

***BELL***

75<sup>th</sup>  
ANNIVERSARY

2024

BELL EQUIPMENT LIMITED INTEGRATED ANNUAL REPORT

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Introducing this report

Our integrated report aims to provide a balanced and accurate reflection of our strategy, performance, opportunities, outcomes, and future outlook in relation to material financial, economic, social and governance issues.

Our Integrated report is produced and published annually. This report covers the financial year from 1 January 2024 to 31 December 2024. Any subsequent material events up to the board approval date in March every year are also included. We report on the primary activities of the group and our subsidiaries where we have control and significant influence.

The integrated annual reporting process

This annual process below strengthens our internal reporting systems, assists us in our integrated thinking, informs our strategic goals and shapes our value creation and preservation. Bell is committed to disclosing accurate information that supports a variety of stakeholders in their decision making.

Assurance

Combined assurance model integrates and optimises the assurance obtained from management and internal and external assurance providers to assure the integrity of this report as detailed in principle 15 of the 2025 King IV™ register. In the year under review, our reporting suite was assured as follows:

- The independent external auditor, PricewaterhouseCoopers Inc. audited the financial statements.
- The audit committee provided assurance on the adequacy and effectiveness of the group's systems of internal financial and operational control, and compliance.
- Sustainability information in the report has been approved by both the board's social, ethics and transformation committee and the risk and sustainability committee.
- The release of the sustainability and climate change disclosure guidance by the JSE has been noted and will continue to be considered by the group in the reporting of the sustainability elements in the report and going forward, the measurement of these will be considered and where applicable, applied.
- Internal accounting and administrative control systems and procedures have been designed to provide assurance that assets are safeguarded and that transactions are executed and recorded in accordance with the group's policies and procedures. Ernst and Young are the outsourced internal auditors.
- Accredited service providers have determined selected non financial performance metrics, including market share statistics and certain subsidiaries' BBBEE ratings.
- Management has verified the processes for measuring all other non financial information and the integrated annual report was reviewed and signed off by the group executive committee.

Quick navigation

This is an interactive report and is best viewed in Adobe Acrobat for desktop, mobile or tablet.



Home



Previous Page



Next Page



Click to download or update to the latest Adobe Acrobat Reader.

Connect with us



Visit our website:  
[www.bellir.co.za](http://www.bellir.co.za)



Scan the QR code  
on your smartphone

We welcome stakeholders' feedback on our reporting, which can be emailed to:



Email feedback to [Diana.Mcilrath@bellequipment.com](mailto:Diana.Mcilrath@bellequipment.com)

## Our inputs and outputs through the six capitals

We aim to preserve, create and deliver sustainable value for all our stakeholders through the six capitals. The icons below are used throughout the report to highlight our integrated thinking and demonstrates the connectivity of the resources and relationships we rely on to create, deliver and preserve such value for our stakeholders as set out in the section of this report entitled Value Creation process on page 10.



### Human

The skills and passion of our employees, along with strong leadership, drive the business forward. Bell manages its human capital to ensure people's health and safety while investing in their professional and personal growth.



### Manufactured

Bell invests in plant, production oriented equipment, logistics infrastructure, machines and tools to efficiently enable the group to be flexible and responsive to customer demand in getting Bell products to market and to support our operations, while utilising production processes that adhere to environmental regulatory requirements.



### Intellectual

Our strong Bell brand, know how and the technical acumen of our research and development staff, the company culture and our world class systems and processes make us successful in developing, managing and expanding our innovative products and service solutions.



### Financial

We use financial resources in the production of our products and the provision of our services. We continue to enhance our financial capital by:

- effective management of risk;
- corporate governance structures;
- ensuring equitable use of wealth created; and
- assessing the wider economic impact of our activities on society.



### Social and relationship

Bell prides itself on conducting business by taking into account its legal, ethical and economic responsibilities and ensuring strong, collaborative stakeholder relationships to ensure sustainable business practices.



### Environmental

Bell is reliant on natural resources such as energy, and is committed to the responsible use and protection of the natural environment through sustainable practices, with a focus on reducing our environmental footprint.

## Our stakeholders

We acknowledge the fundamental role of our stakeholders in the Bell Equipment value chain. Effective engagement with them is vital to understand and address their needs, which, in turn, influences our decisions and sustainability efforts. The stakeholder engagement is unpacked on page 72.



**Employees**



**Suppliers & strategic OEM partners**



**Customers**



**Local communities**



**Government**



**Shareholders, investors, financiers & insurers**



## Navigating our reporting suite

Our suite of reports can be found online via [www.bellir.co.za](http://www.bellir.co.za)

- Integrated annual report
- Annual financial statements
- Annual results presentation 2024
- King IV™ Register 2024

Our integrated report was guided by the following standards and initiatives. We have sought alignment with key reporting expectations and compliance with all relevant legal requirements

- The International Integrated Reporting<IR> Framework
- South African Companies Act 71 of 2008, as amended
- Johannesburg Stock Exchange ('JSE') Listings Requirements
- JSE Sustainability Disclosure Guidance and Climate Disclosure Guidance
- King IV™ Report on Corporate Governance for South Africa, 2016
- International Financial Reporting Standards ('IFRS')
- United Nations Global Compact Sustainable Development Goals
- Task Force on Climate Related Financial Disclosures ('TCFD')

### Material matters



**Environmental sustainability**



**Driving business resilience**



**Executing strategy**



**Helping our people thrive**



**Principled governance**

### Our approach to materiality

The report focuses on information which we believe to be relevant and material to investors and providers of financial capital (both current and prospective) in order to understand the group's ability to create value. The financial materiality assessment applied by the board in measuring enterprise value is based on internal and external factors, both positive and negative, that substantively affect the group's ability to deliver its strategy, and which could have a material impact on the annual financial statements of 0,5% or more of the group's revenue. We are also measuring impact materiality as it relates to the social, environmental and governance impacts of our operations and plan to report on this more extensively in subsequent years.

To the left are the icons that are used throughout the report to demonstrate the material themes that guide our integrated reporting.

The process we followed to identify, rank, apply, validate and assess our material matters is set out in the section of this report entitled Our Material Matters on page 8.

### Forward looking information

Forward looking information focuses on the strategic objectives, operating plans and prospects for the 2025 financial year as well as the group's medium term financial targets. Investors are cautioned not to place undue reliance on any forward looking statements contained herein, as they have not been reviewed or reported on by the group's external auditors.

Whereas the group has made every effort to accurately and reasonably ensure the accuracy and completeness of the information contained within this integrated annual report, any forward looking statements speak only as at the date that they are made; the actual results may vary materially from those expressed or implied; and the group undertakes no obligation to publicly update or alter these or to release revisions after the date of publication of this integrated annual report.

### Board responsibility statement

The audit committee has oversight responsibility for integrated reporting and recommended the report for approval by the board of directors.

The directors have collectively assessed the content and confirmed that the integrated annual report addresses all material issues, the integrated performance and the group's strategy and the integrated annual report has been ultimately approved by the board.

### Board approval

The 2024 integrated annual report was unanimously approved by the board on 26 March 2025.

Gary Bell  
Chairman

Ashley Bell  
Chief executive

Hennie van der Merwe  
Lead independent non executive

Derek Lawrence  
Independent non executive

Mamokete Ramathe  
Independent non executive

Rajendran Naidu  
Independent non executive

Ushadevi Maharaj  
Independent non executive

Karen van Haght  
Group finance director

Markus Geyer  
Independent non executive

Avishkar Goordeen  
Alternate executive director to Ashley Bell

26 March 2025



# Overview of Bell Equipment

Bell Equipment is a South African company that operates on a global scale, but has retained the family ethos instilled by Irvine Bell when he founded the company in 1954 as a small engineering and agricultural repair service in northern KwaZulu Natal.

Strong family values of integrity, honesty, accountability, and respect have seen Bell become an integral part of the communities in which it operates. The group takes its responsibilities as a corporate citizen seriously, purchasing from local suppliers wherever possible and investing in meaningful outreach initiatives with a focus on education, training, and development both internally and externally.

Bell Equipment's vision is to be a globally recognised OEM and a leader in the capital equipment and industrial goods sector, developing and supplying leading quality brands into the construction, mining, forestry, agriculture and industrial sectors in a number of chosen markets.



The early days: Bell founders, Irvine and Eunie Bell (seated), with their three sons (back left) Peter, Gary, and Paul, who have all played significant roles in developing different aspects of the business.



