BRIDGEFORT CAPITAL LIMITED

ANNUAL REPORT

2023

TABLE OF CONTENTS

DEFINITIONS

BridgeFort or Company	BridgeFort Capital Limited
EGM	Extraordinary General Meeting
GRI	Global Reporting Initiative
MedTech Distribution	MedTech Distribution (Private) Limited, formerly Zvemvura Trading
ZSE	The Zimbabwe Stock Exchange

ABOUT THIS REPORT

INTRODUCTION

BridgeFort Capital Limited is a Zimbabwe Stock Exchange listed private equity investment holding company targeting a combination of strategic and controlling stakes in different portfolios of companies in Zimbabwe.

The Board is committed to the quality and standard of our reporting and disclosure each year so that it remains meaningful and measurable for our stakeholders.

BridgeFort currently has two classes of shares trading on the ZSE, each of which is linked to an underlying portfolio. The management team is responsible for sourcing, negotiating, concluding and executing investment opportunities for the Company. All material investment decisions, including but not limited to the acquisition and disposal of investments, require the approval of the Board of Directors of the Company. Depending on the categorization of the transaction in terms of the ZSE Listing Requirements as set out in SI 134 of 2019, approval may also be required from the shareholders of the class of shares related to the transaction.

SCOPE OF THIS REPORT

This report has been prepared with guidance from the GRI Sustainability Reporting Standards and the principles contained in the National Code on Corporate Governance for Zimbabwe. It is also prepared using International Financial Reporting Standards (IFRS), the Companies and other Business Entities Act and the ZSE Listings Requirements.

This report combines the financial and non-financial performance of BridgeFort and covers the financial year ended 31 December 2023.

The Board has concluded that the report should not cover the activities of BridgeFort's investee companies except insofar as it is relevant to an assessment of the Company's investment interest in those entities. Through representation on the investee boards however, the Company exercises influence over the socio-economic, ethical and environmental policies and practices of investees.

MATERIALITY

BridgeFort acknowledges that it is necessary to determine the importance of matters that are material to the Company and thus warrant inclusion in the integrated annual report.

Those charged with governance are involved in the materiality determination process in order for the Company to determine how best to disclose its performance in a meaningful and transparent manner. Not all information relating to the Company and its activities is considered material for purposes of this integrated annual report. Information of significant importance in terms of its known or potential effect on value creation has been considered relevant for inclusion in this report.

EXTERNAL ASSURANCE

Independent audit assurance on the financial statements as at 31 December 2023 has been provided by PKF Chartered Accountants. No further third-party assurance in respect of this integrated annual report was obtained.

FORWARD LOOKING STATEMENTS

The integrated annual report may contain statements regarding the future financial performance of the Company and/or its investee companies which may be considered to be forward looking statements. It is important to note that, unless otherwise indicated, forward looking statements indicate the Company's expectations and have not been reviewed or reported on by the auditors. Forward-looking statements are not guarantees of future outcomes outlined therein. Readers are cautioned not to place undue reliance on forward-looking statements.

BUSINESS OVERVIEW

SIGNIFICANT MILESTONES

1997 – 2021	The Company built a portfolio of subsidiaries focused primarily on medical supplies and listed on the ZSE. This was then expanded to include Fast Moving Consumer Goods (FMCGs), imaging and pharmaceuticals. The various businesses were gradually wound down or disposed of, leaving the focus on FMCGs through Zvemvura Trading (Private) Limited, trading as MedTech Distribution, and its manufacturing subsidiary, Chicago Cosmetics (Private) Limited.
2021	Name change and conversion of MedTech Holdings Limited into BridgeFort Capital Limited, now focused on private equity and having the MedTech FMCG businesses as its initial portfolio investment linked to the Class A Preferred Shares. Listed class B shares are put in place to facilitate envisaged future transactions and this class of shares houses a receivable linked to 50.1% of the value of a property in Sunway City.

PORTFOLIO INVESTMENTS AND OVERVIEW

Class A Preferred Shares – Consumer Goods

50.1% of MedTech Distribution (Private) Limited, formerly Zvemvura Trading
The business is primarily a distributor of consumer goods manufactured by Amka Products in South Africa and Chicago Cosmetics. The products include personal and hair care lines such as Satiskin, Clere, Shower to Shower, Easy Waves, Jabu Stone, Sofn'free and Top Society. The main customers are supermarkets and wholesalers.

25.6% of Chicago Cosmetics (Private) Limited (51% owned by MedTech Distribution)
Chicago Cosmetics manufactures several of the higher volume, lower value lines sold by MedTech Distribution.

Class B Preferred Shares

There are currently no portfolio investments under the Class B Preferred Shares. The only asset within this portfolio is a receivable from MedTech Distribution of USD120,000.

INVESTMENT MANAGEMENT AND POLICY

Typical private equity funds have a separate investment manager whereas in BridgeFort's case, this is effectively housed under the ordinary shares of the Company. As part of the creation of BridgeFort out of MedTech, it was agreed that typical private equity management fees would not be payable but rather that MedTech Distribution will share the costs necessarily incurred by BridgeFort. Investment management and incentive fees will be determined in due course when additional investments are concluded. Such additions to the portfolio will also share in the costs incurred by BridgeFort thereby reducing the cost to MedTech Distribution.

There have been no changes to the investment management policy as published in the circular to shareholders for the EGM held on 15 November 2021. The policy is available on our website, www.bridgefortcapital.com.

RISK MANAGEMENT POLICY

There have been no changes to the risk management policy as published in the circular to shareholders for the EGM held on 15 November 2021. The policy is available on our website www.bridgefortcapital.com.

CHAIRMAN'S STATEMENT

INTRODUCTION

It is my pleasure to present to you my statement for the year ended 31 December 2023 in which there was a change in functional currency for BridgeFort Capital Limited. The results largely reflect fair value adjustments whilst additional investment opportunities are being pursued.

SUSTAINABILITY

We face big challenges in today's world: poverty, hunger, inequality and climate change are just some of the issues we need to address urgently. Big challenges need bold actions to overcome them, and that is where the Global Goals/Sustainable Development Goals come in and we all have a role in achieving them. Sustainability reporting is a legal requirement in terms of SI 134 of 2019 and the Company has adopted the GRI Standards in this regard.

OPERATING ENVIRONMENT

The macroeconomic environment continues to be difficult and unpredictable. With the lack of meaningful inflation figures, the exchange rate is used as a proxy for inflation. The official US Dollar exchange rate was 6,104 on 31 December 2023 having increased from 671 over the year - indicating inflation of 810% (2022 – 515%). The parallel rate was approximately 10,200 at the end of the 2023 having started at about 1,000 - indicating inflation of 820% (2022 – 355%). The total consumption poverty line ("TCPL") as reported by Zimstat increased from ZWL29,219 in December 2022 to ZWL 140,253 in December 2023 indicating inflation of 380% which is substantially less than the inflation implied by the movement in the exchange rate.

The value of ZWL transactions as compared to USD decreased over the year and they are estimated to make up around 20% of total transactions. Whilst the local currency is losing relevance in the economy, it is a threat to formal business, particularly the large retail chains, and accounts for significant distortions in the market.

The operating environment remained difficult and unpredictable during the period.

2023 FINANCIAL REVIEW

The comprehensive profit for the year is almost entirely made up of fair value adjustments relating to the valuation of the portfolio investments.

DIVIDEND

The Directors resolved not to declare a final dividend as no distributable dividend was received by the Company.

DIRECTORATE AND COMPANY SECRETARY

There have been no changes in the directorate since the last annual report was published. Michael Nicholson was appointed as the company secretary during the year.

OUTLOOK

The macroeconomic environment deteriorated during the first quarter with runaway exchange rates and a number of tax changes, many of which make formal business less competitive with the informal sector. Measures such as the route to market legislation has been dialled back to some extent but which is unlikely to fully resolve the challenges unless they are removed completely. The withholding tax on payments to non-compliant businesses/people of 30% is excessive and may be more effective if it reverted to 10%. This is essentially a ban on trading with the robust informal sector. The introduction of ZiG on 8 April 2024 accompanied by a commitment to control money supply and eliminate quasi fiscal activities has seen a significant improvement in exchange rate stability. The imposition of VAT on supplies such as chicken and beef, amongst others, has been a boon for the informal sector and threatens the survival of formal sector players.

The year has started off slowly with many businesses reporting reduced volumes. Electricity generation is a concern, and the price has moved from being unrealistically cheap to being expensive – much like City of Harare rates bills and various other charges. The biggest threat to formal businesses this year is the potential for the Reserve Bank to debase the USD Nostro balances which would be disastrous for the economy. There are already concerns in this regard.

The transaction with Diaspora Kapita is a priority for management and is receiving their undivided attention. The December 2023 pro-forma results for the target companies have been received although the audit report thereon is awaited. Management is now working on finalising the legal agreements and circular to shareholders.

APPRECIATION

I wish to extend my appreciation to my fellow board members, shareholders, management, staff and other stakeholders for their continued support and look forward to working with them in the coming year.

Dr C. Beddies
Chairman
6 June 2024

CHIEF EXECUTIVE OFFICER'S REPORT

INTRODUCTION

The year saw us pursuing various transactions, although for the past several months focus has been on concluding a transaction with Diaspora Kapita. We aim to conclude this transaction in the near future.

FINANCIAL HIGHLIGHTS

Class A Portfolio – Consumer Goods

The Class A portfolio primarily includes 50.1% of MedTech Distribution (Private) Limited (formerly Zvemvura Trading) and Chicago Cosmetics (Private) Limited, a 51% subsidiary of MedTech Distribution, jointly referred to as MedTech.

A summary of the ZWL inflation adjusted and historic cost financial information for the Class A portfolio is presented below. The inflation adjusted figures use the TCPL as the basis for determining inflation although this is significantly different to exchange rate movements, which is the primary driver of inflation in the business. Internally, management prepares USD management accounts to measure performance which figures form the basis of the commentary below. These figures differ significantly from the inflation adjusted results and hence we advise users to exercise caution on the reliance and use of the inflation adjusted figures.

In USD terms, MedTech sales declined by 2% whilst gross profit declined by 16% due to a reduction in higher margin distribution sales and an increase in manufactured products at a lower margin. In terms of income statement performance as measured by the change in the equity value in USD, MedTech incurred a loss of about USD260 thousand with USD130 thousand of this being attributable to the Class A Portfolio. Chicago Cosmetics made a small profit whilst the distribution business suffered from exchange losses on ZWL balances. The business struggled to adequately hedge ZWL debtors and experienced significant delays in payments from the key supermarket customers. This loss highlights the unsustainability of sales to the formal retail sector in local currency when this can't be hedged with bank borrowings. Unfortunately, MedTech Distribution is a small supplier of slow-moving products and has not been able to improve on the credit terms or the currency of invoicing.

During the year under review, a payment of USD170 thousand was received from the Reserve Bank for legacy debts, which provided some much-needed relief for MedTech and their suppliers.

Foreign currency purchased through the auction last year amounting to USD60 thousand remains unpaid by the Reserve Bank and is now a long-term ZiG receivable in terms of the monetary policy announcement which introduced ZiG. There is potential for significant devaluation of this amount.

