETI has been extended to 28 February 2029 whilst the 12H learnership allowance will be in place until 1 April 2024.

## Cash

The business effectively generated cash flow from operations before net working capital of R127,4 million (2021: R118,0 million), ending the period with cash and cash equivalents of R68,0 million. Higher trading levels caused trade receivables to increase from R854,9 million in the prior year, by an additional R244,0 million in the current year.

Workforce remains a going concern, with sufficient liquidity to ensure ongoing operations. The group is well positioned to benefit from the base of growth and diversification.

## Funding

The diversification of revenue and product streams through the cluster structure continues to be a focus of the group. Profitable trading and effective debtors management going forward, coupled with funding, ensures that Workforce has the necessary cash resources to undertake acquisitive or expansive growth and to ensure clusters are at critical mass to make meaningful future contributions.

Funders support this to close any gaps in funding that might arise. I am pleased to report that funding is being further enhanced through new funding relationships and possible debt funding out-of-country.

Shareholders are reminded that it is Workforce's intention to replace the ETI with earnings by driving organic and acquisitive growth to become less reliant on these incentives.

## Gearing

Workforce has a debt-to-equity ratio of 0,59 compared to the previous year of 0,41. This is due to an increase in the debtors book and funding the growth in turnover.

## Commentary *(continued)*

### Looking ahead

Our business model, across all the diversified investment clusters, is very acceptable in markets outside of South Africa and, in many cases, is desperately needed. We regard this as a competitive advantage when we enter these new markets. External developments are starting to bear fruit and we are confident that they will be contributors in the coming financial year. We intend to build on the momentum as strongly as we can.

All businesses see better prospects for 2023, but certain parts of the group, such as the permanent placement in the general recruitment space, which is cyclical due to where the economy is at the moment, are not experiencing growth.

The impact of load shedding has a negative effect on many businesses in South Africa. Luckily, most of Workforce's customers are blue chip companies, and most can counter, to some extent, the impact of load shedding. Our expansion outside of South Africa will also help the group balance the dire economic growth rate in South Africa. On the flip side of this, the State of the Nation address mentioned employing the unemployed and the degradation of infrastructure, which also needs to be rebuilt and repaired. We are experiencing greater demand in industries involved in this repair and development. Plans for electrification in small to medium sized investments all require our services because of our niche expertise in these fields.

Other global effects, such as inflation in America, also, directly and indirectly, impact South Africa through higher prices and a weaker currency. The one thing that five decades in business have taught me is that these impacts, whether direct or indirect, come and go. Being in business for such a long time equips you to handle the impacts and even in adversity, opportunities always present themselves.

In conclusion, Workforce has made some bold moves over the past five years. The business has positively changed and positioned itself to cater to various sectors, industries, skills and services. With careful global expansion, we are experiencing great demand for our services and products, and our knowledge and expertise are highly sought after. Global expansion sets a foundation for a Rand-hedge, but given the size of the investment cluster reach in South Africa, the current quantum of foreign earnings is small but has the potential to grow.



**JR Macey**  
*Independent Chairman*



**W van Wyk**  
*Group Financial Director*



**RS Katz**  
*Chief Executive Officer*

29 March 2023

# Group statement of financial position

as at 31 December 2022

	Notes	2022 R'000	Restated* 2021 R'000	Restated* 2020 R'000
<b>Assets</b>				
<b>Non-current assets</b>		<b>493 649</b>	485 767	448 525
Right-of-use assets		40 589	46 768	57 126
Property, plant and equipment		27 521	27 505	20 651
Goodwill		253 412	253 412	215 780
Intangible assets		62 240	68 986	77 325
Deferred tax assets	3	102 829	82 190	71 012
Financial assets		7 058	6 906	6 631
<b>Current assets</b>		<b>1 172 300</b>	962 546	851 308
Financial assets		15 877	21 154	–
Trade and other receivables		1 079 002	854 866	765 459
Consumables		4 682	3 917	3 907
Taxation		4 704	3 653	2 675
Cash and cash equivalents		68 035	78 956	79 267
<b>Total assets</b>		<b>1 665 949</b>	1 448 313	1 299 833
<b>Equity and liabilities</b>				
<b>Equity</b>		<b>914 803</b>	805 588	716 996
Equity attributable to owners of the parent		908 842	799 754	713 318
Stated capital		234 051	234 051	234 051
Treasury shares		(13 563)	(13 563)	(13 075)
Foreign exchange differences on translation of foreign operations		(3 866)	(3 507)	(2 444)
Equity-settled employee benefits reserve		6 701	9 995	5 555
Retained earnings		685 519	572 778	489 231
Non-controlling interests		5 961	5 834	3 678
<b>Non-current liabilities</b>		<b>102 298</b>	70 410	70 730
Financial liabilities		59 779	29 887	21 026
Lease liabilities		28 885	36 946	47 313
Deferred tax liabilities	3	13 634	3 577	2 391
<b>Current liabilities</b>		<b>648 848</b>	572 315	512 107
Trade and other payables		266 043	233 807	243 862
Financial liabilities		362 956	321 660	253 807
Lease liabilities		19 849	16 848	14 438
<b>Total equity and liabilities</b>		<b>1 665 949</b>	1 448 313	1 299 833

\* See note 11.

# Group statement of comprehensive income

for the year ended 31 December 2022

	Notes	2022 R'000	Restated* 2021 R'000
Revenue	4	4 327 959	3 503 798
Cost of sales		(3 405 135)	(2 708 511)
<b>Gross profit</b>		<b>922 824</b>	<b>795 287</b>
Other income		615	3 345
Operating costs		(755 146)	(645 991)
<b>Earnings before interest, taxation, depreciation and amortisation ("EBITDA")</b>		<b>168 293</b>	<b>152 641</b>
Fair value adjustments		10 851	5 212
Depreciation and amortisation		(48 939)	(55 772)
Finance income		4 980	1 537
Finance costs		(36 669)	(23 220)
<b>Profit before taxation</b>		<b>98 516</b>	<b>80 398</b>
Taxation	5	7 143	6 504
<b>Profit after tax</b>		<b>105 659</b>	<b>86 902</b>
<b>Other comprehensive income:</b>			
Other comprehensive income after tax			
<b>Items that are reclassified to profit or loss:</b>			
Foreign loss		(359)	(1 063)
<b>Exchange differences on translating foreign operations</b>		<b>(359)</b>	<b>(1 063)</b>
<b>Total comprehensive income for the year</b>		<b>105 300</b>	<b>85 839</b>
<b>Profit for the year attributable to:</b>			
Owners of the parent		105 532	89 058
Non-controlling interests		127	2 156
		<b>105 659</b>	<b>86 902</b>
<b>Total comprehensive income attributable to:</b>			
Owners of the parent		105 173	87 995
Non-controlling interests		127	2 156
		<b>105 300</b>	<b>85 839</b>
<b>Earnings per share (cents per share)</b>			
Basic earnings per share	6	46,7	39,0

\* See note 11.

# Group statement of changes in equity

for the year ended 31 December 2022

	Attributable to owners of the parent							Total equity R'000
	Share capital and premium R'000	Treasury shares R'000	Foreign currency translation reserve R'000	Equity-settled employee benefits reserve R'000	Retained earnings R'000	Total R'000	Non-controlling interests R'000	
Balance at 1 January 2021 as previously reported	234 051	(13 075)	(2 444)	5 555	506 477	730 564	3 678	734 242
Adjustment (refer to note 9)	-	-	-	-	(17 246)	(17 246)	-	(17 246)
Balance at 1 January 2021 restated	234 051	(13 075)	(2 444)	5 555	489 231	713 318	3 678	716 996
Buy-back of shares	-	(488)	-	4 440	-	3 952	-	3 952
Payment of dividends	-	-	-	-	(1 199)	(1 199)	-	(1 199)
Total comprehensive income for the year	-	-	(1 063)	-	93 679	92 616	2 156	94 772
Adjustment (refer to note 9)	-	-	-	-	(8 933)	(8 933)	-	(8 933)
Balance at 1 January 2022 restated	<b>234 051</b>	<b>(13 563)</b>	<b>(3 507)</b>	<b>9 995</b>	<b>572 778</b>	<b>799 754</b>	<b>5 834</b>	<b>805 588</b>
Buy-back of shares	-	-	-	4 282	-	4 282	-	4 282
Issue of ordinary shares under share option plan	-	-	-	(7 576)	7 576	-	-	-
Payment of dividends	-	-	-	-	(367)	(367)	-	(367)
Total comprehensive income for the year	-	-	(359)	-	105 532	105 173	127	105 300
<b>Balance at 31 December 2022</b>	<b>234 051</b>	<b>(13 563)</b>	<b>(3 866)</b>	<b>6 701</b>	<b>685 519</b>	<b>908 842</b>	<b>5 961</b>	<b>914 803</b>