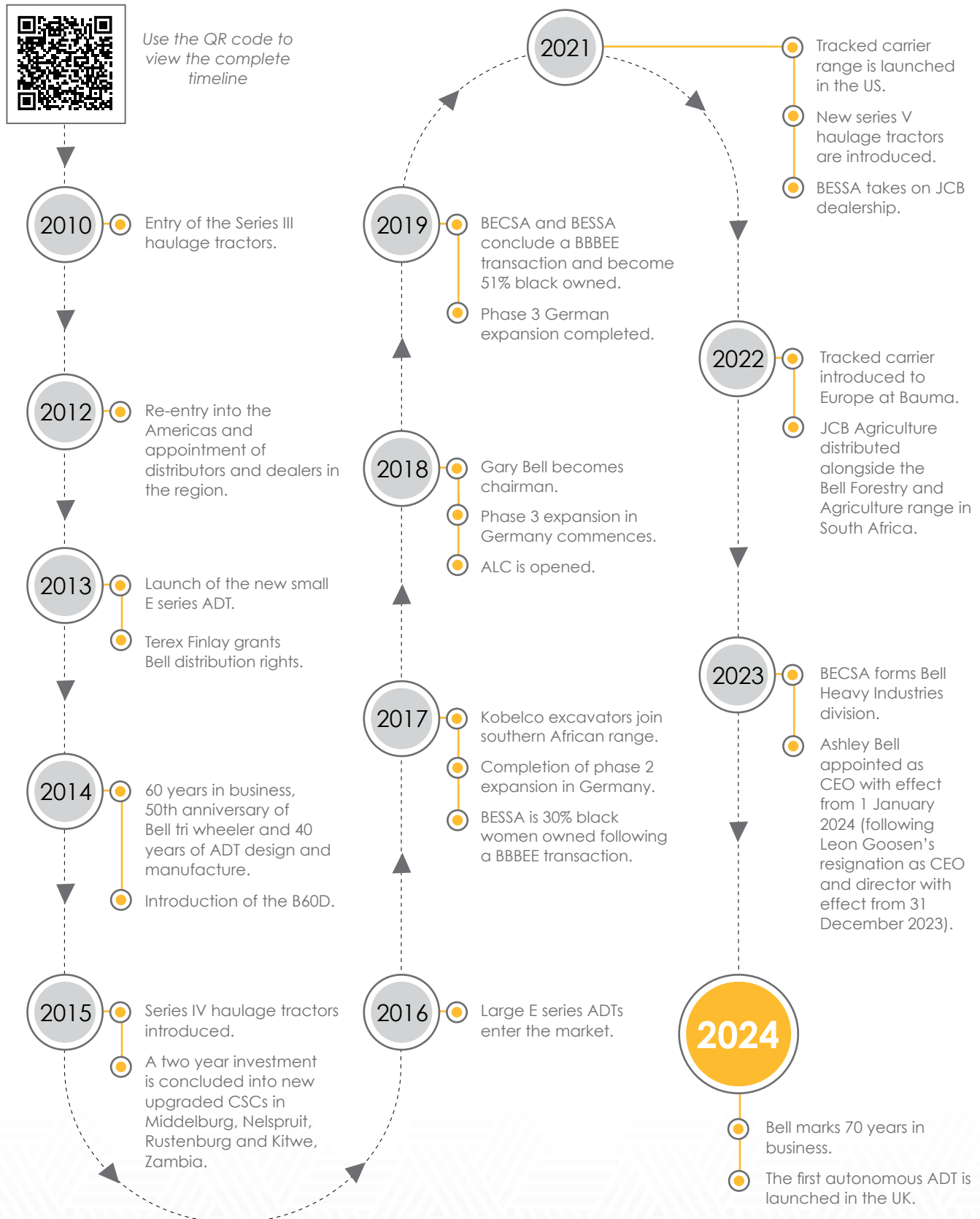
Irvine Bell in his later years, in the original workshop on the Bell farm where the company began.



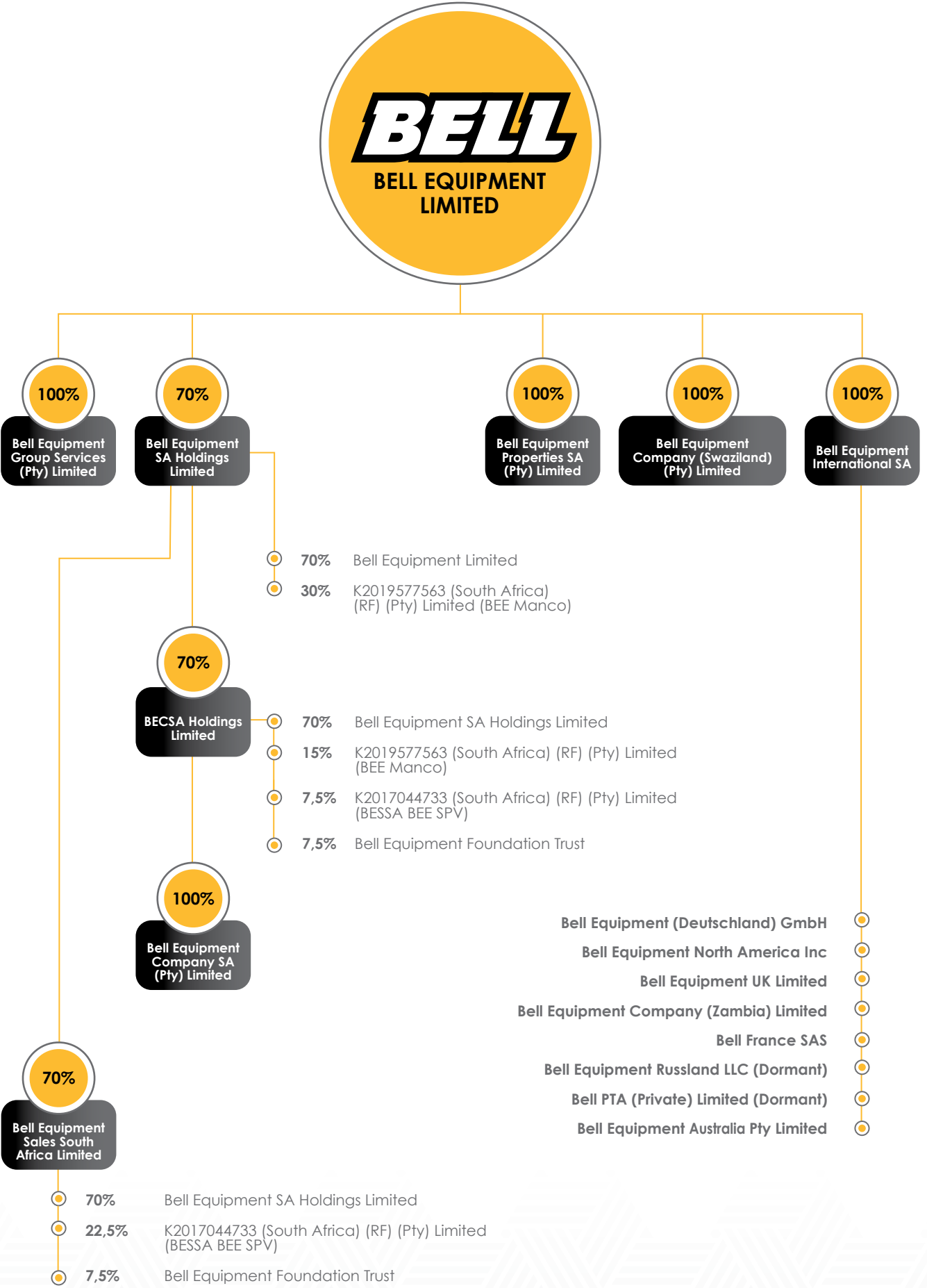
The next generation, (from left): CEO Ashley Bell (Peter Bell's son) with chairman Gary Bell and his sons, Mark Bell (IT operations manager) and Quentin Bell (quality assurance manager).

# Our growth path

Celebrating seventy years of manufacture in 2024, our value creation process over this time has seen the group grow its intellectual property, product range, global footprint, and reputation as a provider of quality heavy equipment. Milestone developments in our recent history include:



# Global corporate structure



# Global reach

## North America & Canada



## Europe



## North Africa



## Sub Saharan Africa



## South America



## South Africa



### Legend

- Manufacturing hubs
- Logistics hubs
- Bell owned dealership
- Independent dealership
- Mining & construction
- Forestry & agriculture
- Partner products

2024 at a glance

9.5%

net debt to equity ratio



Bell has a Bell owned dealership network in

3

countries, namely the United Kingdom, Zambia, and South Africa. In all other territories Bell uses independent dealerships to support our customers.

The South African factory has

45 000m<sup>2</sup>

of undercover manufacturing area and is able to provide project manufacturing and contract engineering through its Bell Heavy Industries division.