Summary information on MedTech	INFLATION ADJUSTED		HISTORIC COST	
	31 December 2023 ZW$ 000	31 December 2022 ZW$ 000	31 December 2023 ZW$ 000	31 December 2022 ZW$ 000
Total comprehensive income attributable to MedTech	2,868,261	2,083,434	2,333,505	351,497
Consolidated net asset value excluding outside shareholders interests in MedTech subsidiaries	7,989,194	5,120,933	2,779,812	446,307
Percentage owned by BridgeFort	50.10%	50.10%	50.10%	50.10%
BridgeFort share of comprehensive income - Class A portfolio	1,436,999	1,043,800	1,169,086	176,100
BridgeFort share of net asset value - Class A portfolio	4,002,586	2,565,587	1,392,686	223,600
Number of Class A Preferred Shares in issue	12,000,000	12,000,000	12,000,000	12,000,000
	ZWL Dollars	**ZWL Dollars**	**ZWL Dollars**	**ZWL Dollars**
Comprehensive income per Class A Preferred Share	119.75	86.98	97.42	14.67
Net asset value per Class A Preferred Share	333.55	213.80	116.06	18.63
ZSE share price at year end	17.00	8.00	17.00	8.00
	0.00	0.01		
	USD	**USD**		
Total fair value attributable to the Class A shareholders as reported in the BridgeFort financial statements	360,001	140,284		
	US Cents	**US Cents**		
Fair value per Class A share	3.00	1.17		

Class B Portfolio

The Class B portfolio reflects a receivable of USD120,000 from MedTech Distribution.

Plans regarding the Class C Portfolio will be elaborated on in a planned circular to shareholders targeted to be released in the near future.

Summary information on Class B Preferred Shares		
	31 December 2023	31 December 2022
	USD	**USD**
Total fair value attributable to the Class B shareholders as reported in the BridgeFort financial statements	120,000	50,987
Number of Class A Preferred Shares in issue	1,342,000	1,342,000
	US Cents	**US Cents**
Underlying fair value per Class A Preferred Share	8.94	3.80
	ZWL Dollars	**ZWL Dollars**
ZSE share price at year end	33.65	26.00

OUTLOOK

Our current focus is on the move of the listing to the Victoria Falls Stock Exchange and concluding a transaction with Diaspora Kapita.

APPRECIATION

I would like to extend my sincere thanks to the Board for their invaluable guidance and input and to our shareholders and other stakeholders for their continued support.

Vernon Lapham
Chief Executive Officer
6 June 2024

SUSTAINABILITY REPORT

THE ORGANISATION AND ITS REPORTING PRACTICES

BridgeFort Capital Limited is a public company incorporated in Zimbabwe in accordance with the Companies and other Business Entities Act. The Company has the following classes of shares in issue:

Share class	Ordinary Shares	Class A and B Preferred Shares	Class C and D Preferred Shares
Ownership	Privately held	Publicly held and listed on the ZSE	Publicly held unlisted shares

Shareholders with more than 2.5% shareholding:

Shareholder	**Ordinary**		**Class A**		**Class B**		**Class C & D**	
	Shares	%	Shares	%	Shares	%	Shares	%
Vesticor Invesments (Pvt) Ltd	35,000	35.0%						
The Private Equity Growth Trust	65,000	65.0%						
Westminster Holdings (Africa) Limited			3,850,461	32.1%	430,607	32.1%	105,887	32.1%
Titanium Marketing and Distribution (Pvt) Ltd			3,533,020	29.4%	395,107	29.4%	97,157	29.4%
GPC Trust			1,265,965	10.5%	141,575	10.5%	34,813	10.5%
Purpose Asset Management					61,171	4.6%		
Patel, Mahesh			402,883	3.4%	45,055	3.4%	11,079	3.4%
African Medallion (Pvt) Ltd			370,901	3.1%	41,479	3.1%	10,199	3.1%
Other shareholders			2,576,770	21.5%	227,006	16.9%	70,865	21.5%
Total	100,000		12,000,000		1,342,000		330,000	

The Company operates from 7 Bernard Avenue, Rolf Valley, Harare and its operations are entirely based in Zimbabwe.

This sustainability report covers BridgeFort Capital Limited and not the investee companies. Portfolio investments held by the Company with outside shareholders require buy-in from such shareholders to report on sustainability and such reporting will be presented separately by these companies. BridgeFort will make reference to available investee company sustainability reports and will use its position on the boards of the portfolio investments and as shareholders to advocate sustainability reporting.

Sustainability reporting is aligned to the financial year of 1 January to 31 December of each year and shall be reported on annually. For any questions regarding the report, please contact mike@bridgefortcapital.com. No external assurance has been obtained in the preparation of the sustainability report for the current year. Sustainability is key to the sustainable growth of the Company and is under the purview of the board of directors.

ACTIVITIES AND WORKERS

The Company operates as a private equity investment holding company. The acquisition value chain involves scanning the market for opportunities, assessing potential acquisitions, negotiating suitable acquisitions and concluding these. On an ongoing basis, the Company is then involved in overseeing the investment, reporting, and hands on support in driving the strategy and its execution.

During the year under review, the Company had no employees as the work required on the company was performed by the ordinary shareholders for no charge.

GOVERNANCE

For the 2023 year the Company's governance was dealt with by the board of directors and the various board committees. Committees are in place as required by the National Code on Corporate Governance. During the year the following were the directors:

Director	**Date appointed or resigned**	**Classification**
V. Lapham	appointed 15 November 2021	Chief Executive Officer
Dr C. Beddies	appointed 15 November 2021	Independent non-executive (chairman)
W. Marere	appointed 15 November 2021	Independent non-executive (audit committee chairman)
P. Masamba	appointed 15 November 2021	Independent non-executive (risk committee chairman)
O. Lutz	appointed 15 November 2021	Independent non-executive (remuneration committee chairman)
M. Nicholson	appointed 25 March 2022	Chief Financial Officer

Profiles of the current board of directors is available on our website, www.bridgefortcapital.com.

The Directors declare on an ongoing basis all conflicts and potential conflicts of interest to the Board, a register of which is considered at all Board and Committee meetings. Declaration of Directors' interests is a standing Board agenda item at the outset of each meeting. A conflicted Director is not allowed to take part in the relevant discussion or decision and is not counted when determining whether a meeting is quorate.

The nomination and selection of Directors is done by the nominations committee of the Board who will consider input from stakeholders as well as diversity, independence, standing, integrity, experience and requisite skills.

A process of board evaluation has not yet been adopted.

The executive team is responsible for developing and proposing the Company's vision, mission, purpose, values, strategies, policies and goals in relation to all aspects of the business and its sustainability whilst the role of the board is to consider, modify and adopt these and hence is ultimately responsible.

DIRECTORS' INTERESTS

V. Lapham held 203,376 Class A, 62,341 Class B, 220 Class C and D Preferred Shares of the Company as at 31 December 2023 (31 December 2022 – 202,000 Class A, 62,043 Class B, 220 Class C and D Preferred Shares). In addition, V. Lapham is a beneficiary of his family trust which owns Vesticor Investments (Private) Limited which holds 35% of the ordinary shares and is also a beneficiary of The Private Equity Growth Trust which owns 65% of the ordinary shares as at 31 December 2023 – these percentages are unchanged from 31 December 2022.

STRATEGY, POLICIES AND PRACTICES

Vision

To be the leading listed private equity company, and a catalyst of economic growth, in Zimbabwe.

Mission

To be the bridge between attractive businesses requiring capital or liquidity and investors looking to access previously inaccessible investments with ease through the ZSE.

Principles

We value sustainable profitable growth, highly motivated teams with aligned interests and professional governance. We believe in companies that are focussed and ambitious with founders or hired guns that want to scale up. We know from experience, as fellow entrepreneurs, the discipline it requires to start a business, scale a business, and build depth of management for continuity.

VALUE ADDITION

BridgeFort works closely with investee company management teams to formulate strategy and pursue growth opportunities to drive superior investment returns. Whilst we generally will not participate in day-to-day portfolio company operations, we provide Board-level advice, informally and at board meetings, and governance expertise to management teams. BridgeFort seeks control of, or significant influence over, all major business decisions that may significantly impact a company’s value.

Our efforts to assist management include, among other things, developing and refining strategic objectives, providing a third-party perspective on company performance, designing incentive structures, and ensuring required financial and other information is provided and analysed in a timely fashion. BridgeFort aims to structure management incentives with the aim of ensuring our alignment of interests and retention of key executives.

SUSTAINABILITY

BridgeFort believes in being a good corporate citizen and balancing an otherwise purely profit motive with people, planet and prosperity. The conversion of the Company into a private equity investment holding company has seen the introduction of a new executive team and board of directors. With this change, the management team are still working through the enhancement of sustainability reporting, sector standards, the identification of material topics and resultant topic standards, as well as tracking and measurement. This process is leading to the building of inhouse skills which will serve the Company well in future reporting, sharing this acquired knowledge with the Board and also in assisting and guiding investee companies. An effective corporate social responsibility program is also required when resources permit. Stakeholder engagement will also be a key determinant in guiding the Board on sustainability.

MATERIAL RISKS

Risk and impact	*Response*
Money supply growth – inflation and devaluation	
Increasing money supply results in inflation and devaluation of the local currency. The formal economy transacts in both foreign and local currencies. The risk of holding any net local currency monetary assets is significant due to rapid loss of value. The local currency has little to no use as a store of value and accelerating inflation makes transactional use of the local currency increasingly difficult.	The Company aims to hold minimal net monetary assets in local currency and for investee companies, this will also be a key reporting matter and the board appointees will advocate for the same approach.
The real value of bank facilities devalues rapidly resulting in continual applications to increase these facilities along with security registration with the associated costs, delays and working capital implications.	The Company has no bank facilities. Portfolio companies must nurture and maintain strong banking relationships to aid in the facility renewal processes.
The Company is listed on the ZSE which trades in local currency - raising capital in inflationary times is risky for businesses due to the length of time of the processes involved and loss of real value through inflation during this timeframe. Acquisitions will be largely, if not entirely, settled in shares under the current inflationary environment although vendors may find this unattractive thereby limiting the acquisitive growth of the Company.	The Company is pursuing the listing of both classes of shares on the Victoria Falls Stock Exchange simultaneously with the conclusion of a transaction with Diaspora Kapita.

Regulatory and policy changes

Policies and regulatory changes are common and this unpredictability and inconsistency negatively effects business sentiment and makes doing business in Zimbabwe complex and more difficult than it could otherwise be.

The Company and portfolio investments are forced to react to changes as they are pronounced to deal with the changes in the best interests of the businesses.

Informalisation of the economy

The negative effects of regulation, policies, inflation, devaluation, and undue control over the economy has resulted in a challenging business environment. Formal businesses spend inordinate time on dealing with these challenges and reacting to changes, and as a result are less competitive than they would otherwise be. Largely because of the aforementioned factors, formal businesses have not created the employment necessary to absorb the growing urban population which has seen the burgeoning of the informal sector – which is even expanding into manufacturing in several sectors. The informal sector operates largely outside of regulations governing formal businesses and mostly transacts in foreign currency. This uneven playing field is a threat to the competitiveness and viability of many formal businesses whilst in the short to medium term will also increase their tax burden.

The Company will consider competition from the informal sector in its selection of acquisition targets and highlight risks in this regard.

SUPPLEMENTARY INFORMATION – CLASS A PORTFOLIO (MEDTECH)

The supplementary information presented below was extracted from the MedTech Distribution (Private) Limited (formerly Zvemvura Trading) and its' subsidiary companies group financial statements audited by AMG Global Chartered Accountants (Zimbabwe) on which they issued an adverse audit opinion as a result of International Accounting Standard (IAS) 21 and non-compliance with the use of market determinable exchange rates and the effect of this issue on the prior year, the resultant impact on the current year as a result and also regarding current year transactions.