# Group statement of cash flows

for the year ended 31 December 2022

	Notes	2022 R'000	2021 R'000
<b>Cash generated from operations before net working capital changes</b>		<b>127 350</b>	118 043
Cash generated from operations	7.1	157 933	140 112
Finance income		4 980	1 537
Finance costs		(31 073)	(17 064)
Taxation paid	7.2	(4 490)	(6 542)
Decrease in net working capital	7.3	(192 665)	(147 330)
<b>Cash flows from operating activities</b>		<b>(65 315)</b>	(29 287)
<b>Cash flows from investing activities</b>		<b>(7 289)</b>	(17 707)
Property, plant and equipment acquired		(10 168)	(15 606)
Dividend income		-	1 000
Intangible assets acquired		(2 398)	(1 708)
Loans advanced		(5 672)	(127 669)
Repayment of loans advanced		10 949	147 200
Payment of contingent consideration for business combinations		-	(24 030)
Cash acquired on business combination		-	3 106
<b>Cash flows from financing activities</b>		<b>61 683</b>	46 683
Repayment of borrowings		(24 018)	(7 101)
Proceeds from borrowings		122 795	80 953
Payment of lease liabilities		(19 837)	(18 472)
Payment for buy-back of shares		-	(488)
Payment of existing contingent consideration on business combinations		(16 890)	(7 010)
Dividends paid		(367)	(1 199)
<b>Net change in cash and cash equivalents</b>		<b>(10 921)</b>	(311)
<b>Cash and cash equivalents at the beginning of the year</b>		<b>78 956</b>	79 267
<b>Cash and cash equivalents at the end of the year</b>		<b>68 035</b>	78 956

# Notes to the group financial statements

for the year ended 31 December 2022

## 1. General information

Workforce is a holding company incorporated in South Africa. The registered address and principal place of business is disclosed under corporate information in the integrated annual report. The principal activities of the group are human capital solutions that include temporary employment services, permanent placement recruitment, training and skills development, contractor on-boarding, healthcare and wellness, disability solutions, financial services, lifestyle benefits and business process outsourcing solutions.

## 2. Basis of preparation

The annual financial statements have been prepared on the historical cost basis except for certain financial instruments that have been measured at fair value. The preparation of the annual financial statements was supervised by the Financial Director, W van Wyk, CA(SA). The annual financial statements are presented in South African Rand ("ZAR"), the functional currency of the group and company and all amounts are rounded to the nearest thousand, except when otherwise indicated. The audited results for the year ended 31 December 2022 have been prepared in accordance with the JSE Limited Listings Requirements ("Listings Requirements") for condensed financial results and the requirements of the Companies Act, 2008 (Act 71 of 2008), as amended ("Companies Act"). The Listings Requirements require financial reports to be prepared in accordance with the framework concepts and the measurement and recognition requirements of International Financial Reporting Standards ("IFRS"), the SAICA Financial Reporting Guides as issued by the Accounting Practices Committee and Financial Reporting Pronouncements as issued by the Financial Reporting Standards Council and also that they as a minimum contain the information required by IAS 34: *Interim Financial Reporting*. The accounting policies applied in the preparation of the audited results for year ended 31 December 2022 are in terms of IFRS and are consistent with the accounting policies applied in the preparation of the previous audited consolidated annual financial statements.

These financial statements are extracted from audited information, but is not itself audited. The directors take full responsibility for the preparation of the financial results announcement and confirm that the financial information has been correctly extracted from the underlying annual financial statements. Crowe JHB are the group's auditors and the unmodified report of the auditor is available for inspection at the company's registered office.

## 3. Deferred tax assets and liabilities

	2022 R'000	Restated* 2021 R'000
Balance at the beginning of the year	78 613	68 621
Acquired through business combinations	–	(2 074)
Movement per statement of comprehensive income	10 582	12 066
<b>Balance at the end of the year</b>	<b>89 195</b>	<b>78 613</b>

Deferred tax balances are presented in the statement of financial position as follows:

	2022 R'000	Restated* 2021 R'000
Deferred tax assets	102 829	82 190
Deferred tax liabilities	(13 634)	(3 577)
	<b>89 195</b>	<b>78 613</b>



# Notes to the group financial statements *(continued)*

for the year ended 31 December 2022

## 3. Deferred tax assets and liabilities *(continued)*

Deferred tax assets/(liabilities) arise from the following:

	Opening balance R'000	Charge to profit or loss R'000	Closing balance R'000
<b>2022</b>			
<b>Temporary differences</b>			
Property, plant and equipment and intangible assets	(13 944)	1 813	(12 131)
Intangible assets – acquired through business combination	(2 074)	2 074	–
Right-of-use assets	–	(2 199)	(2 199)
ECL impairment allowances	15 534	(6 508)	9 026
Financial assets at fair value	(319)	(258)	(577)
Provision for leave	10 163	779	10 942
Income received in advance	5 336	11 741	17 077
Unearned initiation fee	812	(316)	496
Prepaid expenses	(1 286)	(155)	(1 441)
Fair value through profit and loss	(469)	219	(250)
Tax losses	64 860	3 392	68 252
	<b>78 613</b>	<b>10 582</b>	<b>89 195</b>

	Opening balance R'000	Charge to profit or loss income R'000	Acquired through business combination R'000	Closing balance R'000
Restated*				
<b>2021</b>				
<b>Temporary differences</b>				
Property, plant and equipment and intangible assets	(10 350)	(3 594)	–	(13 944)
Intangible assets – acquired through business combination	(13 436)	13 436	(2 074)	(2 074)
Right-of-use assets	1 296	(1 296)	–	–
ECL impairment allowances	12 093	3 441	–	15 534
Financial assets at fair value	(696)	377	–	(319)
Equity share-based payments	1 548	(1 548)	–	–
Provision for leave	4 704	5 459	–	10 163
Income received in advance	7 888	(2 552)	–	5 336
Unearned initiation fee	(581)	1 393	–	812
Prepaid expenses	(1 574)	288	–	(1 286)
Fair value through profit and loss	(646)	177	–	(469)
Tax losses	68 375	(3 515)	–	64 860
	<b>68 621</b>	<b>12 066</b>	<b>(2 074)</b>	<b>78 613</b>

The net movement in deferred tax balances was a decrease in deferred tax assets of R10.5 million. This is mainly due to decreases in deferred tax assets arising from tax losses in the group. The tax losses are driven by tax allowances claimed by the group for learnership contracts and by trading losses. Management expects sufficient future taxable income to be realised in order to utilise these tax losses. The tax allowances available for learnerships are currently set to expire with all learnerships registered on or before 31 March 2024. The learnership deduction for the current period amounted to approximately R53 million (2021: R50 million), without these tax deductions the group would have generated taxable income.

#### 4. Revenue

Set out below is the disaggregation of the group's revenue:

Types of services	Staffing and outsourcing R'000	Training and education R'000	Financial services R'000	Healthcare R'000	Total R'000
<b>31 December 2022</b>					
Staffing solutions	3 353 138	-	-	-	3 353 138
Placements fees	41 037	-	-	-	41 037
Accredited courses, education and training	-	372 578	-	-	372 578
Funeral cover and lending services	-	-	110 141	-	110 141
Medical cover, healthcare, wellness programmes and health risk assessments	-	-	-	451 065	451 065
	3 394 175	372 578	110 141	451 065	4 327 959
<b>31 December 2021</b>					
Staffing solutions	2 791 013	-	-	-	2 791 013
Placements fees	36 082	-	-	-	36 082
Accredited courses, education and training	-	331 994	-	-	331 994
Funeral cover and lending services	-	-	14 081	-	14 081
Medical cover, healthcare, wellness programmes and health risk assessments	-	-	-	330 628	330 628
	2 827 095	331 994	14 081	330 628	3 503 798

#### 5. Taxation

Taxation recognised in profit and loss

	2022 R'000	Restated* 2021 R'000
<b>Current tax</b>		
Current year	2 454	5 161
<b>Deferred tax</b>		
Current year	(10 582)	(12 066)
Reversal of temporary differences "Prior year"	985	401
	(7 143)	(6 504)
Estimated tax losses of subsidiaries of the group for utilisation against future taxable income:		
Tax losses	255 715	277 905

# Notes to the group financial statements *(continued)*

for the year ended 31 December 2022

## 5. Taxation *(continued)*

### Reconciliation of the tax expenses

Reconciliation between accounting profit and tax expense.

	2022 R'000	Restated* 2021 R'000
Accounting profit	98 516	80 398
Tax at the applicable tax rate of 28%	27 584	22 511
<b>Tax effect of adjustments on taxable income</b>		
Learnership tax allowances	(14 829)	(13 933)
Employment tax incentive	(22 160)	(25 574)
Dividend received	(180)	(280)
Prior period under provision on deferred tax	985	8 933
Change in corporate tax rate*	2 807	-
Non operating and capital items	1 688	343
(Gain)/loss on fair value adjustments on contingent consideration	(3 038)	1 496
	<b>(7 143)</b>	<b>(6 504)</b>

\* Corporate tax rate has been changed from 28% to 27% for tax periods ending on or after 31 March 2023.