The Bell OEM range includes

47

products, of which 27 are geared towards mining and construction and 20 cater to the mechanised needs of our forestry and agriculture customers.

Dealership parts stocking is supported from Bell logistics hubs in South Africa, Germany and the USA, complemented by additional dealer owned logistics hubs.

The Richards Bay factory is home to the group's head office from where centralised group services are managed, including finance, logistics, supply chain management, and marketing.

Bell has

2

manufacturing facilities based in Richards Bay, South Africa, and Eisenach-Kindel, Germany to serve the southern and northern hemisphere markets.

Asia



South East Asia



Oceania



Bell machines operate in over

80

countries.

22

Bell owned customer service centres in South Africa.

114

independent dealers globally.

Contributed to people development in South Africa

Level 1

in transformation at BESSA

265

apprentices are being trained

13%

decrease in revenue

# Our material matters

A materiality framework is crucial for our business because it helps identify and prioritise the issues that significantly impact our ability to create value over time, encompassing financial, environmental, and social aspects, ultimately enabling informed decision making and effective reporting.

## Determining materiality

An annual assessment of our material matters has been undertaken, including a specific environmental, social and governance ('ESG') materiality assessment.

We continue to follow a double materiality determination process to enable us to identify our financial materiality (matters that impact our ability to generate revenue and preserve shareholder value over time) and our impact materiality (our impact on society, communities and the environment). Our integrated report applies double materiality as it covers content and disclosures that are material to investors and other providers of capital (financial materiality) as well as the impacts on people, the planet and profits (impact materiality) and results in matters that are prioritised and grouped into themes to inform our integrated report content. Effective management of risks and opportunities is crucial to achieving our business sustainability and strategy.

## Materiality determination process

The four step process of identifying, assessing, organising and reviewing information to understand its materiality took place. This included:

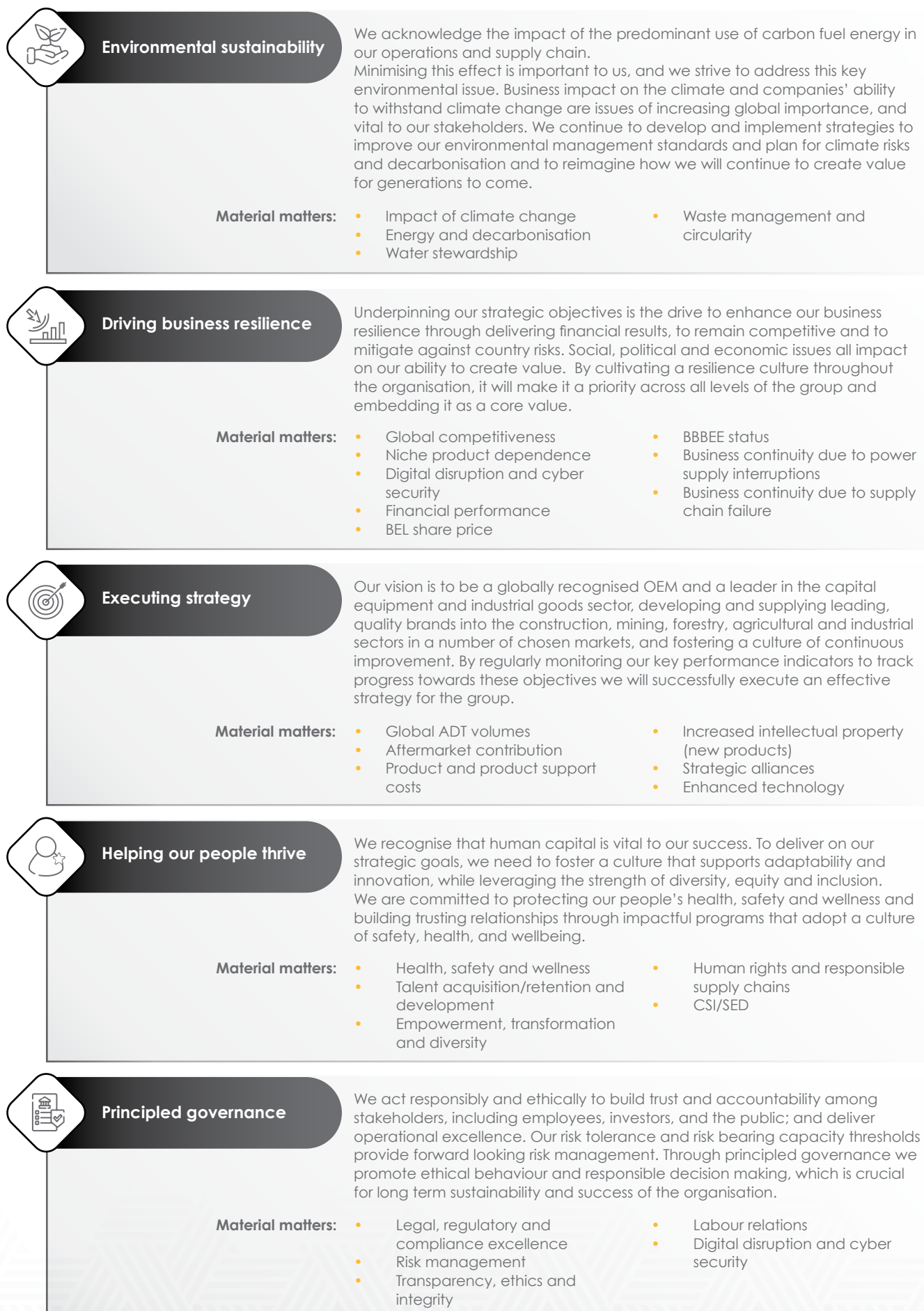
- assessing the external context, including global, local and industry risks, opportunities and trends;
- considering internal reports and inputs such as the strategic risk register, stakeholder reports and surveys and strategy;
- prioritising material matters by senior management and executives; and
- reviewing and benchmarking our peers' material matters.

The outcome of our materiality process helps identify and manage both external and internal risks, including our ESG risks, and informs our reporting.



## 2024 material matters

Our 2024 review continues to confirm that our previous matters remained material as set out below, with an increased focus on the impact of climate change:



# Our value creation process

Throughout the group, Bell creates, delivers and preserves value for its shareholders by focusing on the six capitals as follows:

Human Capital	Trade off	Outlook	Input	Outcomes	References
	Investing in attracting, retaining and developing the best talent results in employee costs being a significant cost to our business and in turn impacting on the financial capital.	<ul style="list-style-type: none"> <li>Employment force that is developed and retained will increase sustainable growth in the long term.</li> <li>Safety remains a top priority and a focus area.</li> </ul>	<ul style="list-style-type: none"> <li>A strong executive team.</li> <li>A diverse board.</li> <li>265 apprentices with the appropriate knowledge, skills and experience.</li> <li>Succession planning.</li> </ul>	<ul style="list-style-type: none"> <li>Wages and salaries of R2,0 billion (2023: R2,1 billion).</li> <li>265 apprentices successfully trained (2023: 213).</li> <li>Board attendance of 100% (2023: 100%).</li> </ul>	<ul style="list-style-type: none"> <li>Remuneration committee report.</li> <li>Stakeholder relations report.</li> <li>Leadership report.</li> </ul>

Manufactured Capital	Trade off	Outlook	Input	Outcomes	References
	<ul style="list-style-type: none"> <li>Compliance and regulatory risks.</li> <li>Substitution products.</li> </ul>	<ul style="list-style-type: none"> <li>New products - motor grader leads to greater customer base, increased sales and associated benefits.</li> <li>Bell Heavy Industries division – provides project manufacturing and contract engineering.</li> <li>Bell contributes to circularity through both component and machine remanufacturing and rebuilding, which reduces such components and machines going to landfills and extends the life of the machines and components.</li> </ul>	<ul style="list-style-type: none"> <li>Two manufacturing facilities based in Richards Bay and Germany to serve both southern and northern hemisphere markets.</li> <li>Property, plant and equipment R1,0 billion (2023: R1,0 billion).</li> </ul>	<ul style="list-style-type: none"> <li>Revenue: R11,7 billion.</li> <li>Capital investment for the year: R203,5 million on property, plant and equipment and intangibles.</li> <li>Depreciation and amortisation: R122,2 million on property plant and equipment and intangibles.</li> </ul>	<ul style="list-style-type: none"> <li>Finance director's report.</li> <li>Joint chairman and CEO report.</li> <li>Annual financial statements.</li> </ul>