Supplementary information - Class A Portfolio

	INFLATION ADJUSTED		HISTORIC COST	
	AUDITED 31 December 2023	AUDITED 31 December 2022	UNAUDITED 31 December 2023	UNAUDITED 31 December 2022
Condensed income statement	ZW$ 000	ZW$ 000	ZW$ 000	ZW$ 000
Turnover	**43,530,077**	**20,472,680**	**24,739,894**	**2,843,770**
Cost of sales	(23,876,125)	**(11,669,948)**	**(9,700,535)**	**(1,188,262)**
Gross Profit	**19,653,952**	**8,802,732**	**15,039,359**	**1,655,508**
Other operating income	120,830	28,206	256,493	5,182
Selling and distribution expenses	(3,560,626)	(1,724,520)	(2,220,905)	(224,384)
Administrative expenses	(9,429,686)	(3,481,259)	(5,539,093)	(471,184)
Total expenses	**(12,869,482)**	**(5,177,573)**	**(7,503,505)**	**(690,386)**
Operating profit	**6,784,470**	**3,625,159**	**7,535,854**	**965,122**
Interest payable	(889,535)	(691,639)	(697,274)	(106,764)
Exchange rate (losses)	(5,212,388)	(2,816,632)	(1,707,707)	(232,924)
Total financing costs	**(6,101,923)**	**(3,508,271)**	**(2,404,981)**	**(339,688)**
Monetary gain	7,457,633	3,571,428	-	-
Profit before taxation	**8,140,180**	**3,688,316**	**5,130,873**	**625,434**
Taxation	(3,464,120)	(959,023)	(1,320,688)	(165,640)
Profit for the period	**4,676,060**	**2,729,293**	**3,810,185**	**459,794**
Other comprehensive income	-	-	-	-
Total comprehensive profit for the period	**4,676,060**	**2,729,293**	**3,810,185**	**459,794**
Attributable to:				
MedTech Distribution	2,868,261	2,083,434	2,333,505	351,497
Non-controlling interests	1,807,799	645,857	1,476,680	108,297
	4,676,060	2,729,291	3,810,185	459,794
MedTech Distribution total comprehensive income attributable to:				
BridgeFort Class A shareholders	1,436,999	1,043,800	1,169,086	176,100
Other shareholders	1,431,262	1,039,634	1,164,419	175,397
	2,868,261	**2,083,434**	**2,333,505**	**351,497**
No of shares - class A	12,000,000	12,000,000	12,000,000	12,000,000
Class A basic and headline earnings per share - ZWL Dollars	120	87	97	15
Additional pertinent information for the period				
Capital expenditure	503,014	850,967	375,023	80,449
Depreciation	399,301	379,067	29,859	15,922

Condensed statement of financial position	INFLATION ADJUSTED		HISTORIC COST	
	AUDITED 31 December 2023 ZW$ 000	AUDITED 31 December 2022 ZW$ 000	UNAUDITED 31 December 2023 ZW$ 000	UNAUDITED 31 December 2022 ZW$ 000
Assets				
Non-current assets				
Property plant and equipment	3,082,867	2,979,154	486,631	141,467
Intangible assets	204,243	89,655	63,216	1,976
Deferred taxation	516,587	99,402	194,893	55,054
	3,803,697	3,168,211	744,740	198,497
Current assets				
Inventories	10,282,292	7,392,756	5,495,218	1,035,009
Accounts receivable and related parties	6,892,511	3,016,705	6,892,511	627,777
Financial assets	263,078	32,447	263,078	6,752
Cash and cash equivalents	4,248,672	1,899,328	4,248,672	395,251
	21,686,553	12,341,236	16,899,479	2,064,789
Total assets	**25,490,250**	**15,509,447**	**17,644,219**	**2,263,286**
Equity and liabilities				
Equity of MedTech Distribution and its shareholders	7,989,194	5,120,933	2,779,812	446,307
Equity of non-controlling interests in subsidiaries	3,958,070	2,150,271	1,634,066	157,386
Total issed share capital and reserves	11,947,264	7,271,204	4,413,878	603,693
Deferred tax	313,516	263,125	871	871
Current liabilities				
Short term loans	4,072,128	393,303	4,072,128	81,846
Accounts payable and related parties	7,748,376	6,323,696	7,748,376	1,315,964
Taxation	1,408,966	1,258,119	1,408,966	260,912
	13,229,470	7,975,118	13,229,470	1,658,722
Total liabilities	13,542,986	8,238,243	13,230,341	1,659,593
Total equity and liabilities	**25,490,250**	**15,509,447**	**17,644,219**	**2,263,286**

	INFLATION ADJUSTED		HISTORIC COST	
	AUDITED	AUDITED	UNAUDITED	UNAUDITED
	31 December 2023	31 December 2022	31 December 2023	31 December 2022
Statement of cash flows	**ZW$ 000**	**ZW$ 000**	**ZW$ 000**	**ZW$ 000**
Cash flows from operating activities				
Operating profit	6,784,470	3,625,159	7,535,854	965,122
Adjustments for:				
Depreciation	399,301	379,067	29,859	15,922
Movement in financial assets	(230,631)	(32,447)	(256,326)	(6,752)
Monetary gain	7,457,633	3,571,429	-	-
	14,410,773	**7,543,208**	**7,309,387**	**974,292**
Increase in inventories	(2,889,536)	(2,592,053)	(4,460,209)	(805,930)
Decrease/(increase) in accounts receivable and related parties	(3,875,806)	518,626	(6,264,734)	(365,117)
(Decrease)/increase in accounts payable and related parties	1,424,680	1,774,358	6,432,412	991,918
Net cash generated from/(utilised in) operations	**9,070,111**	**7,244,139**	**3,016,856**	**795,163**
Finance costs	(6,101,923)	(3,508,271)	(2,404,981)	(339,688)
Taxes paid	(3,680,067)	(545,776)	(312,473)	(10,896)
	(711,879)	**3,190,092**	**299,402**	**444,579**
Cash flows from investing activities				
Acquisition of property, plant and equipment	(503,014)	(850,967)	(375,023)	(80,449)
Acquisition of intangible assets	(114,588)	(2,883)	(61,240)	(468)
	(617,602)	**(853,850)**	**(436,263)**	**(80,917)**
Cash flows from financing activities				
Net movement in short-term loans payable	**3,678,825**	**(1,881,263)**	**3,990,282**	**(55,848)**
Dividend paid	**-**	**-**	**-**	**-**
	3,678,825	**(1,881,263)**	**3,990,282**	**(55,848)**
Net increase/(decrease) in cash and cash equivalents	2,349,344	454,979	3,853,421	307,814
Cash and cash equivalents at the beginning of the period	1,899,328	1,444,349	395,251	87,437
Cash and cash equivalents at the end of the year	**4,248,672**	**1,899,328**	**4,248,672**	**395,251**

	INFLATION ADJUSTED		HISTORIC COST	
	AUDITED	AUDITED	UNAUDITED	UNAUDITED
	31 December 2023	31 December 2022	31 December 2023	31 December 2022
Condensed Statement of Changes in Equity	**ZW$ 000**	**ZW$ 000**	**ZW$ 000**	**ZW$ 000**
Shareholders' equity at beginning of year	**7,271,204**	**4,541,911**	**603,693**	**143,899**
Total comprehensive (loss)/profit for the period	4,676,060	2,729,293	3,810,185	459,794
Dividends paid	-	-	-	-
Shareholders' equity at end of period	**11,947,264**	**7,271,204**	**4,413,878**	**603,693**

BRIDGEFORT CAPITAL LIMITED

FINANCIAL STATEMENTS

2023

DIRECTORS STATEMENT OF RESPONSIBILITY

The Directors of BridgeFort Capital Limited ("Company") are required by the Companies and Other Business Entities Act (Chapter 24:31) to maintain adequate accounting records and to prepare financial statements that present a true and fair view of the state of affairs of the Company at the end of each financial year and of the performance and cash flows for the year. In preparing the accompanying financial statements, generally accepted accounting practices have been followed. Suitable accounting policies were applied, and reasonable and prudent judgements and estimates were made.

The principal accounting policies of the Company are consistent with those applied in the previous year. All the principal accounting policies applied by the Company conform to International Financial Reporting Standards, ("IFRS") and all applicable amendments to IFRS.

The Directors have assessed the ability of the Company and its material portfolio investments to continue operating as going concerns and believe that the preparation of these financial statements on a going concern basis is appropriate.

The Board recognises and acknowledges its responsibility for the Company's systems of internal financial control. The Company maintains internal controls and systems that are designed to safeguard the assets of the Company, prevent and detect errors and fraud and ensure the completeness and accuracy of the Company's records.

The financial statements for the year ended 31 December 2023, which appear on pages 5 to 28, have been approved by the Board of Directors and are signed on its behalf by:

Dr C. Beddies
Chairman
26 March 2024

To the Members of BRIDGEFORT CAPITAL LIMITED

Report on the Audit of the Financial Statements

We have audited the financial statements of BridgeFort Capital Limited set out on pages 5 – 28, which comprise the statement of financial position as at December 31, 2023, and the statement of profit or loss and other comprehensive income, statement of changes in equity and statement of cash flows for the year then ended, and notes to the financial statements, including a summary of significant accounting policies.

Opinion

In our opinion, the financial statements present fairly, in all material respects, the financial position of BridgeFort Capital Limited ("the Company") as at 31 December 2023, and its financial performance and cash flows for the year then ended in accordance with International Financial Reporting Standards and the requirements of the Companies and Other Business Entities Act 24:31.

Basis for opinion

We conducted our audit in accordance with International Standards on Auditing (ISAs). Our responsibilities under those standards are further described in the Auditor's Responsibilities for the Audit of the Financial Statements section below. We are independent of BridgeFort in accordance with the International Ethics Standards Board for Accountants' Code of Ethics for Professional Accountants (IESBA Code) together with the ethical requirements that are relevant to our audit of the financial statements in Zimbabwe, and we have fulfilled our other ethical responsibilities in accordance with these requirements and the IESBA Code. We believe that the audit evidence we have obtained is sufficient and appropriate to provide a basis for our opinion.

Key audit matters

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

Key audit matter	How our audit addressed the key audit matter	Reference to the related disclosure(s) in the financial statements
Change in functional currency		
The company's functional currency changed from ZWL to USD. This is material to the financial statements as a whole.	We evaluated the company's assessment of functional currency. We reviewed the computations related to the change from IAS 29 to USD for compliance with the requirements of IAS 21.	Note under accounting policies on change in functional and presentation currency

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Other Information

The directors are responsible for the other information that may be presented along with these accounts. Other information does not include the financial statements and our auditor's report thereon.

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

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

Responsibilities of the directors for the Financial Statements

The directors are responsible for the preparation and fair presentation of the financial statements in accordance with International Financial Reporting Standards and the requirements of the Companies and Other Business Entities Act (Chapter 24:31), and for such internal control as the directors determine is necessary to enable the preparation of financial statements that are free from material misstatement, whether due to fraud or error.