## 6. Earnings per share

### Basic earnings per share

The earnings and weighted average number of ordinary shares used in the calculation of basic earnings per share are as follows:

	2022	Restated* 2021
Profit attributable to equity shareholders of the parent company (R'000)	105 532	89 058
Weighted average number of ordinary shares in issue ('000)	224 996	225 376
Diluted weighted average number of shares in issue ('000)	224 996	225 376
Basic earnings per share (cents)	46,9	39,5
Diluted earnings per share (cents)	46,9	38,7

The weighted average number of ordinary shares for the purpose of diluted earnings per share equates to the weighted average number of ordinary shares used in the calculation of basic earnings per share as follows:

### Headline earnings per share

The earnings used in the calculation of headline earnings per share are as follows:

	Gross of tax 2022	Net of tax 2022	Gross of tax 2021	Net of tax 2021
Profit attributable to equity shareholders of the parent company (R'000)	-	105 532	-	89 058
Adjusted for:				
Loss on disposal of property, plant and equipment (R'000)	(338)	(247)	(1 568)	(1 129)
Gain on bargain purchase (R'000)	-	-	(777)	(777)
Total headline earnings (R'000)	-	105 285	-	87 152
Weighted average number of shares in issue ('000)	-	224 996	-	225 376
Headline earnings per share (cents)	-	46,8	-	38,7
Diluted headline earnings per share (cents)	-	46,8	-	38,7

## 7. Notes to the cash flows

### 7.1 Cash generated from operations

	2022 R'000	2021 R'000
Profit before taxation	98 516	80 398
Interest income	(4 980)	(1 537)
Dividend income	–	(1 000)
Finance costs	31 073	17 064
<b>Adjusted for non-cash items:</b>		
Gain on bargain purchase	–	(777)
Gain on disposal of property, plant and equipment	247	27
Depreciation and amortisation of non-financial assets	48 939	55 772
Impairment of land and buildings	477	–
Additions of internally generated software	(9 254)	(8 000)
Loss arising on financial liability at fair value through profit or loss	(13 446)	(5 212)
Expense recognised in respect of equity-settled share-based payment	4 282	4 440
Other non-cash items	2 079	(1 063)
	<b>157 933</b>	<b>140 112</b>

### 7.2 Taxation paid

	2022 R'000	2021 R'000
Charged to profit or loss	7 143	6 504
Adjusted for deferred tax	(10 582)	(12 068)
Movement in taxation balance	(1 051)	(978)
	<b>(4 490)</b>	<b>(6 542)</b>

### 7.3 Working capital changes

	2022 R'000	2021 R'000
Change in trade and other receivables	(224 136)	(122 610)
Change in consumables	(765)	(10)
Change in trade and other payables	32 236	(24 710)
	<b>(192 665)</b>	<b>(147 330)</b>

# Notes to the group financial statements *(continued)*

for the year ended 31 December 2022

## 7. Notes to the cash flows *(continued)*

### 7.4 Changes in liabilities arising from financing activities

	1 January 2022 R'000	Cash flows R'000	Additions R'000	Cash flow not included in financing activities R'000	Non-cash flows R'000	31 December 2022 R'000
Lease liabilities	53 794	(19 837)	14 777	-	-	48 734
Borrowings	315 379	(24 018)	122 795	-	-	414 156
Contingent consideration	36 168	(16 890)	-	-	(10 701)	8 577
	405 341	(60 745)	137 572	-	(10 701)	471 467

	1 January 2021 R'000	Cash flows R'000	Additions R'000	Cash flow not included in financing activities R'000	Non-cash flows R'000	31 December 2021 R'000
Lease liabilities	61 751	(18 472)	10 515	-	-	53 794
Borrowings	246 778	(7 101)	80 953	-	(5 251)	315 379
Contingent consideration	28 055	(7 010)	49 859	(24 030)	(10 706)	36 168
	336 584	(32 583)	141 327	(24 030)	(15 957)	405 341

## 8. Segment reporting

The group segment reporting is as follows:

- Staffing and Outsourcing (includes recruitment and Africa) – comprising temporary employment services, functional outsourcing, permanent recruitment, executive search, specialist staffing, payroll management, HR and IR consulting and turnkey staffing solutions.
- Training and Education – comprising accredited short courses, skills programmes, full qualifications, learnerships and apprenticeship programmes, adult education training and contractor on-boarding.
- Financial Services – comprising death and disability cover, funeral cover, hospital cover, day-to-day medical insurance and financial and mobile products and services.
- Healthcare – comprising recruitment and placement of medical professionals for hospitals and frail care homes, primary and occupational healthcare services, employee health and wellness programmes and health risk assessment.

These segments are monitored and strategic decisions are made on the basis of adjusted segment operating results.

## 8. Segment reporting *(continued)*

Segment information can be analysed as follows for the reporting periods under review:

	Staffing and outsourcing R'000	Training and education R'000	Financial services R'000	Healthcare R'000	Shared services and central costs R'000	Eliminations R'000	Total R'000
<b>2022</b>							
Segment revenues	3 430 010	388 074	110 141	454 877	-	(55 143)	4 327 959
Inter-segment revenue	(35 835)	(15 496)	-	(3 812)	-	55 143	-
Cost of sales	(2 895 670)	(171 359)	(23 557)	(340 618)	(9 767)	35 835	(3 405 135)
Inter-segment cost of sales	35 835	-	-	-	-	(35 835)	-
Gross margin	534 340	201 219	86 584	110 447	(9 767)	-	922 824
Operating costs	(342 971)	(164 794)	(72 576)	(56 734)	(137 377)	19 308	(755 143)
Inter-segment operating costs	-	15 496	-	3 812	-	(19 308)	-
Other income	137	(168)	-	352	662	(368)	615
EBITDA	191 506	51 753	14 009	57 877	(146 481)	(368)	168 296
Fair value adjustment	12 095	(307)	(1 399)	-	462	-	10 851
Depreciation and amortisation	(11 205)	(7 395)	(2 918)	(2 007)	(16 455)	(8 960)	(48 939)
Finance income	2 011	269	1 198	1 136	366	-	4 980
Finance costs	(19 274)	(2 460)	(2 311)	(3 902)	(8 723)	-	(36 669)
<b>Segment profit/(loss) before tax</b>	<b>175 133</b>	<b>41 860</b>	<b>8 580</b>	<b>53 104</b>	<b>(170 831)</b>	<b>(9 327)</b>	<b>98 518</b>
Capital expenditure	1 592	7 374	1 781	995	10 276	-	22 018
Segment total assets	671 327	220 721	289 348	126 796	565 685	(207 928)	1 665 949
Segment total liabilities	(187 459)	(141 430)	(350 745)	(63 015)	(133 729)	125 231	(751 146)
<b>Net segment assets/ (liabilities)</b>	<b>483 869</b>	<b>79 291</b>	<b>(61 396)</b>	<b>63 781</b>	<b>431 956</b>	<b>(82 697)</b>	<b>914 803</b>

# Notes to the group financial statements *(continued)*

for the year ended 31 December 2022

## 8. Segment reporting *(continued)*

	Staffing and outsourcing R'000	Training and education R'000	Financial services R'000	Healthcare R'000	Shared services and central costs R'000	Eliminations R'000	Total R'000
<b>2021</b>							
Segment revenues	2 760 415	331 994	80 761	330 628	-	-	3 503 798
Inter-segment revenue	(27 309)	(17 341)	-	(3 809)	-	48 459	-
Cost of sales	(2 283 303)	(156 824)	(24 296)	(242 734)	(1 354)	-	(2 708 511)
Inter-segment cost of sales	27 309	-	-	-	-	(27 309)	-
Gross margin	477 112	157 829	56 465	84 085	(1 354)	21 150	795 287
Operating costs	(289 217)	(132 509)	(69 898)	(46 379)	(107 988)	-	(645 991)
Inter-segment operating costs	-	17 341	-	3 809	-	(21 150)	-
Other income	271	308	1 000	124	865	777	3 345
EBITDA	188 166	42 969	(12 433)	41 639	(108 477)	777	152 641
Fair value adjustments	(1 962)	(2 066)	(1 352)	-	10 592	-	5 212
Depreciation and amortisation	(10 931)	(7 914)	(2 118)	(1 793)	(23 012)	(10 004)	(55 772)
Finance income	245	197	723	7	365	-	1 537
Finance costs	(10 746)	(1 483)	(1 512)	(2 143)	(7 336)	-	(23 220)
<b>Segment profit/(loss) before tax</b>	164 772	31 703	(16 692)	37 710	(127 868)	(9 227)	80 398
Capital expenditure	2 636	5 964	1 345	1 491	5 969	7 308	24 713
Segment total assets	160 055	197 932	286 315	41 703	993 752	(222 511)	1 448 313
Segment total liabilities	(92 242)	(85 325)	(54 511)	(27 893)	(374 679)	11 171	(642 725)
<b>Net segments assets/(liabilities)</b>	65 813	112 607	231 804	13 810	619 073	(211 340)	831 767

### Geographical information

The group's revenue from external customers and information about its segment assets (non-current assets excluding financial instruments, deferred tax assets and other financial assets) by geographical location are immaterial.