Intellectual Capital	Trade off				
	Trade off	Outlook	Input	Outcomes	References
	<ul style="list-style-type: none"> <li>The use of AI and big data - development of reliable and autonomous machines may result in pressure on some existing traditional job functions, but will allow for additional opportunities in new roles.</li> <li>High warranty costs, additional time and finances used in order to ensure that customers receive a world class machine.</li> </ul>	<ul style="list-style-type: none"> <li>Implementation of greater agility in certain business units.</li> <li>Maintaining our reputation as a quality OEM with an exceptional brand.</li> <li>Robust governance structures.</li> <li>Product innovation.</li> <li>Value add for stakeholders.</li> </ul>	<ul style="list-style-type: none"> <li>Brand reputation.</li> <li>Strategy for growth.</li> <li>Competitive advantage.</li> <li>Research and development and design skills.</li> </ul>	<ul style="list-style-type: none"> <li>Investment in quality assurance.</li> <li>Research and development investment - R106,6 million (2023: R79,8 million).</li> </ul>	<ul style="list-style-type: none"> <li>Annual financial statements.</li> <li>Sustainability report.</li> </ul>

Financial Capital	Trade off				
	Trade off	Outlook	Input	Outcomes	References
	Decision made to keep gearing low and preserve cash resources due to volatile and uncertain market conditions.	Bell Equipment is negotiating additional end user customer funding to assist customers to fund their acquisition of their Bell machines in line with the group strategy to be the preferred full range material handling solutions provider in southern Africa.	<ul style="list-style-type: none"> <li>Market capitalisation of R3,9 billion (2023: R2,2 billion).</li> <li>Net debt: equity of 9,5% (2023:29,1%) to execute growth.</li> <li>Funding facilities of R1,5 billion (2023: R1,5 billion) of which R423 million is utilised.</li> </ul>	<ul style="list-style-type: none"> <li>Revenue down 13,4% to R11,7 billion.</li> <li>HEPS: 465 cents (2023: 798 cents).</li> <li>Total dividend per share declared: 160 cents (2023: nil cents).</li> </ul>	<ul style="list-style-type: none"> <li>Finance director's report.</li> <li>Annual financial statements.</li> </ul>

Social/relationship Capital	Trade off				
	Trade off	Outlook	Input	Outcomes	References
	Maintaining quality relationships across all stakeholder groups requires financial capital inputs, but generally generates positive return across most capitals over the longer term.	Increased focus on customer centric initiatives including: <ul style="list-style-type: none"> <li>Building us stronger initiative.</li> <li>Driving digital transformation throughout the group to better serve our customer's needs.</li> <li>Innovating solutions to reduce environmental impact.</li> </ul>	<ul style="list-style-type: none"> <li>Continued use of the 'EYE' external customer service monitoring service to understand our customer's needs.</li> <li>Training and skills development both inhouse through our accredited training centre and externally.</li> <li>Focused on empowering EMEs/ QSEs through the Bell ESD programme.</li> </ul>	BBBEE 2023: level 1 for Bell Equipment Sales South Africa Limited ('BESSA'), and level 3 for Bell Equipment Company SA (Pty) Ltd ('BECSA').  Spending on skills and social economic development: BECSA Skills 2024: R22m (2023: R19m) SED 2024: R1.19m (2023: R1,32m) BESSA Skills 2024: R25m (2023: R26m) SED 2024: R1.4m (2023: R1.7m).	<ul style="list-style-type: none"> <li>Stakeholder relations report.</li> <li>Social, ethics and transformation committee report.</li> </ul>



## Environmental/natural Capital

Trade off	Outlook	Input	Outcomes	References
<p>Commitment to minimise the environmental impacts of our operations and activities, taking into account that the utilisation of natural resources may in certain instances negatively affect human and social and relationship capital. This is a key trade off for generating value across the other capitals.</p>	<p>The acceleration and expansion of our response in an effort to be resilient in a lower carbon future, by innovating environmentally responsible ADT solutions that meet the demands of the market, set new benchmarks in sustainability within our industry, and make a lasting positive impact on the environment.</p>	<ul style="list-style-type: none"> <li>• Bell is maintaining various energy saving strategies including the installation of energy efficient lighting, airconditioning, and ventilation. The group is constantly investigating energy saving programmes.</li> <li>• A solar power project has been commissioned at the Richards Bay factory whereby parking bays were fitted with solar panels.</li> <li>• A 770kW grid tied solar system has been commissioned at the Jet Park operations and an 820 kW solar system was commissioned at the Kindel factory.</li> <li>• An initiative was undertaken to divert waste to recyclers instead of landfill, thereby reducing the group's environmental impact.</li> </ul>	<ul style="list-style-type: none"> <li>• With a lifespan exceeding 20 years, these solar projects represent our long term commitment to environmental sustainability and the future of our factory site.</li> <li>• At our Richards Bay site, specialised recycling units play a key role in liquid waste management. The thinners recycling plant has significantly reduced the volume of contaminated thinners requiring disposal, leading to cost savings on both new thinners purchases and disposal expenses, while minimising hazardous liquid waste as an environmental benefit.</li> </ul>	<ul style="list-style-type: none"> <li>• Sustainability report and ESG roadmap.</li> </ul>





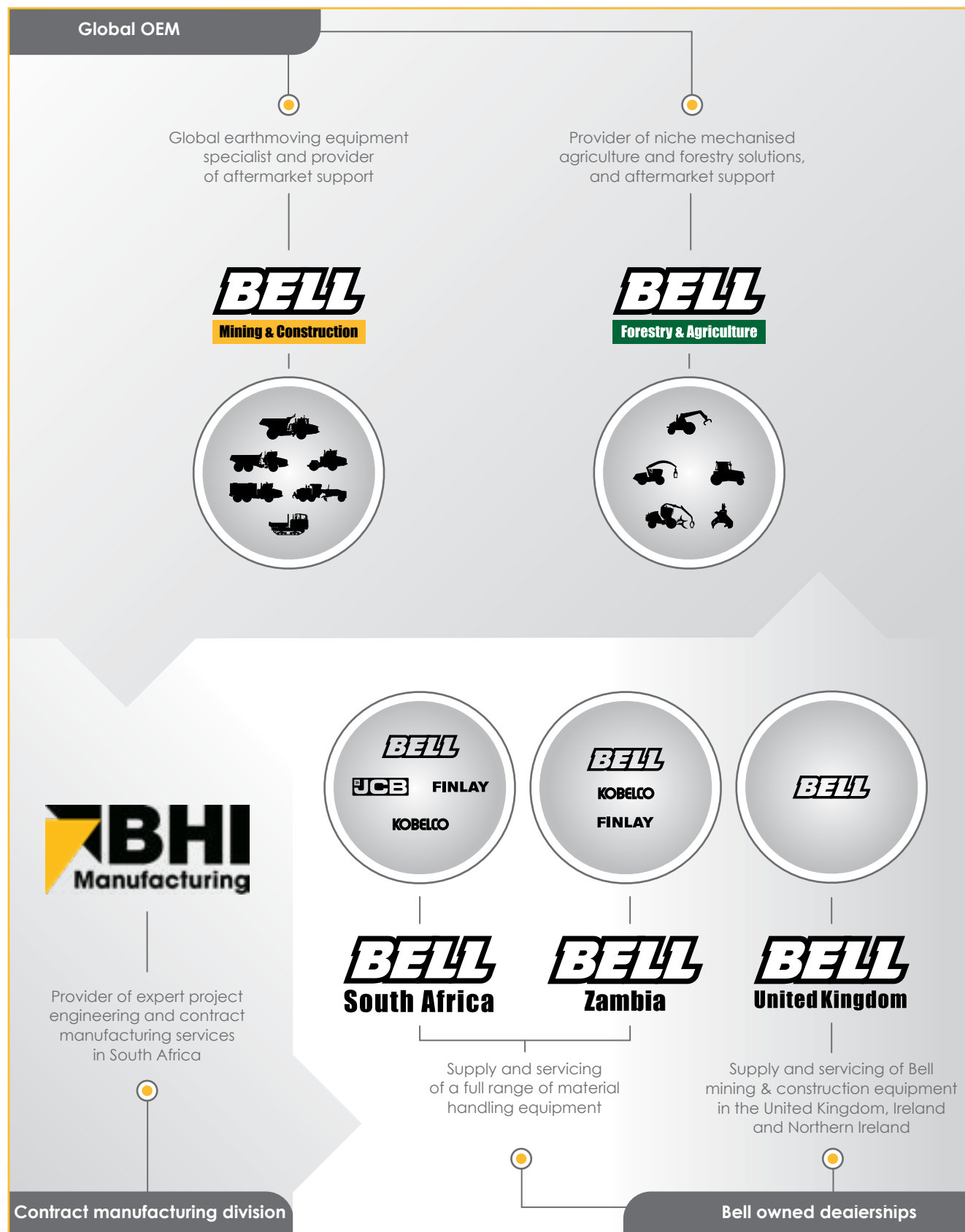






# Our operating environment

With a common thread of providing product solutions and aftermarket support for customers who require materials handling machinery, the Bell product offering is clearly defined within three groupings.