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

Auditor's responsibilities for the audit of the Financial Statements

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

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

- Identify and assess the risks of material misstatement of the financial statements, whether due to fraud or error, design and perform audit procedures responsive to those risks, and obtain audit evidence that is sufficient and appropriate to provide a basis for our opinion. The risk of not detecting a material misstatement resulting from fraud is higher than for one resulting from error, as fraud may involve collusion, forgery, intentional omissions, misrepresentations, or the override of internal control.
- Obtain an understanding of internal control relevant to the audit in order to design audit procedures that are appropriate in the circumstances, but not for the purpose of expressing an opinion on the effectiveness of the Company's internal control.
- Evaluate the appropriateness of accounting policies used and the reasonableness of accounting estimates and related disclosures made by the directors.
- Conclude on the appropriateness of the directors' use of the going concern basis of accounting and based on the audit evidence obtained, whether a material uncertainty exists related to events or conditions that may cast significant doubt on the Company's ability to continue as a going concern. If we conclude that a material uncertainty exists, we are required to draw attention in our auditor's report to the related disclosures in the financial statements or, if such disclosures are inadequate, to modify our opinion. Our conclusions are based on the audit evidence obtained up to the date of our auditor's report. However, future events or conditions may cause the Company to cease to continue as a going concern.
- Evaluate the overall presentation, structure and content of the financial statements, including the disclosures, and whether the financial statements represent the underlying transactions and events in a manner that achieves fair presentation.

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

We also provide those charged with governance with a statement that we have complied with relevant ethical requirements regarding independence, and to communicate with them all relationships and other matters that may reasonably be thought to bear on our independence, and where applicable, related safeguards.

Report on other legal and regulatory requirements

In our opinion, the financial statements have been properly drawn up so as to comply, in all material respects, with the financial disclosure and presentation requirements of the Companies and Other Businesses Act (Chapter 24:31) and related legislation.

The engagement partner on the audit resulting in this independent auditor's report is Lewis Hussein.

PKF

PKF Chartered Accountants (Zimbabwe)
Registered Chartered Accountants Harare

26 March 2024

Lewis Hussein
Engagement Partner
Registered Public Auditor (Zimbabwe)

PAAB Practising Number **0347**

STATEMENT OF PROFIT OR LOSS AND OTHER COMPREHENSIVE INCOME
Year ended 31 December 2023

	Note	Audited 2023 USD	Audited 2022 USD
Income			
Fair value changes through profit and loss	**7.**	298,498	(2,175,224)
Dividends received		-	-
Total income		**298,498**	**(2,175,224)**
Expenses			
Audit fees		(6,170)	(5,507)
Bank charges		-	(94)
Computer and website expenses		-	(78)
Depreciation		(277)	(198)
Directors emoluments	**2.**	(15,250)	(13,659)
Printing and publications		(381)	(196)
Total expenses		**(22,078)**	**(19,732)**
Operating profit/(loss)		**276,420**	**(2,194,956)**
Interest payable		-	(3)
Exchange rate (losses)		(9,460)	(6,382)
Net financing costs		**(9,460)**	**(6,385)**
Monetary (loss)		-	(22,104)
Profit/(loss) before taxation		**266,960**	**(2,223,445)**
Taxation	**3.**	-	117,800
Total comprehensive profit/(loss) for the period		**266,960**	**(2,105,645)**
Basic and headline earnings per share		**US Cents**	**US Cents**
Class A preferred shareholders	**4.**	1.8	(16.4)
Class B preferred shareholders	**4.**	5.1	(8.5)
Ordinary shares	**4.**	(21.8)	(22.0)

STATEMENT OF FINANCIAL POSITION
31 December 2023

	Note	Audited 2023 USD	Audited 2022 USD
Assets			
Non-current assets			
Investments held at fair value	**7.**	468 684	170 186
Property plant and equipment	**6.**	10,118	10,395
		478,802	**180,581**
Current assets			
Amounts owed by related parties	**9.**	1,316	11,737
Cash and cash equivalents	**11.**	-	-
		1,316	**11,737**
Total assets		**480,118**	**192,318**
Equity and liabilities			
Share capital and reserves		436,308	169,348
Non-current liabilities			
Deferred tax	**8.**	-	-
Current liabilities			
Accounts payable	**10.**	43,689	21,888
Amounts due to related parties	**9.**	121	1,069
Bank overdraft	**11.**	-	13
		43,810	**22,970**
Total liabilities		43,810	22,970
Total equity and liabilities		**480,118**	**192,318**

Audit Committee Chairman

Chief Executive Officer

26 March 2023

STATEMENT OF CHANGES IN EQUITY
Year ended 31 December 2023

	Share capital	Non-distributable reserve	Foreign currency translation reserve	Revaluation reserve	Retained earnings	Total
Audited - USD						
Balance as at 31 December 2021	569,908	179,583	7,340	2,085,411	(567,249)	2,274,993
Loss for the year	-	-	-	-	(2,105,645)	(2,105,645)
Balance as at 31 December 2022	**569,908**	**179,583**	**7,340**	**2,085,411**	**(2,672,894)**	**169,348**
Profit for the Year	-	-	-	-	266,960	266,960
Balance as at 31 December 2023	**569,908**	**179,583**	**7,340**	**2,085,411**	**(2,405,934)**	**436,308**

STATEMENT OF CASH FLOWS
Year ended 31 December 2023

	Note	Audited 2023 USD	Audited 2022 USD
NET CASH FLOWS FROM OPERATING ACTIVITIES			
Operating cash flows			
Operating profit/(loss)		276,420	(2,194,956)
Adjustments for:			
Depreciation	6.	277	198
Fair value (gains)/losses		(298,498)	2,175,224
Monetary (loss) or gain		-	(22,104)
Net operating cash flows before reinvestment in working capital		(21,801)	(41,638)
Increase/(decrease) in accounts payable		21,801	21,888
Net movement in related parties balances		9,473	26,079
Net flows from operations		9,473	6,329
Returns on investments and servicing of finance			
Net financing costs		(9,460)	(6,385)
Net cash flows from operating activities		**13**	**(56)**
INCREASE/(DECREASE) IN CASH AND CASH EQUIVALENTS		**13**	**(56)**
Cash and cash equivalents at the beginning of the year		(13)	43
Cash and cash equivalents at the end of the year	**11.**	**-**	**(13)**

NEW STANDARDS AND INTERPRETATIONS

Standards and interpretations effective and adopted in the current year

In the current year, the Company has adopted the following standards and interpretations that are effective for the current financial year and that are relevant to its operations:

Standard/ Interpretation:	Effective date: Years beginning on or after	Expected impact:
• Lease liability in a sale and leaseback	January 1, 2024	Not material
• Initial application of IFRS 17 and IFRS 9 – Comparative information	January 1, 2023	Not material
• Deferred tax related to assets and liabilities arising from a single transaction - Amendments to IAS 12	January 1, 2023	Not material
• Disclosure of accounting policies: Amendments to IAS 1 and IFRS Practice Statement 2.	January 1, 2023	Not material
• Definition of accounting estimates: Amendments to IAS 8	January 1, 2023	Not material

Standards and interpretations not yet effective

The Company has chosen not to early adopt the following standards and interpretations, which have been published and are mandatory for the Company's accounting periods beginning on or after January 1, 2024 or later periods:

Standard/ Interpretation:	Effective date: Years beginning on or after	Expected impact:
• Lease liability in a sale and leaseback	January 1, 2024	Not material
• Amendment to IAS 7 and IFRS 7 on Supplier Finance arrangements	January 1, 2024	Not material
• Non-current Liabilities with Covenants: Amendments to IAS 1	January 1, 2024	Not material
• Classification of Liabilities as Current or Non-Current - Amendment to IAS 1	January 1, 2024	Not material

ACCOUNTING POLICIES

The principal accounting policies of the Company, which are set out below, are consistently applied in the preparation of the Company's financial statements in all material respects and except where highlighted.

CHANGE IN FUNCTIONAL AND PRESENTATION CURRENCY

During 2023 the usage of foreign currency in domestic transactions increased from around 67% to 77% at the start of the year, according to the Reserve Bank of Zimbabwe and Zimstat respectively, to over 80% at the end of the year. Furthermore, the Company is engaged in certain transactions all of which are based in foreign currency and all expenses incurred during the 2023 year were likewise in foreign currency. In accordance with the requirements of IAS 21 ("The Effects of Changes in Foreign Exchange Rates"), the Company has been through a process of assessing its functional currency.

The Company concluded that based on the factors contained in IAS 21, there has been a change in functional currency from ZWL to United States Dollars ("USD") with effect from the beginning of the current financial year.

IAS 21 directs that entities operating in hyperinflationary economies should translate their last reported inflation-adjusted financial statements using the closing rate of exchange at the reporting date in order to derive and present comparative financial statements under a newly assessed functional currency. This guidance has been followed.

BASIS OF PREPARATION

The financial statements have been prepared in conformity with International Financial Reporting Standards (IFRS) promulgated by the International Accounting Standards Board (IASB), the International Financial Reporting Interpretations Committee (IFRIC) interpretations and the Companies and Other Business Entities Act (Chapter 24:31) and related Statutory Instruments.

The financial statements are presented in United Stated Dollars. They are based on the historical cost convention and adjusted to take account of the effects of inflation in accordance with International Accounting Standards (IAS) 29 (Financial Reporting in Hyperinflationary Economies) up to 31 December 2022. The inflation adjusted amounts as at 31 December 2022 were converted to USD and all transaction for the year ended 2023 were recorded in USD.

PRINCIPLES OF CONSOLIDATION AND EQUITY ACCOUNTING

Since being converted into an investment holding Company on 31 December 2021, the Company has applied the investment entity exception as per IFRS 10 Consolidated Financial Statements (IFRS 10). The Company therefore does not consolidate its subsidiaries, except where a subsidiary, which is not itself an investment entity, mainly provides services that relate to the Company's investment activities.

All subsidiaries classified as portfolio investments are accounted for at fair value through profit or loss (FVTPL) in terms of IFRS 9 Financial Instruments (previously IAS 39 Financial Instruments: Recognition and Measurement) and all associates classified as portfolio investments are accounted for at FVTPL in terms of the exemption from applying the equity method of accounting provided in IAS 28 Investments in Associates and Joint Ventures.

Accounting for investments in subsidiaries
Subsidiaries are entities that the Company controls by being exposed to, or having rights to, variable returns from its involvement with that entity and, where the Company has the ability to affect those returns through its power over the entity.

The subsidiaries of the Company are entities that:
i. comprise portfolio investments; and
ii. provide investment-related services to third parties and related companies.

Due to the investment entity exception, subsidiaries classified as portfolio investments are not consolidated and are measured at fair value on the date of acquisition in terms of IFRS 9. Changes in fair value subsequent to acquisition, primarily driven by the revaluation of portfolio investments, are recognised in profit and loss in the period of change. Subsidiaries classified as (ii) are not portfolio investments and will be consolidated although there are no such subsidiaries at present.

Accounting for investments in associates
Where the Company does not have control, but has significant influence, these investments are classified as associates and are accounted for as portfolio investments at FVTPL.

FOREIGN CURRENCY TRANSLATION

Transactions in other currencies are translated to US dollars at the exchange rate ruling at the date of the transaction. Monetary assets and liabilities denominated in other currencies at the statement of financial position date are translated to US dollars at the exchange rate ruling at the end of the financial year being reported.

Exchange differences arising on translation are recognised in profit or loss during the period in which they arise.

FINANCIAL INSTRUMENTS

The Company's business model for managing financial assets refers to how it manages its financial assets in order to generate cash flows. The business model determines whether cash flows will result from collecting contractual cash flows, selling the financial assets or both.