### Information about major customers

No single customer contributed 10% or more to the group's revenue in either 2022 or 2021.



## 9. Financial assets and financial liabilities

Set out below is an overview of financial assets held by the group

	2022 R'000	2021 R'000
<b>Financial assets at amortised cost</b>	<b>1 134 506</b>	938 738
Trade and other receivables	1 066 471	859 782
Cash and cash equivalents	68 035	78 956
<b>Financial assets at fair value through profit and loss</b>	<b>7 058</b>	6 906
Investment in cell captive	1 517	1 827
Quoted equity shares	5 541	5 079
<b>Total</b>	<b>1 141 564</b>	945 644
<b>Total current</b>	<b>1 134 506</b>	938 738
<b>Total non-current</b>	<b>7 058</b>	6 906
Set out below is an overview of financial liabilities held by the group		
<b>Financial liabilities at amortised costs</b>		
Trade and other payables	153 952	155 420
Interest-bearing borrowings	471 469	247 580
Loan on treasury shares	7 638	7 965
<b>Financial liabilities at fair value through profit and loss</b>		
Contingent consideration	8 577	36 168
Current	8 577	13 675
Non-current	-	22 493
<b>Total</b>	<b>641 636</b>	447 133
<b>Total current</b>	<b>633 998</b>	416 675
<b>Total non-current</b>	<b>7 638</b>	30 458

### 9.1 Fair value measurement

#### *Fair values*

Loans and receivables and financial liabilities at amortised cost. The carrying value of current receivables and liabilities measured at amortised cost approximates their fair value. The fair values of the majority of the non-current receivables and liabilities measured at amortised cost, other than for the instruments listed below, are also not significantly different to their carrying values.

The following table provides the fair value measurement hierarchy of the group's financial assets and financial liabilities.

Trade and other receivables, trade and other payables, and cash and cash equivalents all have carrying amounts which approximate fair values due to the short maturity of these instruments.

Borrowings and the current portion of borrowings have carrying amounts which approximate fair values as the impact of credit risk is included in the measurement of carrying amounts.

- The fair values of other financial assets and financial liabilities are determined in accordance with generally accepted pricing models based on discounted cash flow analysis using prices from observable current market transactions and dealer quotes for similar instruments.

# Notes to the group financial statements *(continued)*

for the year ended 31 December 2022

## 9. Financial assets and financial liabilities *(continued)*

### 9.1 Fair value measurement *(continued)*

	Date of valuation	Total	Quoted prices in active markets Level 1	Significant observable inputs Level 2	Significant unobservable inputs Level 3
<b>As at 31 December 2022</b>					
<b>Financial assets</b>					
Quoted equity shares	31 December 2022	5 541	5 541	-	-
Cell captive	31 December 2022	1 517	-	-	1 517
<b>Financial liabilities</b>					
Contingent consideration relating to business acquisition of the GetSavvi Group	31 December 2022	(8 577)	-	-	(8 577)
<b>As at 31 December 2021</b>					
<b>Financial assets</b>					
Quoted equity shares	31 December 2021	5 079	5 079	-	-
Cell captive	31 December 2021	1 827	-	-	1 827
<b>Financial liabilities</b>					
Contingent consideration relating to business acquisition of The OpenSource Group	31 December 2021	(12 095)	-	-	(12 095)
Contingent consideration relating to business acquisition of the GetSavvi Group	31 December 2021	(10 398)	-	-	(10 398)

Valuation technique	Significant unobservable inputs	Sensitivity of the input to fair value
Quoted bid prices in active market	N/A	N/A
Net asset value is used as a valuation where the underlying assets and liabilities have been assessed to represent the fair value of the investment. Due to the nature of the investment, specifically the significant composition of liquid assets and liabilities, the net value is seen to be the most appropriate representation of fair value.	Fair values of the cell captive's assets and liabilities.	If the discount was 5% higher/lower while all other variables were held constant, the carrying amount would decrease/increase by R76 000 (2021: decrease/increase by R91 000).
Discounted cash flow method was used to capture the present value of the expected future economic benefits that will flow out of the group. Discount rate of 17,5% determined using the capital asset pricing model. Probability adjusted profits with ranges of R5 million to R10 million.	Discount rate of 17,5% determined using the capital asset pricing model.	If the discount rate was 5% higher/lower while all other variables were held constant, the carrying amount would increase by R428 000 (2021: increase by R1,2 million).
As above	As above	As above
As above	As above	As above
Discounted cash flow method was used to capture the present value of the expected future economic benefits that will flow out of the group. Discount rate of 17,5% determined using the capital asset pricing model. Probability adjusted profits with ranges of R5 million to R17,6 million.	Discount rate of 17,5% determined using the capital asset pricing model.	A 2% increase or decrease in the discount rate used while holding all other variables constant would decrease/ increase the fair value by R2 177 000. A slight change in the probability adjusted profits in isolation would not result in a significant change in fair value.
As above	As above	As above

# Notes to the group financial statements *(continued)*

for the year ended 31 December 2022

## 9. Financial assets and financial liabilities *(continued)*

### 9.1 Fair value measurement *(continued)*

	Investment in cell captive R'000	Contingent consideration R'000	Total R'000
<b>Reconciliation of level 3 fair value measurements</b>			
As at 31 December 2022			
Opening balance	1 827	36 138	37 965
Gain/(loss) in profit or loss*	(310)	2 748	2 438
Release on liability	-	(30 309)	(30 309)
Closing balance	1 517	8 577	10 094
As at 31 December 2021			
Opening balance	2 720	28 055	30 775
Gain/(loss) in profit or loss*	(893)	6 485	5 592
Additions	-	49 859	49 859
Release on liability	-	(48 261)	(48 261)
Closing balance	1 827	36 138	37 965

\* Change in unrealised gains or losses included in profit or loss.

## 10. Related party transactions

### 10.1 Transactions with related parties

During the year, the group entities entered into the following arm's length transactions with related parties that are not members of the group:

		2022 R'000	2021 R'000
<b>Wellington Property Investments Proprietary Limited</b>			
Relationship	Director has significant influence		
Type and term of transaction	The operating lease is extended with a five-year term beginning 1 September 2020 at an annual escalation of 8% and is paid monthly	12 757	10 197
<b>Vunani Capital Proprietary Limited</b>			
Relationship	Shareholder		
Type and term of transaction	Designated advisors' fees' paid in terms of service level agreement	249	453
<b>Hunts Attorneys</b>			
Relationship	Director with an interest in a legal practice – RS Katz		
Type and term of transaction	Disbursements for all cost related to litigation, commercial and labour legal work and advice on group's behalf	197	185
<b>Guardrisk Insurance Company Limited</b>			
Relationship	Cell captive arrangement		
Type and term of transaction	Insurance premium paid monthly to cell captive in line with policy	345	351
<b>Monty Legal Consultants Proprietary Limited</b>			
Relationship	Shareholder		
Type and term of transaction:	Advisor's fees in terms of business acquisitions	653	655

## 10. Related party transactions *(continued)*

### 10.2 Related party loans

Amounts due from/(payable to) related parties are as follows:

		2022 R'000	2021 R'000
<b>Force Holdings Proprietary Limited</b>			
Relationship	Shareholder	67 824	–
<b>Simgarvan Investments Proprietary Limited</b>			
Relationship	Company controlled by a director of the group	(7 638)	(7 965)
<b>Hunts Attorneys</b>			
Relationship	Director with an interest in a legal practice – RS Katz	162	162

The loans above are interest free, have no fixed terms of repayment and are unsecured.

## 11. Prior year adjustment

### 2020 error

Subsequent to the release of the financial statements for the year ended 31 December 2021, management noted that the Employee Tax Incentive (“ETI”) claimed and raised for the periods March 2018 to July 2020 was overstated. The investigation into the incorrect calculation and claim of ETI was done by SARS and concluded towards the end of December 2022.

### 2021 error

Furthermore, management noted a clerical error in our 2021 deferred tax computation.

Based on the above, the 31 December 2021 financial statements were restated in terms of IAS 8. Although not required to disclose all the notes for the adjustments, the company has presented this information for benefit of the users of these financial statements below.