# Global OEM

The group's manufacturing philosophy, since its inception, has been to listen to customer's needs and build innovative, lowest cost per tonne solutions that satisfy these needs and set the benchmark in terms of productivity, safety, and ease of operation.

The Richards Bay factory in KwaZulu Natal, South Africa designs and manufactures the complete range of Bell forestry and agriculture products, ADTs for the southern hemisphere markets, and niche application equipment such as Bell water tankers and underground machinery. The factory also produces ADT semi knockdown kits for northern hemisphere markets, which are shipped to the German factory where limited manufacturing and kit assembly takes place. Bell Equipment, as a global OEM, has two defined business units:

### Mining & Construction

The group is recognised as a global ADT specialist with the largest and most advanced range in the world. The current E series generation comprises small trucks from 18 to 30 ton for construction and infrastructure and large trucks, from 35 to 50 ton, suited to bulk earthworks, mining, and quarrying. The niche Bell 4x4 ADT range, led by the B60E, provides cost and operational advantages to customers not needing 6x6 offroad capability.

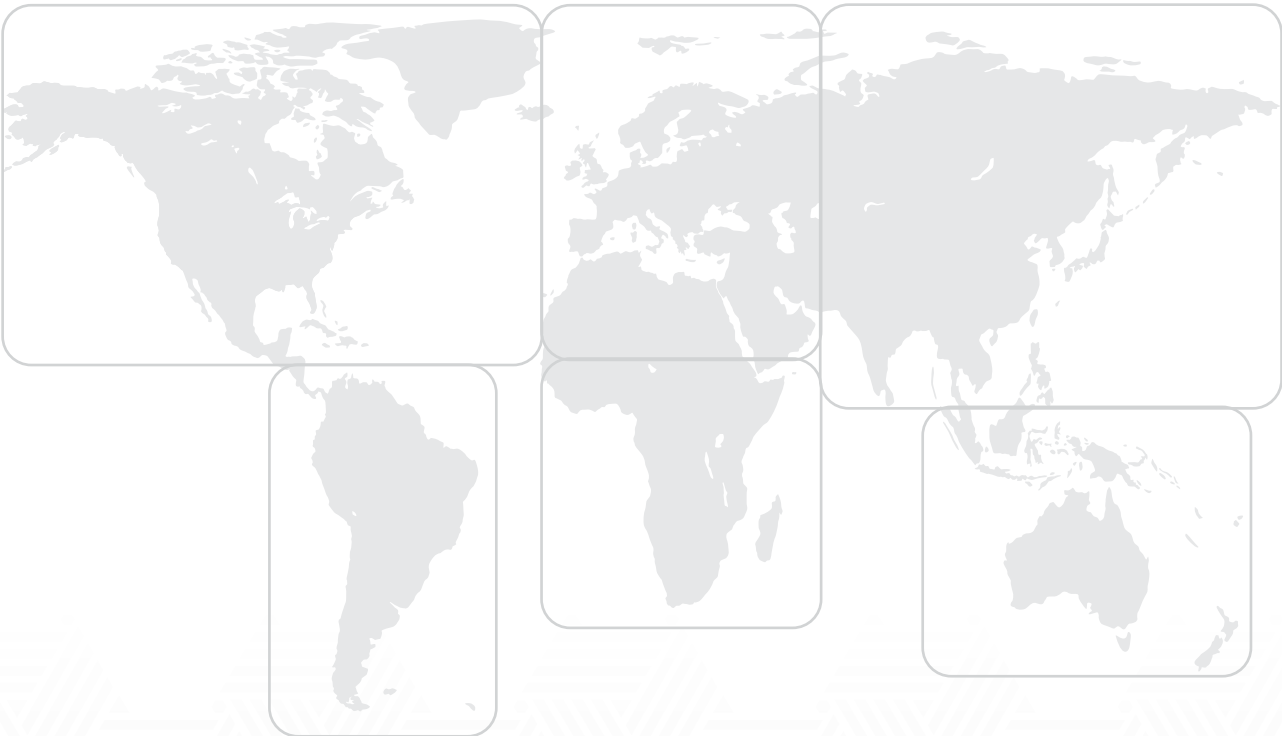
Bell remains at the forefront of ADT innovation and continuous improvement having pioneered several features that improve productivity, safety, and operational costs. Customers can monitor and manage their fleet with Bell Equipment's proprietary fleet monitoring system, Fleetm@tic®, and are able to integrate their E series trucks with various third party proximity detection, collision avoidance, and autonomous control systems.

The Bell tracked carrier sensibly complements the group's range of rough terrain ADTs in a highly specialised segment. This highly customisable machine provides a durable short haul solution for jobsites with soft underfoot conditions that require low ground pressure machines, either for environmental or traction reasons.

The group has launched its own motorised grader. The three base machines include the G140 for maintenance and light to medium construction tasks, the G160 with increased power and performance for heavy construction applications, and the large G200 for the mining industry. Each has the option of a four or six wheel drive configuration.

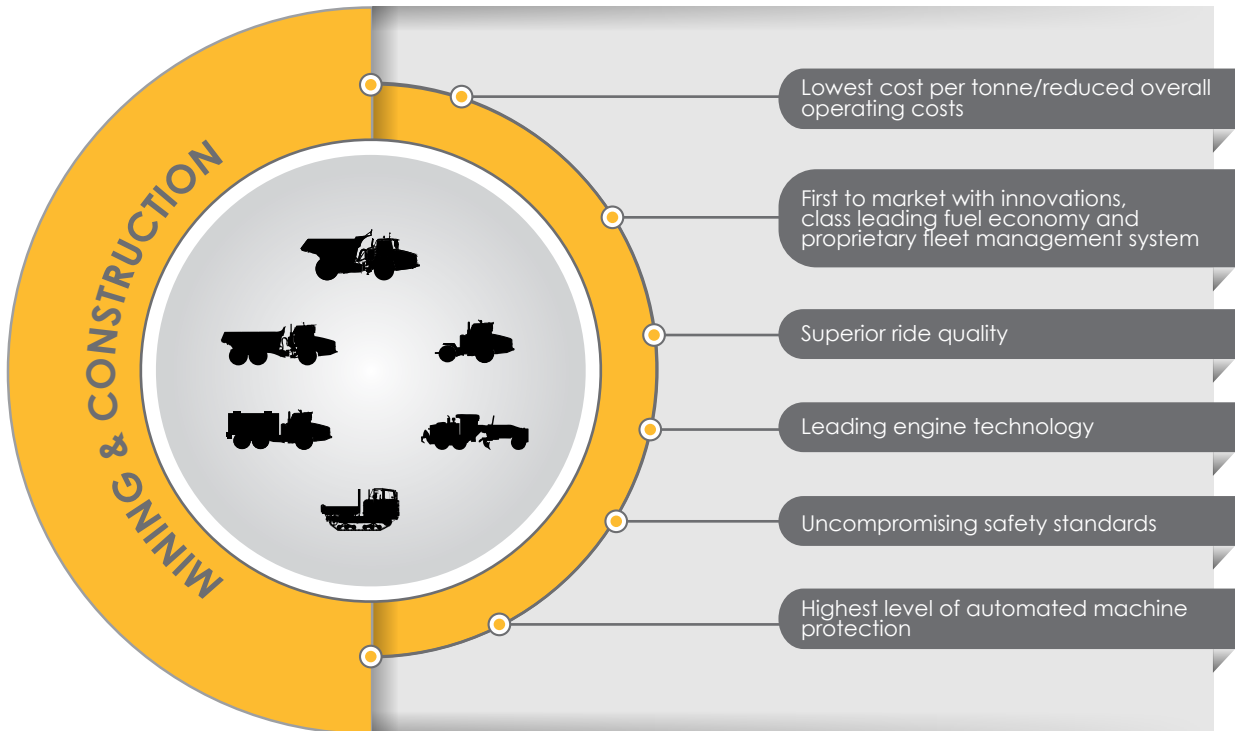
### Forestry & Agriculture

The agriculture and forestry industries were the cornerstone of Bell in its formative years and the group sees long term value in continuing to strengthen and grow its Bell forestry and agriculture business unit. The backbone of this range is the group's tri wheeler and haulage tractor products, which have been joined by newer products, such as the Bell timber truck, skogger, ulteco slew loader, cane pro and log pro, that meet market demand for mechanised load and haul solutions.