In order for a financial asset to be classified and measured at amortised cost or fair value through other comprehensive income (OCI), it needs to give rise to cash flows that are 'solely payments of principal and interest (SPPI)' on the principal amount outstanding. This assessment is referred to as the SPPI test and is performed at an instrument level.

Financial instruments – initial recognition and subsequent measurement
A financial instrument is any contract that gives rise to a financial asset of one entity and a financial liability or equity instrument of another entity.

Financial assets

Initial recognition and measurement
Financial assets are classified, at initial recognition, and subsequently measured at amortised cost, fair value through OCI, and fair value through profit or loss.

The classification of financial assets at initial recognition depends on the financial asset's contractual cash flow characteristics and the Company's business model for managing them. With the exception of trade receivables that do not contain a significant financing component or for which the Company has applied the practical expedient, the Company initially measures a financial asset at its fair value plus, in the case of a financial asset not at fair value through profit or loss, transaction costs. Trade receivables that do not contain a significant financing component or for which the Company has applied the practical expedient are measured at the transaction price determined under IFRS 15. Purchases or sales of financial assets that require delivery of assets within a time frame established by regulation or convention in the marketplace (regular way trades) are recognised on the trade date, i.e., the date that the Company commits to purchase or sell the asset.

Subsequent measurement
For purposes of subsequent measurement, financial assets are classified in four categories:

- Financial assets at amortised cost (debt instruments);
- Financial assets at fair value through OCI with recycling of cumulative gains and losses (debt instruments);
- Financial assets designated at fair value through OCI with no recycling of cumulative gains and losses upon derecognition (equity instruments); and
- Financial assets at fair value through profit or loss

Financial assets at amortised cost (debt instruments)
This category is the most relevant to the Company. The Company measures financial assets at amortised cost if both of the following conditions are met:

- The financial asset is held within a business model with the objective to hold financial assets in order to collect contractual cash flows; and
- The contractual terms of the financial asset give rise on specified dates to cash flows that are solely payments of principal and interest on the principal amount outstanding.

Financial assets at amortised cost are subsequently measured using the effective interest (EIR) method and are subject to impairment. Gains and losses are recognised in profit or loss when the asset is derecognised, modified or impaired.

The Company's financial assets at amortised cost includes trade receivables, a loan to an associate and a loan to a director included under other non-current financial assets.

Financial assets at fair value through OCI (debt instruments)
The Company measures debt instruments at fair value through OCI if both of the following conditions are met:
- The financial asset is held within a business model with the objective of both holding to collect contractual cash flows and selling; and
- The contractual terms of the financial asset give rise on specified dates to cash flows that are solely payments of principal and interest on the principal amount outstanding.

For debt instruments at fair value through OCI, interest income, foreign exchange revaluation and impairment losses or reversals are recognised in the statement of profit or loss and computed in the same manner as for financial assets measured at amortised cost. The remaining fair value changes are recognised in OCI. Upon derecognition, the cumulative fair value change recognised in OCI is recycled to profit or loss.

The Company's debt instruments at fair value through OCI includes investments in quoted debt instruments included under other non-current financial assets.

Financial assets designated at fair value through OCI (equity instruments)
Upon initial recognition, the Company can elect to classify irrevocably its equity investments as equity instruments designated at fair value through OCI when they meet the definition of equity under IAS 32 Financial Instruments: Presentation and are not held for trading. The classification is determined on an instrument-by-instrument basis. Gains and losses on these financial assets are never recycled to profit or loss. Dividends are recognised as other income in the statement of profit or loss when the right of payment has been established, except when the Company benefits from such proceeds as a recovery of part of the cost of the financial asset, in which case, such gains are recorded in OCI. Equity instruments designated at fair value through OCI are not subject to impairment assessment.

The Company elected to classify irrevocably its non-listed equity investments under this category.

Financial assets at fair value through profit or loss
Financial assets at fair value through profit or loss include financial assets held for trading, financial assets designated upon initial recognition at fair value through profit or loss, or financial assets mandatorily required to be measured at fair value. Financial assets are classified as held for trading if they are acquired for the purpose of selling or repurchasing in the near term. Derivatives, including separated embedded derivatives, are also classified as held for trading unless they are designated as effective hedging instruments. Financial assets with cash flows that are not solely payments of principal and interest are classified and measured at fair value through profit or loss, irrespective of the business model. Notwithstanding the criteria for debt instruments to be classified at amortised cost or at fair value through OCI, as described above, debt instruments may be designated at fair value through profit or loss on initial recognition if doing so eliminates, or significantly reduces, an accounting mismatch.

Financial assets at fair value through profit or loss are carried in the statement of financial position at fair value with net changes in fair value recognised in the statement of profit or loss.

This category includes derivative instruments and listed equity investments which the Company had not irrevocably elected to classify at fair value through OCI. Dividends on listed equity investments are also recognised as other income in the statement of profit or loss when the right of payment has been established.

A derivative embedded in a hybrid contract, with a financial liability or non-financial host, is separated from the host and accounted for as a separate derivative if: the economic characteristics and risks are not closely related to the host; a separate instrument with the same terms as the embedded derivative would meet the definition of a derivative; and the hybrid contract is not measured at fair value through profit or loss. Embedded derivatives are measured at fair value with changes in fair value recognised in profit or loss. Reassessment only occurs if there is either a change in the terms of the contract that significantly modifies the cash flows that would otherwise be required or a reclassification of a financial asset out of the fair value through profit or loss category.

A derivative embedded within a hybrid contract containing a financial asset host is not accounted for separately. The financial asset host together with the embedded derivative is required to be classified in its entirety as a financial asset at fair value through profit or loss.

Derecognition
A financial asset (or, where applicable, a part of a financial asset or part of a Company of similar financial assets) is primarily derecognised (i.e., removed from the Company's consolidated statement of financial position) when:

- The rights to receive cash flows from the asset have expired or; and
- The Company has transferred its rights to receive cash flows from the asset or has assumed an obligation to pay the received cash flows in full without material delay to a third party under a 'pass-through' arrangement; and either (a) the Company has transferred substantially all the risks and rewards of the asset, or (b) the Company has neither transferred nor retained substantially all the risks and rewards of the asset, but has transferred control of the asset.

When the Company has transferred its rights to receive cash flows from an asset or has entered into a pass-through arrangement, it evaluates if, and to what extent, it has retained the risks and rewards of ownership. When it has neither transferred nor retained substantially all of the risks and rewards of the asset, nor transferred control of the asset, the Company continues to recognise the transferred asset to the extent of its continuing involvement. In that case, the Company also recognises an associated liability. The transferred asset and the associated liability are measured on a basis that reflects the rights and obligations that the Company has retained.

Continuing involvement that takes the form of a guarantee over the transferred asset is measured at the lower of the original carrying amount of the asset and the maximum amount of consideration that the Company could be required to repay.

Impairment of financial assets
Further disclosures relating to impairment of financial assets are also provided in the following notes:

- Disclosures for significant assumptions;
- Debt instruments at fair value through OCI; and
- Trade receivables, including contract assets.

The Company recognises an allowance for expected credit losses (ECLs) for all debt instruments not held at fair value through profit or loss. ECLs are based on the difference between the contractual cash flows due in accordance with the contract and all the cash flows that the Company expects to receive, discounted at an approximation of the original effective interest rate. The expected cash flows will include cash flows from the sale of collateral held or other credit enhancements that are integral to the contractual terms.

ECLs are recognised in two stages. For credit exposures for which there has not been a significant increase in credit risk since initial recognition, ECLs are provided for credit losses that result from default events that are possible within the next 12-months (a 12-month ECL). For those credit exposures for which there has been a significant increase in credit risk since initial recognition, a loss allowance is required for credit losses expected over the remaining life of the exposure, irrespective of the timing of the default (a lifetime ECL).

For trade receivables and contract assets, the Company applies a simplified approach in calculating ECLs. Therefore, the Company does not track changes in credit risk, but instead recognises a loss allowance based on lifetime ECLs at each reporting date. The Company has established a provision matrix that is based on its historical credit loss experience, adjusted for forward-looking factors specific to the debtors and the economic environment.

For debt instruments at fair value through OCI, the Company applies the low credit risk simplification. At every reporting date, the Company evaluates whether the debt instrument is considered to have low credit risk using all reasonable and supportable information that is available without undue cost or effort. In making that evaluation, the Company reassesses the internal credit rating of the debt instrument. In addition, the Company considers that there has been a significant increase in credit risk when contractual payments are more than 30 days past due.

The Company's debt instruments at fair value through OCI comprise solely of quoted bonds that are graded in the top investment category (Very Good and Good) by the *Good Credit Rating Agency* and, therefore, are considered to be low credit risk investments. It is the Company's policy to measure ECLs on such instruments on a 12-month basis. However, when there has been a significant increase in credit risk since origination, the allowance will be based on the lifetime ECL. The Company uses the ratings from the *Good Credit Rating Agency* both to determine whether the debt instrument has significantly increased in credit risk and to estimate ECLs.

The Company considers a financial asset in default when contractual payments are 90 days past due. However, in certain cases, the Company may also consider a financial asset to be in default when internal or external information indicates that the Company is unlikely to receive the outstanding contractual amounts in full before taking into account any credit enhancements held by the Company. A financial asset is written off when there is no reasonable expectation of recovering the contractual cash flows.

Financial liabilities

Initial recognition and measurement
Financial liabilities are classified, at initial recognition, as financial liabilities at fair value through profit or loss, loans and borrowings, payables, or as derivatives designated as hedging instruments in an effective hedge, as appropriate.

All financial liabilities are recognised initially at fair value and, in the case of loans and borrowings and payables, net of directly attributable transaction costs.

The Company's financial liabilities include trade and other payables, loans and borrowings including bank overdrafts, and derivative financial instruments.

Subsequent measurement
The measurement of financial liabilities depends on their classification, as described below:

Financial liabilities at fair value through profit or loss
Financial liabilities at fair value through profit or loss include financial liabilities held for trading and financial liabilities designated upon initial recognition as at fair value through profit or loss.

Financial liabilities are classified as held for trading if they are incurred for the purpose of repurchasing in the near term. This category also includes derivative financial instruments entered into by the Company that are not designated as hedging instruments in hedge relationships as defined by IFRS 9. Separated embedded derivatives are also classified as held for trading unless they are designated as effective hedging instruments.

Gains or losses on liabilities held for trading are recognised in the statement of profit or loss.

Financial liabilities designated upon initial recognition at fair value through profit or loss are designated at the initial date of recognition, and only if the criteria in IFRS 9 are satisfied. The Company has not designated any financial liability as at fair value through profit or loss.

Loans and borrowings
This is the category most relevant to the Company. After initial recognition, interest-bearing loans and borrowings are subsequently measured at amortised cost using the EIR method. Gains and losses are recognised in profit or loss when the liabilities are derecognised as well as through the EIR amortisation process.

Amortised cost is calculated by taking into account any discount or premium on acquisition and fees or costs that are an integral part of the EIR. The EIR amortisation is included as finance costs in the statement of profit or loss.

This category generally applies to interest-bearing loans and borrowings.

Derecognition
A financial liability is derecognised when the obligation under the liability is discharged or cancelled or expires. When an existing financial liability is replaced by another from the same lender on substantially different terms, or the terms of an existing liability are substantially modified, such an exchange or modification is treated as the derecognition of the original liability and the recognition of a new liability. The difference in the respective carrying amounts is recognised in the statement of profit or loss.