### Group statement of financial position

	2021			2020		
	Previously reported R'000	Restated 2021 R'000	Adjustment R'000	Previously reported R'000	Restated 2020 R'000	Adjustment R'000
<b>Non-current assets</b>						
Deferred tax assets	91 123	82 190	(8 933)	–	–	–
<b>Equity</b>						
Retained earnings	598 957	572 778	26 179	506 477	489 231	17 246
<b>Current liabilities</b>						
Trade and other payables	216 561	233 807	(17 246)	226 616	243 862	(17 246)

# Notes to the group financial statements *(continued)*

for the year ended 31 December 2022

## 11. Prior year adjustment *(continued)*

### Group statement of comprehensive income

	2021			2020		
	Previously reported R'000	Restated 2021 R'000	Adjustment R'000	Previously reported R'000	Restated 2020 R'000	Adjustment R'000
Cost of sales	-	-	-	2 132 608	2 145 365	(12 757)
<b>Earnings before interest, taxation, depreciation and amortisation ("EBITDA")</b>	-	-	-	76 879	64 122	(12 757)
Finance costs	-	-	-	(18 503)	(22 992)	(4 489)
<b>Profit before taxation</b>	-	-	-	7 640	(9 606)	(17 246)
Taxation	15 437	6 504	8 933	-	-	-
<b>Profit after tax</b>	95 835	86 902	8 933	-	-	-

# Notice of annual general meeting

## Workforce Holdings Limited

Incorporated in the Republic of South Africa

(Registration number: 2006/018145/06)

Share code: WKF ISIN: ZAE000087847

("Workforce" or "the company" or "the group")

In accordance with the rules of the memorandum of incorporation of the company, the annual general meeting of shareholders of Workforce ("annual general meeting" or "AGM") will be held in electronic format only.

If you are in any doubt as to what action you should take in respect of the resolutions set out below, please consult your Central Securities Depository Participant ("CSDP"), broker, banker, attorney, accountant, or other professional adviser immediately.

Notice is hereby given that the annual general meeting will be held via Microsoft Teams at 10:00 on Friday, 26 May 2023.

## Purpose

The purpose of the annual general meeting is to transact the business set out in this notice of annual general meeting ("notice of annual general meeting") by considering and, if deemed fit, passing, with or without modification, the ordinary and special resolutions set out hereunder.

## Record date, attendance and voting

The board of directors of Workforce ("the board") has determined that, in terms of section 62(3)(a), as read with section 59 of the Companies Act, 2008 (Act 71 of 2008), as amended ("the Companies Act"), the following dates are applicable:

	2023
Record date in order to be eligible to receive the notice of annual general meeting	Friday, 24 March
Notice of annual general meeting distributed to shareholders	Thursday, 30 March
Last date to trade in order to be eligible to vote at the annual general meeting	Tuesday, 16 May
Record date in order to be eligible to vote at the annual general meeting	Friday, 19 May
Last day to lodge forms of proxy for the annual general meeting (by 10:00) for administration purposes	Wednesday, 24 May
Annual general meeting (at 10:00)	Friday, 26 May
Results of the annual general meeting released on SENS	Friday, 26 May

- Shareholders entitled to attend and vote at the annual general meeting may appoint one or more proxies to attend, speak and vote thereat in their stead. A proxy need not be a member of the company. A form of proxy, which sets out the relevant instructions for its completion, is enclosed for the use of a certificated shareholder or own-name registered dematerialised shareholder who wishes to be represented at the annual general meeting. Completion of a form of proxy will not preclude such shareholder from attending and voting (in preference to that shareholder's proxy) at the annual general meeting.
- The instrument appointing a proxy and the authority (if any) under which it is signed must reach the company's transfer secretaries, JSE Investor Services Proprietary Limited, at the address given below by not later than 10:00 on Wednesday, 24 May 2023.
- Dematerialised shareholders, other than own-name registered dematerialised shareholders, who wish to attend the annual general meeting in person will need to request their 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.
- Dematerialised shareholders, other than own-name registered dematerialised shareholders, who are unable to attend the annual general meeting 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 the shareholder and the CSDP or broker in the manner and time stipulated therein.
- Shareholders present in person, by proxy or by the 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.
- In terms of the Companies Act, any shareholder or proxy who intends to attend or participate at the annual general meeting must include identification documents together with the application form included as Appendix A to this notice of annual general meeting to attend and participate electronically. A green bar-coded identity document or identity card issued by the South African Department of Home Affairs, a driver's licence or a valid passport will be accepted at the annual general meeting as sufficient forms of identification.



# Notice of annual general meeting *(continued)*

## Agenda

Presentation and consideration of the annual financial statements of the company, including the reports of the auditors and directors and the audit and risk committee for the year ended 31 December 2022 as set out in the company's integrated annual report, of which this notice of annual general meeting forms part; and to consider and, if deemed fit, approve, with or without modification, the following special and ordinary resolutions:

In accordance with regulation 43(5)(c) of the Companies Act, the chairperson of the social and ethics committee or, in her absence, any member of the committee, will present the social and ethics report to shareholders at the AGM.

*Note: For any of the ordinary resolutions numbers 1 to 10, excluding ordinary resolution number 9, to be adopted, more than 50% of the voting rights exercised on each such ordinary resolution must be exercised in favour thereof.*

*For ordinary resolution number 9 to be adopted, more than 75% of the voting rights exercised on such ordinary resolution must be exercised in favour thereof.*

*For any of the special resolutions numbers 1 to 3 to be adopted, at least 75% of the voting rights exercised on each such special resolution must be exercised in favour thereof.*

## Ordinary business

### 1. Ordinary resolution number 1: Re-election of John Macey

"Resolved that John Macey, who retires by rotation in terms of the memorandum of incorporation of the company and, being eligible and offering himself for re-election, be and is hereby re-elected as a director."

An abbreviated curriculum vitae in respect of John Macey may be viewed in the integrated annual report of which this notice of annual general meeting forms part.

The remuneration and nominations committee has considered John Macey's past performance, contribution to the company and his independence and, in accordance with article 38.3 of the memorandum of incorporation of the company, recommends that John Macey be re-elected as a director of the company.

### 2. Ordinary resolution number 2: Re-election of Kyansambo Vundla

"Resolved that Kyansambo Vundla, who retires by rotation in terms of the memorandum of incorporation of the company and, being eligible and offering herself for re-election, be and is hereby re-elected as director."

An abbreviated curriculum vitae in respect of Kyansambo Vundla may be viewed in the integrated annual report of which this notice of annual general meeting forms part.

The remuneration and nominations committee has considered Kyansambo Vundla'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 Kyansambo Vundla be re-elected as a director of the company.

#### Reason for ordinary resolutions numbers 1 and 2

The reason for ordinary resolutions numbers 1 and 2 is that article 36 of the memorandum of incorporation of the company and, to the extent applicable, the Companies Act requires that one-third of the non-executive directors rotate at the annual general meeting and, if eligible, may offer themselves for re-election as directors.

### 3. Ordinary resolution number 3: Confirmation of the reappointment of the auditors

"Resolved that the reappointment of Crowe JHB (previously Horwath Leveton Boner) as independent auditors of the company for the ensuing year (the designated auditor being Craig George) on the recommendation of the company's audit and risk committee, be approved."

#### Reason for ordinary resolution number 3

The reason for ordinary resolution number 3 is that the company, being a public listed company, must have its annual financial statements audited and such auditor must be appointed or reappointed each year at the annual general meeting of the company as required by the Companies Act.

### 4. Ordinary resolution number 4: Reappointment of Kyansambo Vundla as a member and chairman of the audit and risk committee

"Resolved that, subject to the passing of ordinary resolution number 2, Kyansambo Vundla be re-elected as a member and chairman of the audit and risk committee, with effect from the conclusion of this annual general meeting in terms of section 94(2) of the Companies Act."

An abbreviated curriculum vitae in respect of Kyansambo Vundla may be viewed in the integrated annual report of which this notice of annual general meeting forms part.

**5. Ordinary resolution number 5: Reappointment of John Macey as a member of the audit and risk committee**

“Resolved that, subject to the passing of ordinary resolution number 1, John Macey be elected a member of the audit and risk committee, with effect from the conclusion of this annual general meeting in terms of section 94(2) of the Companies Act.”

An abbreviated curriculum vitae in respect of John Macey may be viewed in the integrated annual report of which this notice of annual general meeting forms part.

**6. Ordinary resolution number 6: Reappointment of Shelley Thomas as a member of the audit and risk committee**

“Resolved that Shelley Thomas be re-elected a member of the audit and risk committee, with effect from the conclusion of this annual general meeting in terms of section 94(2) of the Companies Act.”

An abbreviated curriculum vitae in respect of Shelley Thomas may be viewed in the integrated annual report of which this notice of annual general meeting forms part.

**Reason for ordinary resolutions numbers 4 to 6**

The reason for ordinary resolutions numbers 4 to 6 (inclusive) is that the company, being a public listed company, must appoint an audit committee as prescribed by sections 66(2) and 94(2) of the Companies Act, which also requires that the members of such audit committee be appointed, or reappointed, as the case may be, at each annual general meeting of a company.

**7. Ordinary resolution number 7: Endorsement of the remuneration policy and implementation report**

**Ordinary resolution number 7.1**

“Resolved that the company’s remuneration policy, as set out in the remuneration report in the integrated annual report of which this notice of annual general meeting forms part, 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.”

**Ordinary resolution number 7.2**

“Resolved that the implementation report, as set out in the integrated annual report of which this notice of annual general meeting forms part, be and is hereby endorsed as a non-binding advisory vote of shareholders of the company in terms of the King IV™ Report on Corporate Governance.”