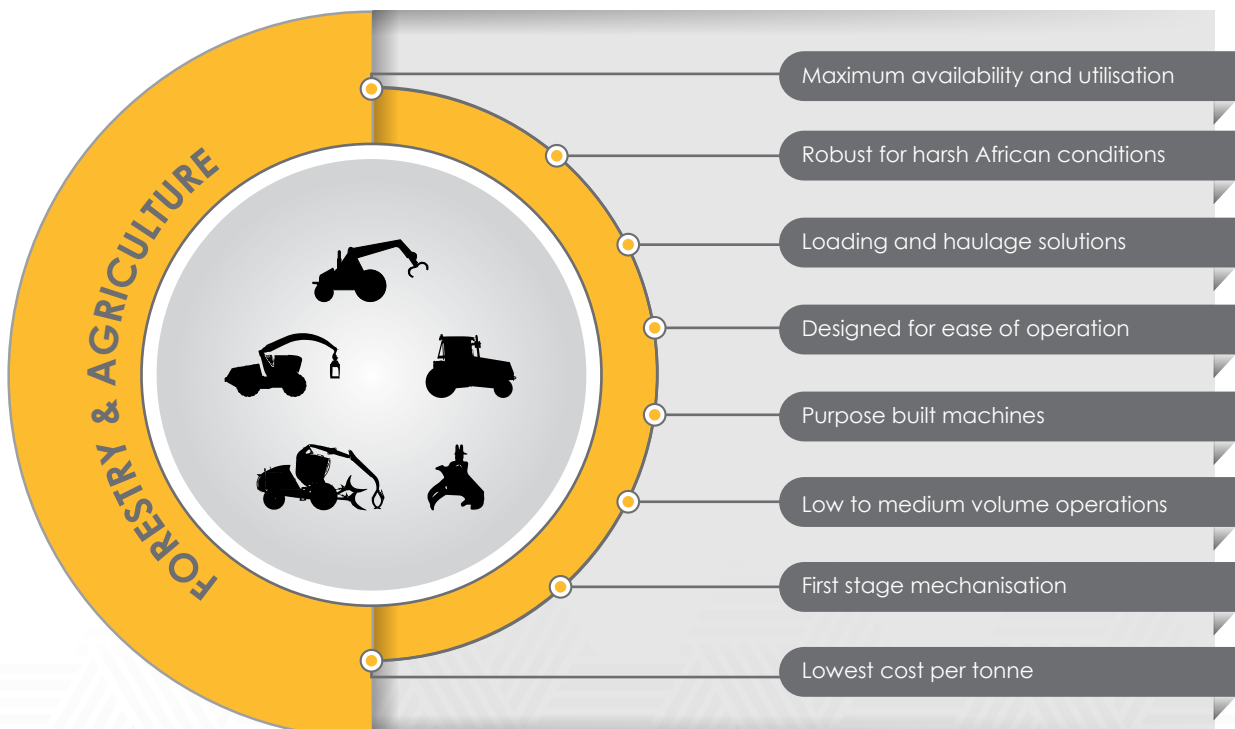




## Mining & Construction



## Forestry & Agriculture



# Bell owned dealerships

Bell owns three dealerships: Bell South Africa, Bell Zambia and Bell United Kingdom.

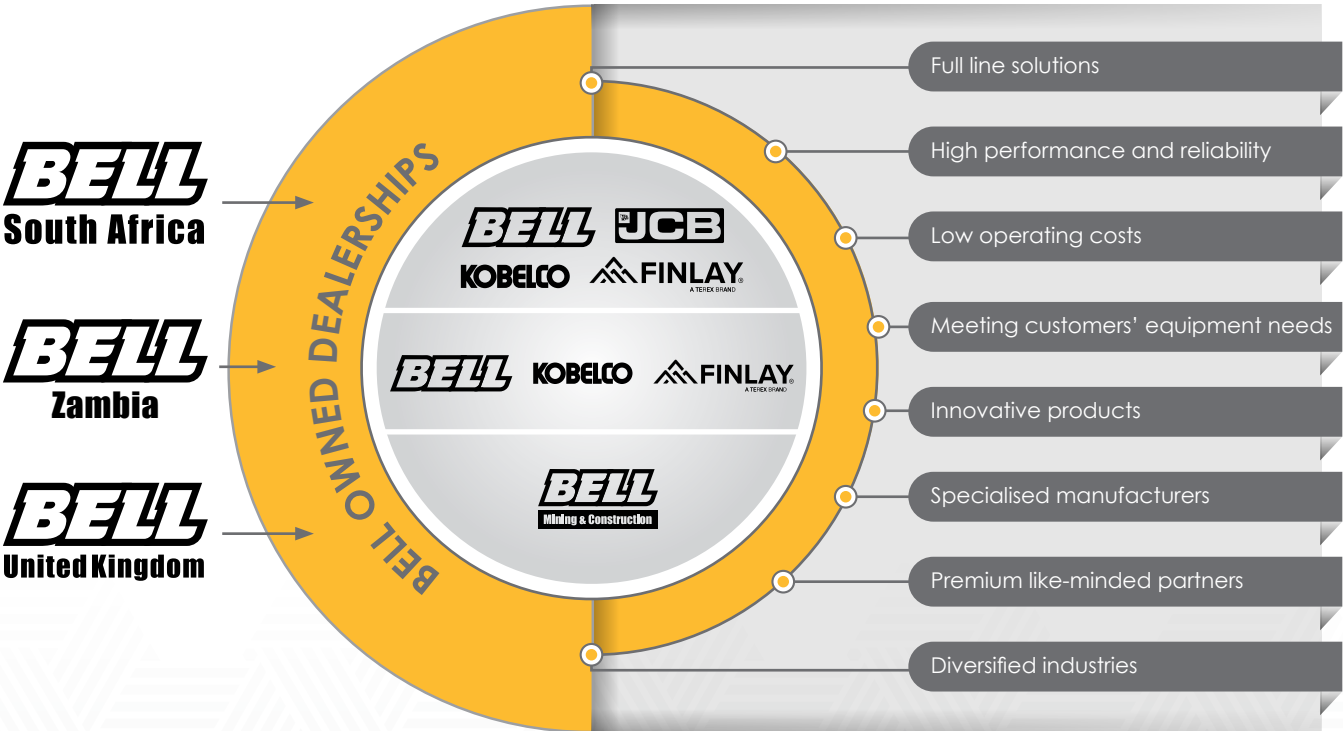
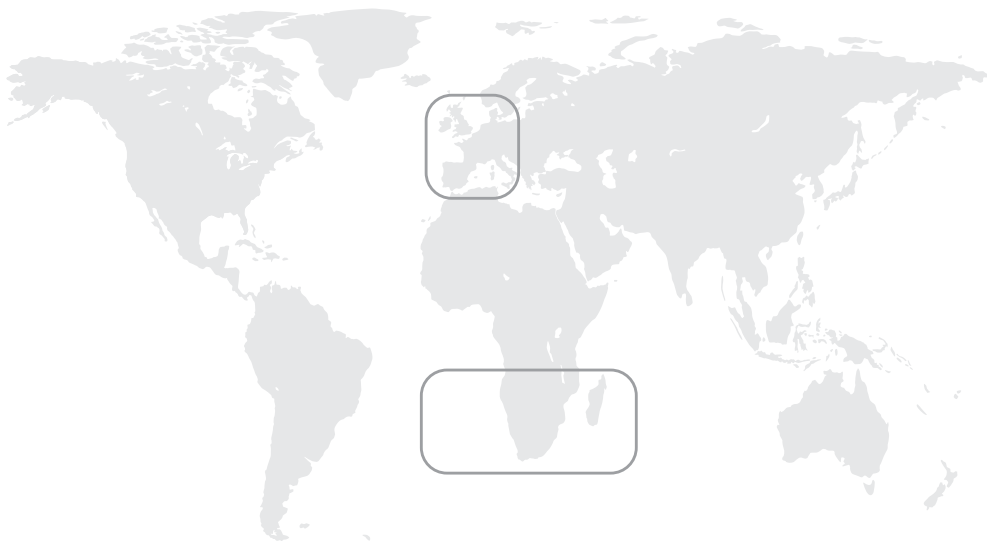
In South Africa, equipment distribution and support are managed through BESSA, which operates 22 customer service centres across the country and the GLC in Johannesburg, offering 24 hour parts delivery nationwide.