Offsetting of financial instruments
Financial assets and financial liabilities are offset, and the net amount is reported in the consolidated statement of financial position if there is a currently enforceable legal right to offset the recognised amounts and there is an intention to settle on a net basis, to realise the assets and settle the liabilities simultaneously.

Derivative financial instruments and hedge accounting Initial recognition and subsequent measurement
The Company uses derivative financial instruments, such as forward currency contracts, interest rate swaps and forward commodity contracts, to hedge its foreign currency risks, interest rate risks and commodity price risks, respectively. Such derivative financial instruments are initially recognised at fair value on the date on which a derivative contract is entered into and are subsequently remeasured at fair value. Derivatives are carried as financial assets when the fair value is positive and as financial liabilities when the fair value is negative.

For the purpose of hedge accounting, hedges are classified as:

- Fair value hedges when hedging the exposure to changes in the fair value of a recognised asset or liability or an unrecognised firm commitment;
- Cash flow hedges when hedging the exposure to variability in cash flows that is either attributable to a particular risk associated with a recognised asset or liability or a highly probable forecast transaction or the foreign currency risk in an unrecognised firm commitment; and
- Hedges of a net investment in a foreign operation.

At the inception of a hedge relationship, the Company formally designates and documents the hedge relationship to which it wishes to apply hedge accounting and the risk management objective and strategy for undertaking the hedge before 1 January 2021, the documentation includes identification of the hedging instrument, the hedged item or transaction, the nature of the risk being hedged and how the Company will assess the effectiveness of changes in the hedging instrument's fair value in offsetting the exposure to changes in the hedged item's fair value or cash flows attributable to the hedged risk. Such hedges are expected to be highly effective in achieving offsetting changes in fair value or cash flows and are assessed on an ongoing basis to determine that they actually have been highly effective throughout the financial reporting periods for which they were designated.

Summary of significant accounting policies
Beginning 1 January 2021, the documentation includes identification of the hedging instrument, the hedged item, the nature of the risk being hedged and how the Company will assess whether the hedging relationship meets the hedge effectiveness requirements (including the analysis of sources of hedge ineffectiveness and how the hedge ratio is determined). A hedging relationship qualifies for hedge accounting if it meets all of the following effectiveness requirements:

- There is 'an economic relationship' between the hedged item and the hedging instrument;
- The effect of credit risk does not 'dominate the value changes' that result from that economic relationship; and
- The hedge ratio of the hedging relationship is the same as that resulting from the quantity of the hedged item that the Company actually hedges and the quantity of the hedging instrument that the Company actually uses to hedge that quantity of hedged item.

Hedges that meet all the qualifying criteria for hedge accounting are accounted for, as described below:

Fair value hedges
The change in the fair value of a hedging instrument is recognised in the statement of profit or loss as other expense. The change in the fair value of the hedged item attributable to the risk hedged is recorded as part of the carrying value of the hedged item and is also recognised in the statement of profit or loss as other expense.

For fair value hedges relating to items carried at amortised cost, any adjustment to carrying value is amortised through profit or loss over the remaining term of the hedge using the EIR method. The EIR amortisation may begin as soon as an adjustment exists and no later than when the hedged item ceases to be adjusted for changes in its fair value attributable to the risk being hedged.

If the hedged item is derecognised, the unamortised fair value is recognised immediately in profit or loss.

When an unrecognised firm commitment is designated as a hedged item, the subsequent cumulative change in the fair value of the firm commitment attributable to the hedged risk is recognised as an asset or liability with a corresponding gain or loss recognised in profit or loss.

Cash flow hedges
The effective portion of the gain or loss on the hedging instrument is recognised in OCI in the cash flow hedge reserve, while any ineffective portion is recognised immediately in the statement of profit or loss. The cash flow hedge reserve is adjusted to the lower of the cumulative gain or loss on the hedging instrument and the cumulative change in fair value of the hedged item.

The Company uses forward currency contracts as hedges of its exposure to foreign currency risk in forecast transactions and firm commitments, as well as forward commodity contracts for its exposure to volatility in the commodity prices. The ineffective portion relating to foreign currency contracts is recognised as other expense and the ineffective portion relating to commodity contracts is recognised in other operating income or expenses.

Before 1 January 2021, the Company designated all of the forward contracts as hedging instruments. Any gains or losses arising from changes in the fair value of derivatives were taken directly to profit or loss, except for the effective portion of cash flow hedges, which were recognised in OCI and later reclassified to profit or loss when the hedge item affects profit or loss.

Beginning 1 January 2021, the Company designates only the spot element of forward contracts as a hedging instrument. The forward element is recognised in OCI and accumulated in a separate component of equity under cost of hedging reserve.

The amounts accumulated in OCI are accounted for depending on the nature of the underlying hedged transaction. If the hedged transaction subsequently results in the recognition of a non-financial item, the amount accumulated in equity is removed from the separate component of equity and included in the initial cost or other carrying amount of the hedged asset or liability. This is not a reclassification adjustment and will not be recognised in OCI for the period. This also applies where the hedged forecast transaction of a non-financial asset or non-financial liability subsequently becomes a firm commitment for which fair value hedge accounting is applied.

For any other cash flow hedges, the amount accumulated in OCI is reclassified to profit or loss as a reclassification adjustment in the same period or periods during which the hedged cash flows affect profit or loss.

If cash flow hedge accounting is discontinued, the amount that has been accumulated in OCI must remain in accumulated OCI if the hedged future cash flows are still expected to occur. Otherwise, the amount will be immediately reclassified to profit or loss as a reclassification adjustment. After discontinuation, once the hedged cash flow occurs, any amount remaining in accumulated OCI must be accounted for depending on the nature of the underlying transaction as described above.

Hedges of a net investment
Hedges of a net investment in a foreign operation, including a hedge of a monetary item that is accounted for as part of the net investment, are accounted for in a way similar to cash flow hedges. Gains or losses on the hedging instrument relating to the effective portion of the hedge are recognised as OCI while any gains or losses relating to the ineffective portion are recognised in the statement of profit or loss. On disposal of the foreign operation, the cumulative value of any such gains or losses recorded in equity is transferred to the statement of profit or loss.

The Company uses a loan as a hedge of its exposure to foreign exchange risk on its investments in foreign subsidiaries.

Impairment of non-financial assets
Further disclosures relating to impairment of non-financial assets are also provided in the following notes:
- Disclosures for significant assumptions;
- Property, plant and equipment;
- Intangible assets; and
- Goodwill and intangible assets with indefinite lives.

The Company assesses at each reporting date, whether there is an indication that an asset may be impaired. If any indication exists, or when annual impairment testing for an asset is required, the Company estimates the asset's recoverable amount. An asset's recoverable amount is the higher of an asset's or CGU's fair value less costs of disposal and its value in use. The recoverable amount is determined for an individual asset, unless the asset does not generate cash inflows that are largely independent of those from other assets or Company of assets. When the carrying amount of an asset or CGU exceeds its recoverable amount, the asset is considered impaired and is written down to its recoverable amount.

In assessing value in use, the estimated future cash flows are discounted to their present value using a pre-tax discount rate that reflects current market assessments of the time value of money and the risks specific to the asset. In determining fair value less costs of disposal, recent market transactions are taken into account. If no such transactions can be identified, an appropriate valuation model is used. These calculations are corroborated by valuation multiples, quoted share prices for publicly traded companies or other available fair value indicators.

The Company bases its impairment calculation on detailed budgets and forecast calculations, which are prepared separately for each of the Company's CGUs to which the individual assets are allocated. These budgets and forecast calculations generally cover a period of five years. A long-term growth rate is calculated and applied to project future cash flows after the fifth year.

Impairment losses of continuing operations are recognised in the statement of profit or loss in expense categories consistent with the function of the impaired asset, except for properties previously revalued with the revaluation taken to OCI. For such properties, the impairment is recognised in OCI up to the amount of any previous revaluation.

For assets excluding goodwill, an assessment is made at each reporting date to determine whether there is an indication that previously recognised impairment losses no longer exist or have decreased. If such indication exists, the Company estimates the asset's or CGU's recoverable amount. A previously recognised impairment loss is reversed only if there has been a change in the assumptions used to determine the asset's recoverable amount since the last impairment loss was recognised. The reversal is limited so that the carrying amount of the asset does not exceed its recoverable amount, nor exceed the carrying amount that would have been determined, net of depreciation, had no impairment loss been recognised for the asset in prior years. Such reversal is recognised in the statement of profit or loss unless the asset is carried at a revalued amount, in which case, the reversal is treated as a revaluation increase.

Goodwill is tested for impairment annually as at 31 December and when circumstances indicate that the carrying value may be impaired.

Impairment is determined for goodwill by assessing the recoverable amount of each CGU (or Company of CGUs) to which the goodwill relates. When the recoverable amount of the CGU is less than its carrying amount, an impairment loss is recognised. Impairment losses relating to goodwill cannot be reversed in future periods.

Intangible assets with indefinite useful lives are tested for impairment annually as at 31 October at the CGU level, as appropriate, and when circumstances indicate that the carrying value may be impaired.

Cash and short-term deposits
Cash and short-term deposits in the statement of financial position comprise cash at banks and on hand and short-term deposits with a maturity of three months or less, which are subject to an insignificant risk of changes in value.

For the purpose of the consolidated statement of cash flows, cash and cash equivalents consist of cash and short-term deposits, as defined above, net of outstanding bank overdrafts as they are considered an integral part of the Company's cash management.

Under IAS 39, all gains and losses arising from the Company's cash flow hedging relationships were eligible to be subsequently reclassified to profit or loss. However, under IFRS 9, gains and losses arising on cash flow hedges of forecast purchases of non-financial assets need to be incorporated into the initial carrying amounts of the non-financial assets. This change only applies prospectively from the date of initial application of IFRS 9 and has no impact on the statement of financial position as at 1 January 2021.

Other adjustments
In addition to the adjustments described above, other items such as deferred taxes, investment in an associate and a joint venture (arising from the financial instruments held by these entities), and non-controlling interests were adjusted to retained earnings as necessary upon adoption of IFRS 9 as at 1 January 2021.

Significant accounting judgements, estimates and assumptions
The preparation of the Company's consolidated financial statements requires management to make judgements, estimates and assumptions that affect the reported amounts of revenues, expenses, assets and liabilities, and the Companying disclosures, and the disclosure of contingent liabilities. Uncertainty about these assumptions and estimates could result in outcomes that require a material adjustment to the carrying amount of assets or liabilities affected in future periods.

TAXATION

Income tax on profit or loss for the period comprises current and deferred tax. Income tax is recognised in the statement of profit or loss and other comprehensive income except to the extent that it relates to items recognised directly in equity, in which case it is recognised as equity.

Current income tax is tax payable on the taxable income for the period, calculated using the rates enacted or substantially enacted as at the statement of financial position date, and any adjustments to tax payable in respect of previous periods.

Deferred income tax is provided using the statement of financial position liability method, providing for temporary differences between the carrying amounts of the assets and liabilities for financial reporting purposes and the amounts used for taxation purposes. The amount of deferred tax is provided based on the expected manner of recovery or settlement of the carrying amounts of assets and liabilities, using tax rates enacted or substantially enacted as at statement of financial position date.

A deferred tax asset is recognised only to the extent that it is probable that future taxable profits will be available against which the unused tax losses can be utilised. Deferred tax assets are reduced to the extent that it is no longer probable that the related benefits will be realised.