**Reason for ordinary resolutions numbers 7.1 and 7.2**

The reason for ordinary resolutions numbers 7.1 and 7.2 are that King IV™ recommends that the remuneration policy and implementation report of the company be endorsed through separate non-binding advisory votes by shareholders at the annual general meeting of a company. Failure to pass these resolutions will not have legal consequences relating to existing arrangements. However, the board will take the outcome of the vote into consideration when assessing the company’s remuneration policy and implementation report.

**8. Ordinary resolution number 8: Placing unissued shares under directors’ control**

“Resolved that the unissued shares in the company, limited to 15% of the number of shares in issue at 31 March 2023, be and are hereby placed under the control of the directors until the next annual general meeting and that they be and are hereby authorised to issue any such shares as they may deem fit, subject to the Companies Act, the memorandum of incorporation of the company, and the provisions of the Listings Requirements of the JSE Limited (“JSE”), save that the aforementioned 15% limitation shall not apply to any shares issued in terms of a rights offer.”

**Reason for ordinary resolution number 8**

The reason for ordinary resolution number 8 is that the board requires authority from shareholders in terms of article 3 of the memorandum of incorporation of the company to issue shares in the company. This general authority, once granted, allows the board from time to time, when it is appropriate to do so, to issue ordinary shares as may be required, *inter alia*, in terms of capital raising exercises, and to maintain a healthy capital adequacy ratio that may be required from time to time. This general authority is subject to the restriction that it is limited to 15% of the number of shares in issue at 31 March 2023.

**9. Ordinary resolution number 9: General authority to issue shares, and to sell treasury shares, for cash**

“Resolved that the directors of the company and any of its subsidiaries from time to time be and are hereby authorised, by way of a general authority, to:

- allot and issue, or to issue any options in respect of, all or any of its authorised but unissued ordinary shares in the capital of the company placed under their control; and/or

## Notice of annual general meeting *(continued)*

- sell or otherwise dispose of or transfer, or issue any options in respect of ordinary shares in the capital of the company purchased by subsidiaries of the company,

for cash, as they in their discretion may deem fit, without restriction, subject to the Companies Act, the memorandum of incorporation of the company and the provisions of the Listings Requirements of the JSE, and subject to the provision that the aggregate number of ordinary shares able to be allotted and issued in terms of this resolution, shall be limited to 15% of the issued share capital as at the date of this notice of annual general meeting (net of treasury shares being 224 995 572 ordinary shares), provided that:

- the approval shall be valid until the date of the next annual general meeting of the company, provided it shall not extend beyond 15 months from the date of this resolution ("issue period");
- an announcement giving full details, including the number of securities issued, the average discount to the weighted average traded price of the securities over 30 (thirty) business days prior to the date that the issue is agreed in writing between the company and the parties subscribing for the securities and in respect of the issue of options and convertible securities the impact on the statement of financial position, net asset value per share, net tangible asset value per share, the statement of comprehensive income, earnings per share and headline earnings per share and, if applicable, diluted earnings and headline earnings per share, or in respect of an issue of shares, an explanation, included supporting information (if any), of the intended use of the funds, will be published when the company has issued securities representing, on a cumulative basis within the earlier of the company's next annual general meeting or the expiry of the issue period, 5% (five percent) or more of the number of securities in issue prior to the issue;
- the securities which are the subject of a general issue for cash in aggregate in the issue period may not exceed 15% of the company's issued share capital (number of listed securities) (excluding of treasury shares), as at the date of this notice of annual general meeting, being 224 995 572 securities;
- in the event of a subdivision or consolidation of issued shares during the issue period, the existing authority shall be adjusted accordingly to represent the same allocation ratio;
- in determining the price at which securities may be issued in terms of this authority, the maximum discount permitted will be 10% of the weighted average traded price of such securities, as measured over the 30 trading days prior to the date that the price of the issue is agreed to in writing between the company and the party subscribing for the securities. The JSE should be consulted for a ruling if the securities have not traded in such 30-business day period;
- any such issue will only be made to public shareholders as defined in paragraphs 4.25 to 4.27 of the Listings Requirements of the JSE and not, subject to the following, to related parties:
  - related parties may participate in a general issue for cash through a bookbuild process provided:
    - related parties 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
    - 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;
- any such issue will only be securities of a class already in issue or, if this is not the case, will be limited to such securities or rights that are convertible into a class already in issue; and
- whenever the company wishes to use repurchased shares, held as treasury stock by a subsidiary of the company, such use must comply with the Listings Requirements of the JSE as if such use was a fresh issue of ordinary shares."

### **Reason for ordinary resolution number 9**

For listed entities wishing to issue shares, it is necessary for the board not only to obtain the prior authorisation of the shareholders as may be required in terms of the memorandum of incorporation of the company contemplated in ordinary resolution number 8 above, but it is also necessary to obtain the prior authorisation of shareholders in accordance with the Listings Requirements of the JSE. The reason for this resolution is accordingly to obtain a general authority from shareholders to issue shares in compliance with the Listings Requirements of the JSE. The authority granted in terms of this ordinary resolution number 9 must accordingly be read together with the authority granted in terms of ordinary resolution number 8 above and any exercise thereof will be subject to the conditions contained in this ordinary resolution number 9.

*Note: In terms of the Listings Requirements of the JSE, this resolution requires the approval of more than 75% of the votes cast by shareholders present or represented by proxy and entitled to vote at this annual general meeting.*

### **10. Ordinary resolution number 10: Authority to action**

"Resolved that any one director of the company and/or the company secretary is hereby authorised to do all such things and sign all such documents as deemed necessary to implement the ordinary and special resolutions as set out in this notice convening the annual general meeting at which these resolutions will be considered."

### **Reason for ordinary resolution number 10**

The reason for ordinary resolution number 10 is to ensure that the resolutions voted favourably upon are duly implemented through the delegation of powers provided for in terms of article 29 of the memorandum of incorporation the company.

## Special business

### 11. Special resolution number 1: Remuneration of non-executive directors

“Resolved that, in terms of the provisions of section 66(9) of the Companies Act, the annual remuneration payable to the non-executive directors of the company for their services as directors, be and is hereby approved on the following basis, effective 1 January 2023:

Category	2023	2022
<b>Board Chairman</b>	<b>R408 312 annual retainer*</b>	R408 312 annual retainer*
<b>Board member</b>	<b>R83 689 annual retainer</b> <b>R18 022 per meeting attended</b>	R53 689 annual retainer R17 002 per meeting attended
<b>Ad hoc fee</b>	<b>R2 503 per hour</b>	R2 362 per hour
<b>Audit and risk committee</b>		
Chairman	<b>R17 034 per meeting attended</b>	R16 070 per meeting attended
Member	<b>R15 145 per meeting attended</b>	R14 288 per meeting attended
<b>Remuneration and nominations committee</b>		
Chairman	<b>R17 034 per meeting attended</b>	R16 070 per meeting attended
Member	<b>R15 145 per meeting attended</b>	R14 288 per meeting attended
<b>Social, ethics and transformation committee</b>		
Chairman	<b>R17 034 per meeting attended</b>	R16 070 per meeting attended
Member	<b>R15 145 per meeting attended</b>	R14 288 per meeting attended
<b>Investment committee</b>		
Chairman	<b>R17 034 per meeting attended</b>	R16 070 per meeting attended
Member	<b>R15 145 per meeting attended</b>	R14 288 per meeting attended

\* No increase in retainer fee and no meeting attendance fee received.

#### 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.

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 annual general meeting.

### 12. Special resolution number 2: Financial assistance to related and inter-related companies

“Resolved that the board be and is hereby authorised in terms of section 45(3)(a)(ii) of the Companies Act, as a general approval (which approval will be in place for a period of two years from the date of adoption of this special resolution number 2), to authorise the group to provide any direct or indirect financial assistance (“financial assistance” will herein have the meaning attributed to such term in section 45(1) of the Companies Act) that the board may deem fit to any related or inter-related company of the group (“related” and “inter-related” will herein have the meanings attributed to those terms in section 2 of the Companies Act), on the terms and conditions and for the amounts that the board may determine.”

#### Reason for and effect of special resolution number 2

The reason for and the effect of special resolution number 2 is to provide general authority to the board for the group 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.

### 13. Special resolution number 3: Authority to repurchase shares by the company

“Resolved as a special resolution that the company and its subsidiaries be and are 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:

- the general repurchase of the shares may only be effected through the order book operated by the JSE trading system and done without any prior understanding or arrangement between the company and the counterparty;
- this general authority shall only be valid until the next annual general meeting of the company, provided that it shall not extend beyond 15 months from the date of this resolution;

## Notice of annual general meeting *(continued)*

- 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 at the time this general authority is granted ("initial number") containing full details thereof, as well as for each 3% in aggregate of the initial number of shares acquired thereafter;
- the general authority to repurchase is limited to a maximum of 20% in the aggregate in any one financial year of the company's issued share capital at the time the authority is granted;
- a resolution has been passed by the board approving the purchase, 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 group;
- the general repurchase is authorised by the memorandum of incorporation of the company;
- repurchases must not be made at a price more than 10% above the weighted average of the market value at which such ordinary shares are traded on the JSE for five business days immediately preceding the date that the transaction is effected. The JSE should be consulted for a ruling if the applicant's securities have not traded in such five business day period;
- the company may at any point in time only appoint one agent to effect any repurchase(s) on the company's behalf; and
- the company and its subsidiaries may not repurchase securities during a prohibited period as defined in paragraph 3.67 of the Listings Requirements of the JSE, unless:
  - the company had a repurchase programme in place and the programme has been submitted to the JSE prior to the prohibited period commencing;
  - only one independent third party has been instructed to execute the repurchase programme prior to the prohibited period commencing;
  - the repurchase programme includes the name and date of appointment of the independent third party instructed to execute the repurchase programme, the commencement and termination date of the repurchase programme and the fixed number of securities to be traded during the period.