Bell South Africa complements its product range locally through partnerships with global manufacturers like JCB, Finlay, and Kobelco, providing a full range of material handling equipment that includes wheel loaders, haulers, excavators, graders, backhoe loaders, telehandlers, forklifts, rough terrain material handling equipment, compaction rollers, and a material processing line.

Bell Zambia is well established and represents the Bell, Finlay and Kobelco ranges of equipment by providing distribution, sales and aftermarket support.

Established in 1998, Bell Equipment UK oversees distribution and support of Bell ADTs for mining and construction in the UK, Ireland, and Northern Ireland.

All dealerships offer quality pre owned equipment and a comprehensive collection of aftermarket products, enhancing the Bell ownership experience.



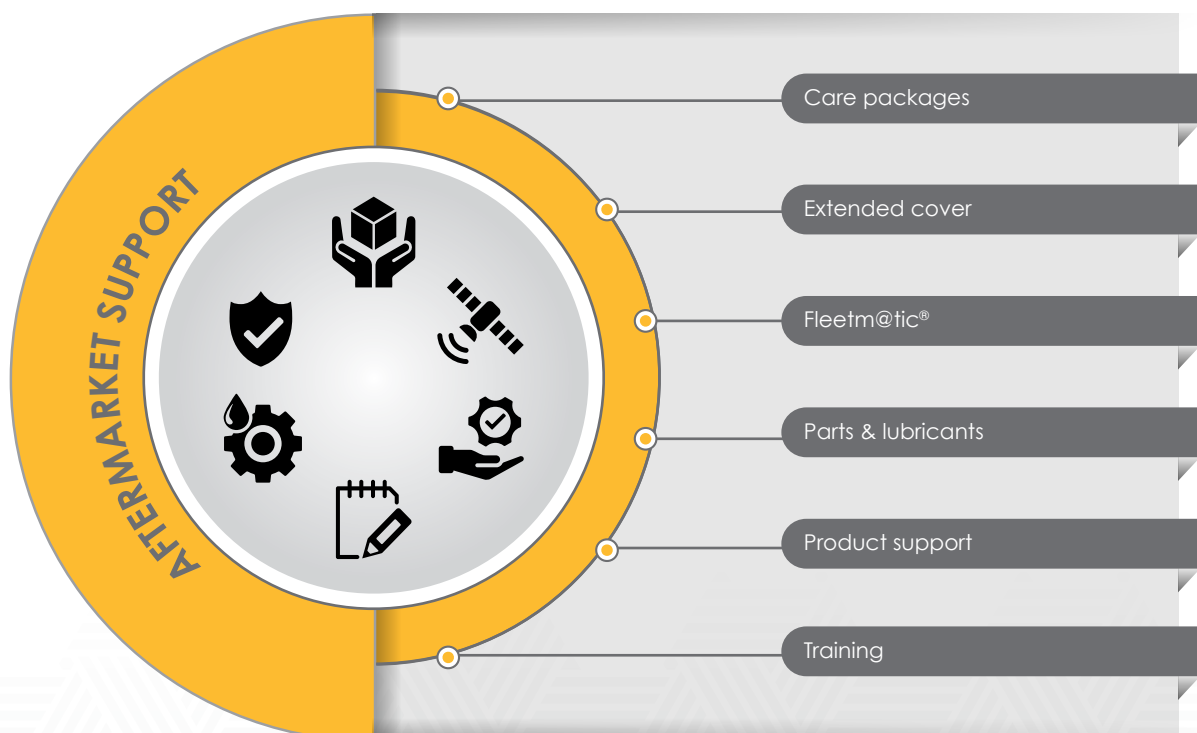
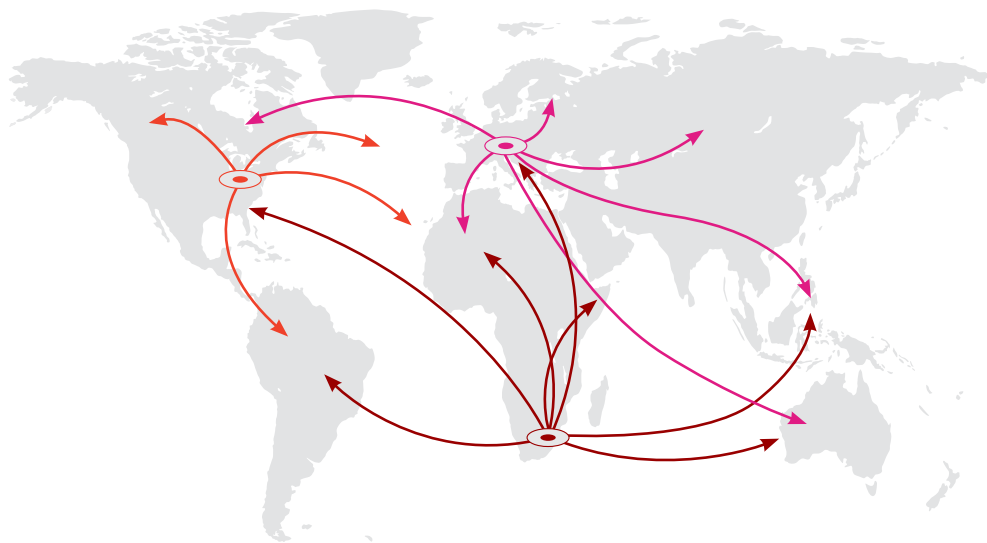


# Aftermarket support

With machines operating in over 80 countries worldwide, the group values its global support network, which supplies equipment, ancillary products and after sales services. A robust OEM structure supports this network to ensure efficient lines of communication between end users of the product and the group globally.

Bell Equipment places strategic importance on providing strong reliable machines that are backed by strong reliable support wherever they are working in the world. The group holds the belief that if we help our customers succeed, so will we, and has an aftermarket package that is aimed at positioning the group as a partner more than a supplier by offering multi faceted support through every step of the Bell ownership experience.

Our motto 'Strong Reliable Machines, Strong Reliable Support' represents our customer devoted beliefs, ideals and ethical stance throughout our manufacturing, distribution and support network that provides technical backup and advice to our customers around the globe for our world class products.



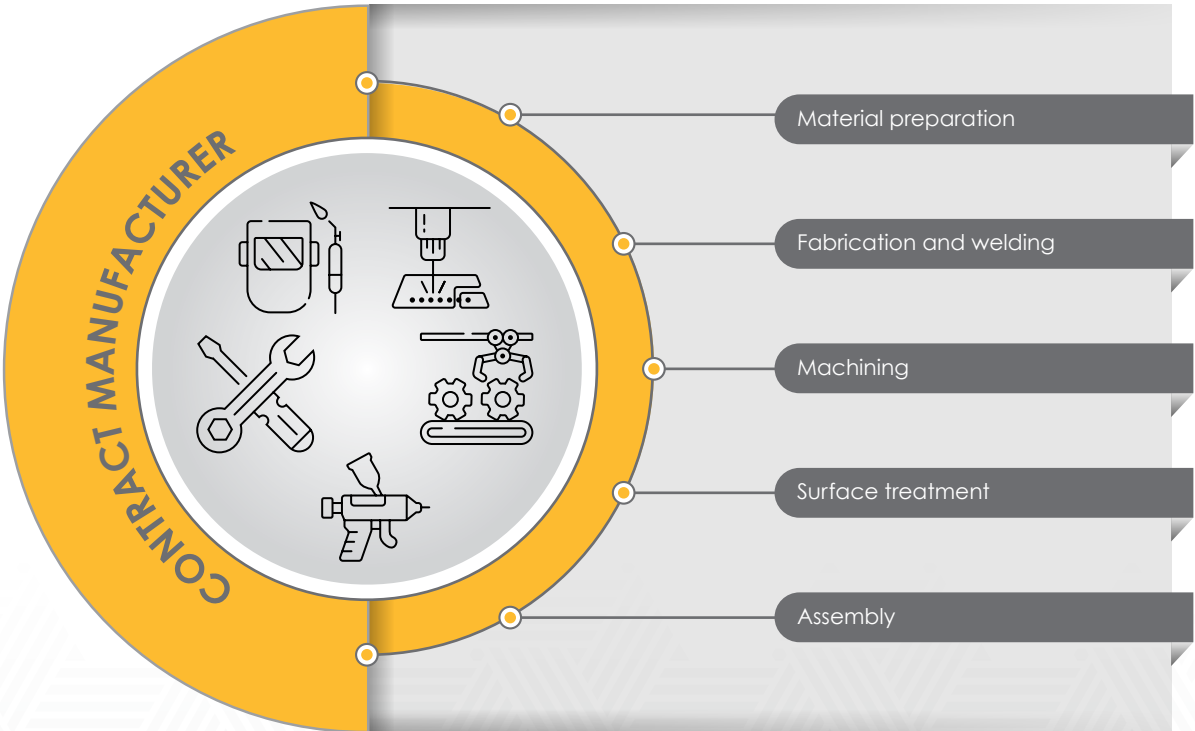
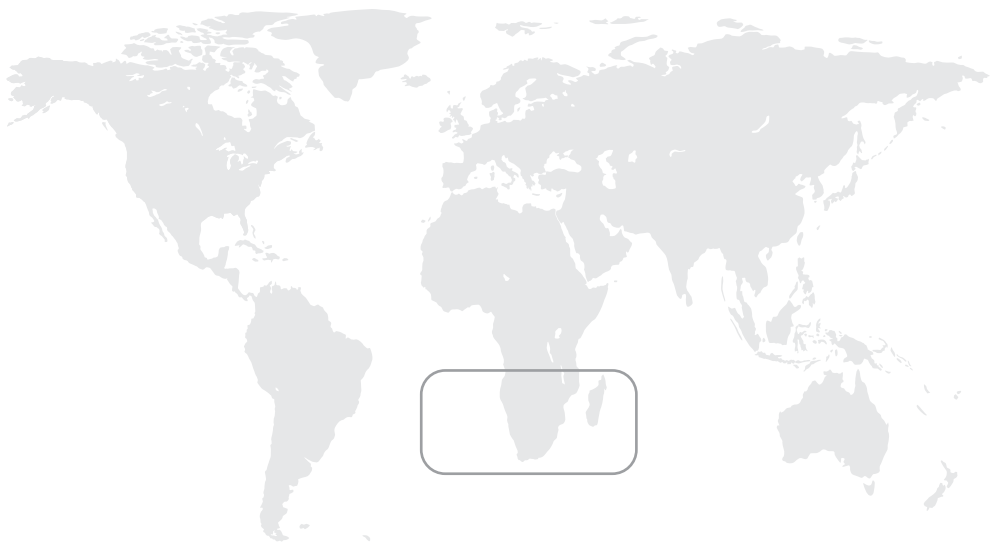
# Contract manufacturing division