PROPERTY, PLANT AND EQUIPMENT ("PPE")

Recognition
Items of PPE are recognised as an asset when:
- It is probable that future economic benefits associated with the item will flow to the entity; and
- The cost of the item can be measured reliably.

Measurement
PPE is initially stated at cost. Subsequent to initial recognition PPE is measured at cost less accumulated depreciation and impairment losses.

Depreciation
Items of PPE are depreciated on the straight-line basis at annual rates calculated to write off their depreciable amount over their estimated useful lives using the following annual rates:

Buildings	2%

The depreciation expense is charged to profit and loss for the year.

Impairment
The carrying amounts of the Company's assets are reviewed at each statement of financial position date to determine whether there is any indication of impairment. If any such indication exists, the assets' recoverable amounts are estimated. An impairment loss is recognised whenever the carrying amount of an asset exceeds its recoverable amount. Impairment losses are charged to profit or loss in the year in which they occur.

Calculation of recoverable amount
The recoverable amount of items of assets is the greater of the net selling price and value in use. In assessing value in use, the estimated future cash flows are discounted to their present value using a pre-tax discount rate that reflects current market assessments of the time value of money and the risks specific to the asset.

Reversals of impairment
Any impairment losses previously recognised are reversed if there has been a change in the estimates used to determine the recoverable amount.

An impairment loss is only reversed to the extent that the asset's carrying amount does not exceed the carrying amount that would have been determined, net of depreciation, if no impairment loss had been recognised.

De-recognition of PPE
PPE is de-recognised when the asset is disposed of or retired from use and/or when no future economic benefits are expected from its use or disposal. The gain or loss on disposal is included in profit or loss at the time the PPE item is de-recognised.

EMPLOYEE BENEFITS

Employee benefits are all forms of benefits given in exchange for services rendered by employees. These are classified as:

(i) Short-term employee benefits – benefits due to be settled within 12 months after the end of the period in which the employees rendered related services;
(ii) Post-employment benefits are benefits payable after the completion of employment. Post-employment benefit plans are benefit plans which formal or informal arrangements are providing post-employment benefits for one or more employees. Such plans (or funds) may be either defined contribution funds or defined benefit funds; and
(iii) Termination benefits are employee benefits payable as a result of either the Company's decision to terminate an employee's employment before normal retirement date, or an employee's decision to accept voluntary redundancy in exchange for those benefits.

Recognition

Short-term benefits
The cost of all short-term employee benefits, such as salaries, employee entitlements to leave pay, bonuses, medical aid and other benefit contributions are recognised during the period in which the employee renders the related service.

The Company recognises the expected cost of bonuses when the Company has a present legal or constructive obligation to make such payment and a reliable estimate can be made.

The Company's short-term employee benefits comprise remuneration in the form of salaries, wages, commissions and bonuses.

Post-employment retirement benefit funds
Retirement benefits are provided for Company employees through an independently administered defined contribution fund and by the National Social Security Authority (NSSA). Payments to the defined contribution fund and to the NSSA scheme are recognised as an expense when they fall due, which is when the employee renders the service.

During the year the Company contributed to the Company defined contribution fund and to the NSSA scheme.

Other long-term benefits
Other long-term benefits are recognised as an expense when an obligation arises.

The Company had no other long-term benefit commitments during the year.

Termination benefits
The Company recognises termination benefits as a liability and an expense when, and only when, it is demonstrably committed to either:

(i) Terminate the employment of an employee or Company of employees before the normal retirement date; or
(ii) Provide termination benefits as a result of an offer made in order to encourage voluntary redundancy.

Termination benefits are recognised as an expense immediately.

Measurement

Short-term employee benefits
All short-term employee benefits are measured at cost.

Post-employment retirement benefit funds
The Company has no liability for post-employment retirement benefit funds once the current contributions have been paid at the time the employees render service.

Termination benefits
Termination benefits are measured according to the terms of termination contract.

BORROWING COSTS

Borrowing costs comprise interest payable on borrowings and other borrowing costs.

Borrowing costs are recognised in profit or loss in the period in which they accrue.

OPERATING SEGMENTS

The Company identifies segments as components of the Company that engage in business activities from which revenues are earned and expenses incurred, (including revenues and expenses relating to transactions with other components within the Company), whose operating results are regularly viewed by the entity's chief operating decision maker to make decisions about resources to be allocated to the segment and assess its performance, and for which discrete financial information is available.

The chief operating decision-maker has been identified as the Chief Executive Officer.

Measurement of segment information
The accounting policies of the reportable segments are the same as the Company's accounting policies.

PROVISIONS

Provisions are recognised when the Company has a present obligation as a result of a past event, it is probable that an outflow of resources embodying economic benefits will be required to settle the obligation and a reliable estimate can be made of the amount of the obligation.

The expense relating to any provision is presented in the statement of profit or loss and other comprehensive income net of any reimbursement.

ACCOUNTING ESTIMATES

The preparation of financial statements in conformity with International Financial Reporting Standards requires management to make estimates and assumptions that affect the reported amounts of assets, liabilities, revenues, expenses and disclosure of contingent assets and liabilities in the financial statements. The estimates, including those related to provision for doubtful debts, inventory obsolescence, investments, PPE and contingent liabilities are reviewed on an ongoing basis and are based on the Directors best knowledge of current events and actions of the Company as well as historical experience and other factors that are considered to be relevant. Actual results may ultimately differ from those estimates and assumptions.

Going concern
The Directors assess the ability of the Company to continue operating as a going concern at the end of each financial year. As at 31 December 2023, the Directors have assessed the ability of the Company to continue operating as a going concern and believe that the preparation of these financial statements on a going concern basis is still appropriate.

Residual values of PPE
Residual values are reassessed each year and adjustments are made where appropriate. The valuation methods adopted in this process involve significant judgement and estimation.

Useful lives of PPE
The determination of the remaining estimated useful lives of PPE is deemed to be a significant area of judgement.

Provision for doubtful debts
The Company considers changes in the credit quality of the respective accounts receivables from the date on which credit was granted up to the end of the reporting period before determining whether to provide for a debtor as doubtful.

NOTES TO THE FINANCIAL STATEMENTS
31 December 2023

1 INCORPORATION AND ACTIVITIES

The Company is incorporated and domiciled in Zimbabwe and its shares are publicly traded on the Zimbabwe Stock Exchange. The Company operates as a private equity investor.

		2023 USD	2022 USD
2	**DIRECTORS EMOLUMENTS**		
	Payments to non-executive directors	(15,250)	(13,659)
	Salaries to executive directors	-	-
		(15,250)	**(13,659)**
3	**TAXATION**		
3.1	**Credit for the year**		
	Income tax - current	-	-
	Income tax - deferred	-	117,800
		-	**117,800**
3.2	**Reconciliation of tax credit/(charge)**		
	Notional tax credit/(charge) based on loss for the year at present rates	(65,993)	549,636
	Additional tax (charge)/savings resulting from:		
	Permanent differences	73,720	(552,272)
	Temporary differences	(2,339)	(1,393)
	Deferred tax asset not recognised	(5,388)	4,029
	Derecognition of deferred tax	-	117,800
		-	**117,800**
3.3	**Tax losses**		
	Tax loss at end of year	39,150	17,349
	Future income tax relief	9,678	4,289

		2023 USD	2022 USD
4	**PROFIT PER SHARE**		
	Basic profit and headline earnings per share		
	The total comprehensive (loss)/profit is attributable to:		
	Class A preferred shares	219,717	(1,969,505)
	Class B preferred shares	69,013	(114,174)
	Ordinary shares	(21,770)	(21,966)
		266,960	**(2,105,645)**
	Basic profit and headline earnings per share is calculated based on the following number of share in issue.		
	Class A preferred shares	12,000,000	12,000,000
	Class B preferred shares	1,342,000	1,342,000
	Ordinary shares	100,000	100,000
5	**SHARE CAPITAL**		
5.1	**Authorised share capital**	**Shares 000**	**Shares 000**
	The authorised share capital of the Company has no par value and the number of authorised shares is as set out below:		
	Class A Preferred Shares	20,000	20,000
	Class B Preferred Shares	50,000	50,000
	Class C Preferred Shares	50,000	50,000
	Class D Preferred Shares	50,000	50,000
	Ordinary Shares	3,830,000	3,830,000
5.2	**Issued and fully paid share capital**	**USD**	**USD**
	Class A Preferred Shares	569,907	569,907
	Class B Preferred Shares	-	-
	Class C Preferred Shares	-	-
	Class D Preferred Shares	-	-
	Ordinary Shares	1	1
		569,908	**569,908**

	2023 USD	2022 USD
6 PROPERTY PLANT AND EQUIPMENT		
Land and buildings		
Gross carrying amount		
At the beginning of the year	13,860	13,860
Additions	-	-
Disposals	-	-
Revaluation surplus	-	-
At the end of the year	13,860	13,860
DEPRECIATION		
At the beginning of the year	3,465	3,267
Charge for the year	277	198
Disposals	-	-
Revaluation surplus	-	-
At the end of the year	3,742	3,465
CARRYING AMOUNT		
At the end of the year	**10,118**	**10,395**
At the beginning of the year	10,395	10,593

7 INVESTMENTS HELD AT FAIR VALUE

All investee companies have a principal place of business in Zimbabwe. Whilst these companies are not directly listed on the Zimbabwe Stock Exchange, the Company has classes of shares listed which link the economic benefits of the underlying portfolio investments directly to each class of shares. As a result, the valuation of the portfolios is determinable from a listed share price and such valuation is used in considering the fair values of the portfolios. Other factors are also considered by reference to the underlying net asset values and financial performance of the investee companies as well as pending transactions amongst others. Such additional factors are primarily considered where share trading has been largely inactive.

	2023 USD	2022 USD
Fair value at beginning of period	170,186	2,345,410
Fair value gains/(losses) through profit and loss	298,498	(2,175,224)
Fair value at end of period	**468,684**	**170,186**
Broken down as follows:		
Class A portfolio	350,000	130,936
Class B portfolio	118,684	39,250
Total	**468,684**	**170,186**

		2023 USD	2022 USD
	Class A Portfolio - Consumer Goods		
	The Class A Portfolio comprises:		
	MedTech Distribution (Private) Limited, (Formerly Zvemvura Trading)	FMCG	
	Chicago Cosmetics (Private) Limited	Manufacturing	
	Choice Brands (Private) Limited	Dormant	
	S-Mart Agencies (Private) Limited	Dormant	
	Vinpel Trading (Private) Limited	Dormant	
	MedTech Medical and Scientific (Private) Limited	Dormant	
	The total fair value of the Class A Portfolio is made up as follows:		
	Fair value of investment	350,000	130,936
	Property, plant and equipment	10,118	10,395
	Amounts owed (to) related parties	(117)	(1,047)
		360,001	**140,284**
	Class B Portfolio - Property		
	The total fair value of the Class B Portfolio is made up as follows:		
	Fair value of investment	118,684	39,250
	Amounts owed by related parties	1,316	11,737
		120,000	**50,987**
8	**DEFERRED TAXATION**		
	Reconciliation		
	Opening balance	-	117,800
	Deferred tax derecognised	-	(117,800)
		-	**-**
9	**RELATED PARTIES' BALANCES**		
9.1	**Amounts owed by related parties**		
	MedTech Distribution (Private) Limited, (Formerly Zvemvura Trading)	1,316	11,737
		1,316	**11,737**
9.2	**Amounts owed to related parties**		
	MedTech Distribution (Private) Limited, (Formerly Zvemvura Trading)	121	1,069
		121	**1,069**

		2023 USD	2022 USD
10	**ACCOUNTS PAYABLE**		
	Other	35,810	20,258
	Owed to director	7,879	1,630
		43,689	**21,888**

The amount owed to director relates to expenses of the Company paid by V. Lapham. The amount is denominated in US Dollars and is interest free with no fixed repayment terms.