### **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 the memorandum of incorporation of the company and the Listings Requirements of the JSE for the acquisition by the company and/or its subsidiaries of shares issued by it on the basis reflected in the special resolution.

In terms of the Listings Requirements of the JSE any general repurchase by the company and/or its subsidiaries must, *inter alia*, be limited to a maximum of 20% of the company's issued share capital in any one financial year of that class at the time the authority is granted.

### **Other business**

To transact such other business as may be transacted at an annual general meeting or raised by shareholders with or without advance notice to the company.

## **Information relating to the special resolutions**

### **1. General authority to purchase shares**

The directors of the company or its subsidiaries will only utilise the general authority to repurchase shares of the company and/or the subsidiary as set out in special resolution number 3 to the extent that the directors, after considering the maximum shares to be purchased, are of the opinion that the group position would not be compromised as to the following:

- the group's ability in the ordinary course of business to pay its debts for a period of 12 months after the date of this annual general meeting and for a period of 12 months after the repurchase;
- the consolidated assets of the group will at the time of the annual general meeting and at the time of making such determination be in excess of the consolidated liabilities of the group. The assets and liabilities should be recognised and measured in accordance with the accounting policies used in the latest audited annual financial statements of the group;
- the ordinary capital and reserves of the group after the purchase will remain adequate for the purpose of the business of the group for a period of 12 months after the annual general meeting and after the date of the share repurchase; and
- the working capital available to the group after the repurchase will be sufficient for the group's requirements for a period of 12 months thereafter and the directors have passed a resolution authorising the repurchase, resolving that the company has satisfied the solvency and liquidity test as defined in the Companies Act and resolving that since the solvency and liquidity test had been applied, there have been no material changes to the financial position of the group.

## 2. Other disclosures in terms of section 11.26 of the Listings Requirements of the JSE

For the purposes of considering special resolution number 3, and in compliance with paragraph 11.26 of the Listings Requirements, the information listed below has been included in the integrated annual report, in which this notice of annual general meeting is included, at the places indicated:

- major shareholders (page 145 of the integrated annual report); and
- share capital of the company (pages 122 to 123 of the integrated annual report).

## 3. Litigation statement

The company is not involved in any legal or arbitration proceedings, nor are any proceedings pending or threatened of which the company is aware that may have or have had in the previous 12 months, a material effect on the company's financial position.

## 4. Responsibility statement

The directors, whose names are reflected on pages 70 to 71 of the integrated annual report of which this notice of annual general meeting forms part, collectively and individually accept full responsibility for the accuracy of the information pertaining to this special resolution number 3 and certify that to the best of their knowledge and belief there are no facts in relation to this special resolution that have been omitted which would make any statement false or misleading and that all reasonable enquiries to ascertain such facts that have been made and that the notice of annual general meeting contains all information required by law and the Listings Requirements of the JSE.

## 5. Material changes

Other than the facts and developments reported on in the integrated annual report, there have been no material changes in the financial or trading position of the company and its subsidiaries since the date of signature of the audit report up to the date of this notice of annual general meeting.

## 6. Direct or indirect financial assistance

For purposes of special resolution number 2, the board will only utilise the general authority bestowed upon them to provide direct or indirect financial assistance related to inter-related companies to the extent that the directors, after considering the amount of financial assistance to be granted, are of the opinion that:

- Immediately after providing the financial assistance, the company would satisfy the solvency and liquidity test (as defined in the Companies Act;
- the terms under which the financial assistance is proposed to be given are fair and reasonable to the company; and
- all conditions or restrictions regarding the granting of financial assistance as set out in the memorandum of incorporation of the company have been satisfied and the board has passed a resolution authorising the grant of the said financial assistance ("the board resolution") under their general authority so granted, the company which will then provide written notice of the board resolution to all shareholders:
  - within 10 days after adoption of the board resolution, if the total value of all loans, debts, obligations or assistance contemplated in that resolution, together with any previous such resolution(s) during the financial year, exceeds one-tenth of 1% of the company's net worth at the time of the board resolution; or
  - within 30 business days after the end of the financial year, in any other case.

By order of the board



**Sirkien van Schalkwyk**

*Company secretary*

29 March 2023

## Notes

[illegible]



# Form of proxy

## Workforce Holdings Limited

Incorporated in the Republic of South Africa  
(Registration number: 2006/018145/06)  
Share code: WKF ISIN: ZAE000087847  
("Workforce" or "the company" or "the group")

FORM OF PROXY – for use by certificated and "own-name" dematerialised shareholders only at the annual general meeting of shareholders to be held entirely by electronic format via Microsoft Teams at 10:00 on Friday, 26 May 2023 ("the annual general meeting") and any adjournment thereof.

Dematerialised ordinary shareholders holding ordinary shares other than with "own-name" registration who wish to attend the annual general meeting must inform their Central Securities Depository Participant ("CSDP") or broker of their intention to attend the annual general meeting and request their CSDP or broker to issue them with the relevant letter of representation to attend the annual general meeting in person or by proxy and vote. If they do not wish to attend the annual general meeting in person or by proxy, they must provide their CSDP or broker with their voting instructions in terms of the relevant custody agreement entered into between them and the CSDP or broker. These ordinary shareholders must not use this form of proxy.

I/We (please print name in full)

of (address)

being a shareholder/s of Workforce Holdings Limited, holding shares in the company, hereby appoint:

1. or, failing him/her,
2. or, failing him/her,
3. or, failing him/her,

4. the chairman of the annual general meeting, as my 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 31 December 2022			
Ordinary resolution number 1: To re-elect John Macey as a director			
Ordinary resolution number 2: To re-elect Kyansambo Vundla as a director			
Ordinary resolution number 3: Confirmation of auditors' reappointment			
Ordinary resolution number 4: Reappointment of Kyansambo Vundla as a member and chairman of the audit and risk committee			
Ordinary resolution number 5: Reappointment of John Macey a member of the audit and risk committee			
Ordinary resolution number 6: Reappointment of Shelley Thomas a member of the audit and risk committee			
Ordinary resolution number 7: 7.1 Endorsement of remuneration policy			
Ordinary resolution number 7: 7.2 Endorsement of the implementation report			
Ordinary resolution number 8: Placing of unissued shares under the directors' control			
Ordinary resolution number 9: General authority to issue shares, and to sell treasury shares, for cash			
Ordinary resolution number 10: Authority to action			
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: General authority to the company to repurchase shares			

(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 2023

Signature

# Notes to proxy

1. The form of proxy must only be completed by shareholders who hold ordinary shares in certificated form or who are recorded on the sub-register in electronic form in "own name".
2. All other beneficial owners who have dematerialised their shares through a CSDP or broker and wish to attend the annual general meeting must provide the CSDP or broker with their voting instructions in terms of the relevant custody agreement entered into between them and the CSDP or broker.
3. A shareholder entitled to attend and vote at the annual general meeting may insert the name of a proxy or the names of two alternate proxies (none of whom need be a shareholder of Workforce) of the shareholder's choice in the space provided, with or without deleting "the chairman of the meeting". The person whose name stands first on this form of proxy and who is present at the annual general meeting will be entitled to act as proxy to the exclusion of those proxy(ies) whose names follow. Should this space be left blank, the proxy will be exercised by the chairman of the annual general meeting.
4. A shareholder is entitled to one vote on a show of hands and, on a poll, one vote in respect of each ordinary share held. A shareholder's instructions to the proxy must be indicated by the insertion of the relevant number of votes exercisable by that shareholder in the appropriate space provided. If an "X" has been inserted in one of the blocks to a particular resolution, it will indicate the voting of all the shares held by the shareholder concerned. Failure to comply with this will be deemed to authorise the 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 exercisable thereat. A shareholder or the proxy is not obliged to use all the votes exercisable by the shareholders or by the proxy, but the total of the votes cast and in respect of which abstention is recorded may not exceed the total of the votes exercisable by the shareholder or the proxy.
5. A vote given in terms of an instrument of proxy shall be valid in relation to the annual general meeting notwithstanding the death, insanity or other legal disability of the person granting it, or the revocation of the proxy, or the transfer of the ordinary shares in respect of which the proxy is given, unless notice as to any of the aforementioned matters shall have been received by the transfer secretaries not less than 48 hours before the commencement of the annual general meeting.
6. If a shareholder does not indicate on this form that his/her proxy is to vote in favour of or against any resolution or to abstain from voting, or gives contradictory instructions, or should any further resolution(s) or any amendment(s) which may properly be put before the annual general meeting be proposed, such proxy shall be entitled to vote as he/she thinks fit.
7. 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.
8. A shareholder's authorisation to the proxy including the chairman of the annual general meeting, to vote on such shareholder's behalf, shall be deemed to include the authority to vote on procedural matters at the annual general meeting.
9. The completion and lodging of this form of proxy will not preclude the relevant shareholder from attending the annual general meeting and speaking and voting in person thereat to the exclusion of any proxy appointed in terms hereof.
10. Documentary evidence establishing the authority of a person signing the form of proxy in a representative 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 annual general meeting.
11. A minor or any other person under legal incapacity must be assisted by his/her parent or guardian, as applicable, unless the relevant documents establishing his/her capacity are produced or have been registered by the transfer secretaries of the company.
12. Where there are joint holders of ordinary shares:
  - any one holder may sign the form of proxy; or
  - the vote(s) of the senior ordinary shareholders (for that purpose seniority will be determined by the order in which the names of ordinary shareholders appear in the company's register of ordinary shareholders) who tenders a vote (whether in person or by proxy) will be accepted to the exclusion of the vote(s) of the other joint shareholder(s).
13. For administrative purposes only, forms of proxy should be lodged with or mailed to JSE Investor Services.
 