		2023 USD	2022 USD
11	**CASH AND CASH EQUIVALENTS**		
	Cash and bank balances	-	-
	Overdraft	-	(13)
		-	**(13)**

The overdraft is unsecured.

12 SEGMENT INFORMATION

Segment information is presented in respect of the Company's classes of shares.

		2023 USD	2022 USD
12.1	**Class A Portfolio**		
	Segment assets		
	Fair value of investment	350,000	130,936
	Property, plant and equipment	10,118	10,395
	Segment liabilities		
	Amounts owed (to)/by related parties	(117)	(1,047)
		360,001	**140,284**
	Segment comprehensive (loss)/profit		
	Fair value (losses)	219,064	(2,083,091)
	Depreciation	(277)	(198)
	Exchange rate gains/(losses)	930	-
	Monetary gain/(loss)	-	2,553
	Deferred tax derecognised	-	111,231
		219,717	**(1,969,505)**

		2023 USD	2022 USD
12.2	**Class B Portfolio**		
	Segment assets		
	Fair value of investment	118,684	39,250
	Amounts owed (to)/by related parties	1,316	11,737
		120,000	**50,987**
	Segment comprehensive (loss)/profit		
	Fair value (losses)/gains	79,434	(92,133)
	Dividends received	-	-
	Exchange rate gains/(losses)	(10,421)	-
	Monetary gain/(loss)	-	(28,610)
	Deferred tax derecognised	-	6,569
		69,013	**(114,174)**
12.3	**Ordinary shareholders**		
	Segment assets		
	Bank balances and cash	-	-
	Segment liabilities		
	Accounts payable	(43,689)	(21,888)
	Amounts owed (to)/by related parties	(4)	(22)
	Bank overdraft	-	(13)
		(43,693)	**(21,923)**
	Segment comprehensive (loss)/profit		
	Operating expenses	(21,801)	(19,534)
	Interest payable	-	(3)
	Exchange rate gains/(losses)	31	(6,382)
	Monetary gain/(loss)	-	3,953
		(21,770)	**(21,966)**

13 EMPLOYEE BENEFITS

Presently the Company does not have any employees.

14 TREASURY AND FINANCIAL RISK MANAGEMENT

14.1 The main risks arising from the Company's financial instruments are currency rate risk, market risk, credit risk and liquidity and cash flow risk.

14.2 Currency risk

This is the risk that the Company is exposed to unfavourable exchange rates movements on mismatched spot or forward positions in a foreign currency deal.

The Company's exposure to foreign currency risk is monitored and managed by senior management who sets the parameters within which the Company transacts.

14.3 Interest rate risk

This is a risk arising from the adverse movement in the value of future interest receipts or commitments resulting from movements in interest rates.

The Company finances its operations through a mixture of own resources and borrowings at fixed interest rates.

The Company's exposure to interest risk is managed by senior management. Any new borrowings are undertaken after careful consideration of economic conditions and expected movements in interest rates.

14.4 Market risk

The principal investments of the Company are valued by reference to the prices traded on the Zimbabwe Stock Exchange. This market reflects the demand and supply of the shares and is significantly influenced by macro-economic factors which are out of the Company's control. Furthermore, the Company and its directors and senior executives are precluded from trading in the Company's shares at various times during the year. The Company does not seek to manage its share price.

14.5 Liquidity and cash flow risk

This is the risk of insufficient liquid funds being available to cover commitments.

The cash resources and facilities available to the Company were considered adequate to meet its short-term liquidity and cash flow requirements as at year end.

15 GOING CONCERN

The Company was converted to an investment holding Company during 2021 and as at the reporting date had two separately listed share classes. To spread the costs of the Company, additional transactions are required to be concluded as the underlying portfolio companies contribute towards the operating costs of the Company. Various transactions are being pursued to spread the operating costs.

The Directors believe that the Company is a going concern and will continue in business for the foreseeable future and are pursuing various transactions to spread the risk associated with having just one significant underlying investment portfolio.

Based on the aforementioned, the Directors believe that the preparation of these financial statements on a going concern basis is appropriate.

16 SUBSEQUENT EVENTS

Subsequent to the year end the Sunway City land which was 50.1% linked to the Class B shares in the Company was sold. The net realised and attributable to the Class B shares amounts to approximately USD120,000 after costs. The fair value of the Class B portfolio has therefore been valued at this figure.

BRIDGEFORT CAPITAL

NOTICE TO MEMBERS – 25TH ANNUAL GENERAL MEETING

Notice is hereby given that the 25th Annual General Meeting of members of BridgeFort Capital Limited will be held online, using the following link: https://polling.fts-net.com on Friday the 28th of June 2024 at 11.00 am. The meeting link shall be sent to shareholders, and shall further be accessible on www.bridgefortcapital.com, for the purpose of transacting the following business:

ORDINARY BUSINESS

1. Approval of Financial Statements and Reports

To receive, consider and adopt the Annual Financial Statements for the year ended 31 December 2023, including the Directors' and Independent Auditor's reports thereon.

2. Approval of Directors' Fees

To approve the directors' fees for the year ended 31 December 2023.

3. Appointment of Directors

3.1 Mr. Vernon Lapham retires by rotation in terms of Article 68 of the Company's Articles of Association and being eligible, offers himself for re-election.

3.2 Mr. Oliver Lutz retires by rotation in terms of Article 68 of the Company's Articles of Association and being eligible, offers himself for re-election.

The directors' re-election and appointments will be by way of individual motions.

4. Auditor

4.1 To approve the remuneration of the Auditor, PKF Chartered Accountants, for the last year.

4.2 To authorise the directors to appoint auditors for the ensuing year. To note that PKF Chartered Accountants have been auditors for 1 year and have indicated their willingness to continue to serve as the Company's auditors.

5. Any other business

To transact any other business as may be transacted at an Annual General Meeting.

VOTING AND PROXIES

Members who are entitled to attend and vote at the Annual General Meeting of Shareholders may appoint a proxy to attend, speak and on poll, vote in his/her stead. A proxy need not to be a member of the Company. Forms of proxy must be lodged at the Registered Office of the Company or emailed to mike@bridgefortcapital.com not less than forty-eight (48) hours before the time of holding of the meeting.

By Order of the Board

M. Nicholson
Company Secretary
6 June 2024

BRIDGEFORT
CAPITAL

PROXY FORM - 25th Annual General Meeting

I/We ____

of____

being the holder/s of__________________________ shares in BridgeFort Capital Limited, do hereby appoint:

____

Or failing him/her: ____

as my/our proxy to vote for me/us on my/our behalf at the 25th Annual General Meeting of the Company to be held on 28 June 2024, at 11.00am and at any adjournment thereof. I/We instruct my/our proxy or proxies to vote in the following way:

Ordinary Business

	Please indicate with an 'X' in the spaces provided how you wish your votes to be cast.	For	Against	Abstain
1.	THAT the Audited Financial Statements and reports of the Directors and Auditors for the year ended 31 December 2023 be adopted.			
2.	THAT the remuneration of the Directors be confirmed.			
3.1	THAT Mr. Vernon Lapham be re-elected as a Director of the Company in terms of the Articles of Association.			
3.2	THAT Mr. Oliver Lutz be re-elected as a Director of the Company in terms of the Articles of Association.			
4.1	THAT the remuneration of the Auditors for the past audit be confirmed.			
4.2	THAT the Directors be authorised to appoint auditors for the ensuing year.			

Signed this __________ day of _______________2024.

Signature of member _______________________

Notes:

1. This proxy form should be sent via email to the Company at mike@bridgefortcapital.com not later than forty-eight hours before the time of the meeting.
2. A member entitled to attend, and vote is entitled to appoint a proxy to attend and vote and speak in his/her stead. A proxy need not be a member of the Company.
3. The proxy form must be signed and dated for it to be valid. Any alterations or corrections to this form must be initialled.
4. Anyone signing this proxy form in a representative capacity must be authorised to do so. Please stamp this form with your company or organisation's stamp and enclose proof of authorisation.
5. Members are advised to be cognisant and aware of the rights flowing to the class of shares held. Class A, B, C and D Preferred shareholders are eligible to vote only on matters affecting their respective class of shares. Ordinary Shareholders hold all other voting rights except those specifically reserved for other classes. If in doubt as to how to proceed, please consult your stockbroker/ legal advisor for clarity or direct your questions to the company secretary mike@bridgefortcapital.com.

SHAREHOLDERS ANALYSIS
As at 31 December 2023

ANALYSIS BY CATEGORY	CLASS A Number of shareholders	Number of shares	%
Local companies	180	10,259,330	85.49
Deceased Estate	5	88	0.00
External companies	2	32,817	0.27
Insurance companies	1	38	0.00
Investment, trust & property	36	22,613	0.19
Local resident	2,372	1,378,223	11.49
Nominees Local	28	132,503	1.10
Non resident individual	30	171,450	1.43
Pension fund	2	822	0.01
Other shareholders	1	2,116	0.02
Total	**2,657**	**12,000,000**	**100.00**

ANALYSIS BY HOLDING	Number of	Number of	%
1 - 500	2,406	155,906	1.474
501 - 1000	83	60,981	0.58
1001 - 10,000	126	372,742	3.52
10,001 - 50,000	27	645,627	6.10
50,001 - 100,000	3	187,697	1.77
100,001 and over	12	10,577,047	100.00
Total	**2,657**	**12,000,000**	**113.45**

ANALYSIS BY CATEGORY % OF TOTAL	CLASS B Number of shareholders	 Number of shares	 %
Local companies	158	1,165,355	86.84
Deceased Estate	2	8	0.00
External companies	1	3,625	0.27
Insurance companies	1	4	0.00
Investment, trust & property	25	1,908	0.13
Local resident	1,625	137,372	10.24
Nominees Local	27	15,418	1.15
Non resident individual	25	17,983	1.34
Pension fund	2	91	0.01
Other shareholders	1	236	0.02
Total	**1,867**	**1,342,000**	**100.00**

ANALYSIS BY HOLDING	Number of shareholders	Number of shares	%
1 - 100	1,701	22,280	1.6531
101 - 1000	127	38,548	2.87
1001 - 10,000	28	82,437	6.14
10,001 - 50,000	7	196,316	14.63
50,001 and over	4	1,002,419	74.70
Total	**1,867**	**1,342,000**	**100.00**

DIRECTORATE AND ADMINISTRATION

COMPANY INFORMATION

Board Of Directors
Dr C. Beddies (Chairperson)
W. Marere
O. Lutz
P. Masamba
V. Lapham (Chief Executive Officer) *
M. Nicholson (Chief Financial Officer) *
* Executive

Company Secretary
M. Nicholson
Registered office
7 Bernard Avenue
Rolf Valley, Harare

Auditors
PKF Chartered Accountants (Zimbabwe)
8th Floor Takura House, 67 Kwame Nkrumah Ave
Harare

Bankers
NMB Bank
Joina City Branch
Harare

Transfer Secretaries
First Transfer Secretaries
1 Armagh Road, Eastlea
Harare

Legal Advisors
Matizanadzo and Warhurst Legal Practitioners
8 Downie Avenue
Alexandra Park
Harare