Hand deliveries to:	Postal deliveries to:
13th Floor, Rennie House	PO Box 4844
19 Ameshoff Street	Johannesburg, 2000
Johannesburg, 2001	

to be received by no later than 10:00 on Wednesday, 24 May 2023 (or 48 (forty-eight) hours before any adjournment of the AGM which date, if necessary, will be notified on SENS).
14. A deletion of any printed matter and the completion of any blank space need not be signed or initialled. Any alteration or correction must be signed and not merely initialled.
15. Summary of the rights of a shareholder to be represented by proxy, as set out in section 58 of the Companies Act:
  - a proxy appointment must be in writing, dated and signed by the shareholder appointing a proxy, and, subject to the rights of a shareholder to revoke such appointment (as set out below), remains valid only until the end of the relevant shareholders' meeting;
  - a proxy may delegate the proxy's authority to act on behalf of a shareholder to another person, subject to any restrictions set out in the instrument appointing the proxy;
  - the appointment of a proxy is suspended at any time and to the extent that the shareholder who appointed such proxy chooses to act directly and in person in the exercise of any rights as a shareholder;
  - the appointment of a proxy is revocable by the shareholder in question cancelling it in writing, or making a later inconsistent appointment of a proxy, and delivering a copy of the revocation instrument to the proxy and to the company. The revocation of a proxy appointment constitutes a complete and final cancellation of the proxy's authority to act on behalf of the shareholder as of the later of (a) the date stated in the revocation instrument if any; and (b) the date on which the revocation instrument is delivered to the company as required in the first sentence of this paragraph; and
  - if the instrument appointing the proxy or proxies has been delivered to the company, as long as that appointment remains in effect, any notice that is required by the Companies Act or the memorandum of incorporation of the company to be delivered by the company to the shareholder, must be delivered by the company to (a) the shareholder, or (b) the proxy or proxies, if the shareholder has (i) directed the company to do so in writing; and (ii) paid any reasonable fee charged by the company for doing so.

Attention is also drawn to the "Notes to proxy".

- The completion of a form of proxy does not preclude any shareholder from attending the annual general meeting.

# Appendix 1

## Electronic participation form

Shareholders or their duly appointed proxy(ies) that wish to participate in the annual general meeting via electronic means ("Participant(s)") are requested to deliver written notice in the form of Appendix 1 to the notice of annual general meeting ("Appendix 1") to the company's transfer secretary, JSE Investor Services Proprietary Limited ("JSE Investor Services"), by delivering the duly completed Appendix 1 to:

13th Floor, Rennie House, 19 Ameshoff Street, Johannesburg, 2001, or posting it to PO Box 4844, Johannesburg, 2000 (at the risk of the Participant), or by email to [meetfax@jseinvestorservices.co.za](mailto:meetfax@jseinvestorservices.co.za) so as to be received by JSE Investor Services by no later than 10:00 on Wednesday, 24 May 2023.

Participants participating via electronic means will still need to submit completed proxy forms in order for their votes to be counted. The company shall, by no later than 14:00 on Thursday, 25 May 2023, notify Participants that have delivered valid notices in the form of Appendix 1, by email of the relevant details through which Participants can participate electronically.

## Appendix 1 *(continued)*

### Participation in the annual general meeting via electronic communication

#### Capitalised terms used in this form shall bear the meanings ascribed thereto in the notice of AGM to which this participation form is attached

Shareholders or their duly appointed proxy(ies) that wish to participate in the annual general meeting via electronic communication (Participants), must apply to JSE Investor Services, by delivering the duly completed form of proxy to:

13th Floor, Rennie House, 19 Ameshoff Street, Johannesburg, 2001, or posting it to PO Box 4844, Johannesburg, 2000 (at the risk of the Participant), or by email to [meetfax@jseinvestorservices.co.za](mailto:meetfax@jseinvestorservices.co.za) so as to be received by JSE Investor Services by no later than 10:00 on Wednesday, 24 May 2023. JSE Investor Services will first validate such requests and confirm the identity of the shareholder in terms of section 63(1) of the Companies Act, and, if the request is validated, further details on using the electronic communication facility will be provided.

#### Important notice

The company shall, by no later than 14:00 on Thursday, 25 May 2023, notify Participants that have delivered valid notices in the form of this form, by email of the relevant details through which Participants can participate electronically.

#### Application form

Full name of Participant:

ID number:

Email address:

Cell number:

Telephone number: (code)

(number)

Name of CSDP or broker (if shares are held in dematerialised format):

Contact number of CSDP/broker:

Contact person of CSDP/broker:

Number of shares certificate (if applicable):

Signature:

Date:

#### Terms and conditions for participation in the annual general meeting via electronic communication

1. The cost of electronic participation in the annual general meeting is for the expense of the Participant and will be billed separately by the Participant's own service provider.
2. The Participant acknowledges that the electronic communication services are provided by third parties and indemnifies Workforce against any loss, injury, damage, penalty or claim arising in any way from the use or possession of the electronic services, whether or not the problem is caused by any act or omission on the part of the Participant or anyone else. In particular, but not exclusively, the Participant acknowledges that he/she will have no claim against the company, whether for consequential damages or otherwise, arising from the use of the electronic services or any defect in it or from total or partial failure of the electronic services and connections linking the Participants via the electronic services to the annual general meeting.
3. Participants should note that they will not be able to vote during the annual general meeting. Should Participants wish to vote, they should, in accordance with the instructions included in the notice of annual general meeting, as may be applicable, either:
  - 3.1 complete the proxy form and return it to JSE Investor Services; or
  - 3.2 contact their CSDP or broker.
4. The application to participate in the annual general meeting electronically will only be deemed successful if this application form has been completed and signed by the Participant.
5. Workforce cannot guarantee there will not be a break in electronic communication that is beyond the control of the company.

Participant's name

Signature

Date

## Notes

[illegible]

## Notes

[illegible]

# Corporate information

## Executive directors

RS Katz  
WP van Wyk

## Non-executive directors

JR Macey (Chairman) (Independent)  
S Thomas (Independent)  
KN Vundla (Independent)  
S Naidoo

## Company secretary

S van Schalkwyk

## Designated advisor

Merchantec Capital

## Registered office

11 Wellington Road  
Parktown 2193  
PO Box 11137  
Johannesburg  
2000

## Business address

11 Wellington Road  
Parktown 2193  
PO Box 11137  
Johannesburg  
2000

## Transfer secretaries

JSE Investor Services  
13th Floor  
19 Ameshoff street  
Braamfontein  
2001

## Commercial bankers

ABSA Business Bank

## Company registration number

2006/018145/06

## Website address

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

# Manifesto

**We believe a job is not just a job; it is a life-changing opportunity for an individual.**

**A job is a path to a quality life for the individual and a valuable investment for the stakeholder.**

Our business has always been about people and how to change people's lives for the better. We've spent years learning about our industry and the people we work with; client, candidate and stakeholder. We've always been on a quest to uplift people, not just giving them an opportunity to work, but also ensuring that they have the tools to be productive through training, healthcare, employee benefits and lifestyle products. We've forged ahead in this quest and today not only do we give people an opportunity to work so that they can build a life for them and their loved ones, but we also uplift them through training and skills development and ensure that they are healthy and happy individuals.

**But this is a never-ending quest because there are always more lives to be changed, more value to gain from investing in people.**

We are here to stay, because while we strive to make an impact we want that impact to be sustainable. At our heart, we are many, all working towards a common goal, working together and supporting each other in every endeavour.

And we are here to uplift people and grow our business in the process.

**Uplifting people. Growing business.**

We want Workforce to stand for "upliftment and growth" – let it build over time. That is what the name Workforce Holdings becomes synonymous with.



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