With demonstrated expertise in complex engineering, heavy fabrication, and machining for its own range of material handling equipment, BECSA introduced Bell Heavy Industries (BHI) to offer these services to external customers.

BHI is geared to provide project engineering and contract manufacturing, handling comprehensive turnkey projects of any size and complexity. In addition, BECSA is a 51% black owned entity and BHI, a division of BECSA, contributes to BBBEE scores and can create localisation opportunities for potential customers.

The 45 000m<sup>2</sup> undercover manufacturing facility is well equipped with specialist machines including both horizontal and vertical CNC (computerised numerical control) machining centres, 5 axis boring machines, laser cutters, high definition oxyfuel and plasma cutters, bending brakes, advanced welding technology and facilities to accommodate a range of surface treatments.

BHI follows lean manufacturing principles for efficiency and cost effectiveness. The latest technologies and innovations will drive continuous improvement throughout the processes and assure the quality of end products.











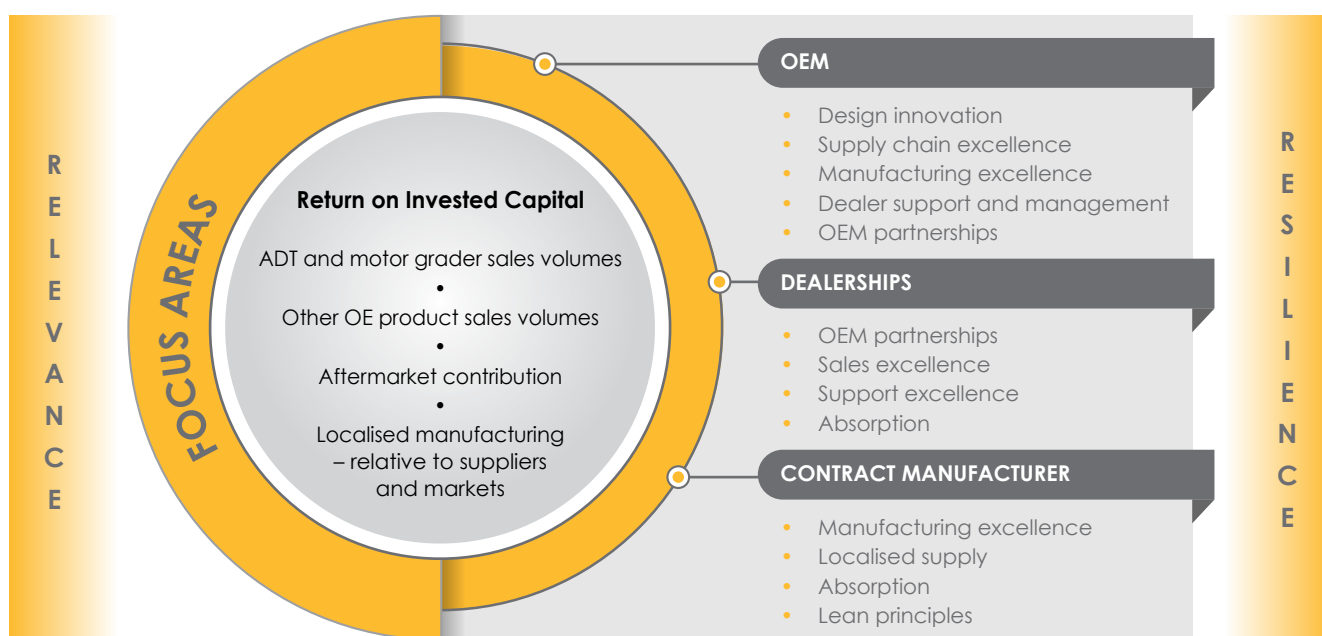
# Our strategy

## VISION

Bell Equipment's vision is to be a globally recognised OEM and a leader in the capital equipment and industrial goods sector, developing, manufacturing and supplying leading, quality brands into the construction, mining, forestry, agriculture and industrial sectors in a number of chosen markets.

## OBJECTIVES

- Capture global ADT volumes by providing industry leading/best customer uptime and value •
  - Successful launch of motor grader in chosen markets •
- Be the preferred full range material handling solution provider in South Africa •
- Maintain our Bell heritage by providing innovative niche product solutions for the material handling sectors •
  - Premium aftermarket support throughout the product lifecycle •
- Securing contract manufacturing opportunities for diversified revenue growth •



People and technology driven

### Our six capitals



Human



Manufactured



Intellectual



Financial



Social and relationship



Environmental

### Our values

**A Strong Reliable Team - Supporting our Strong Reliable Machines!**



**Customer centric**

If we help our customers succeed, so will we



**Quality**

Make a commitment and stick to it



**Team**

We all share the same goal



**Efficiency**

















































Focusing on what counts








**Safety**









See you back tomorrow

Strategic objectives	Strategic focus areas	Measurement
Capture global ADT volumes by providing industry leading product uptime and value. Be the preferred full range material handling solutions provider in southern Africa	Global ADT volumes	<ul style="list-style-type: none"> <li>Revenue growth</li> <li>Market share</li> <li>Aftermarket contribution</li> <li>NPAT</li> <li>ROIC</li> <li>Product attributes</li> <li>Dealer management</li> <li>'EYE' customer service contact experience</li> </ul>
	Aftermarket contribution	<ul style="list-style-type: none"> <li>Aftermarket revenue growth</li> <li>Innovative aftermarket products</li> <li>NPAT</li> <li>ROIC</li> <li>Aftermarket service levels</li> </ul>
	Product and product support costs	<ul style="list-style-type: none"> <li>NPAT</li> <li>ROIC</li> </ul>
Maintain our Bell heritage by providing innovative niche product solutions for the material handling sectors	Increased intellectual property (new products)	<ul style="list-style-type: none"> <li>Research and development investment</li> <li>Attraction and retention of top engineering skills</li> </ul>
	Human capital, transformation and Building Us Stronger initiative	<ul style="list-style-type: none"> <li>Maintain BBBEE recognition levels</li> <li>Work place surveys</li> <li>Leadership</li> <li>Apprenticeships</li> <li>Staff turnover</li> <li>Internal promotions</li> <li>Union interactions</li> <li>Near misses</li> <li>LTIFR</li> </ul>
Premium aftermarket support throughout the product lifecycle	Strategic alliances	<ul style="list-style-type: none"> <li>Regular evaluation of all strategic alliance partners</li> </ul>
	Enhanced technology	<ul style="list-style-type: none"> <li>Enterprise resource planning</li> <li>Systems integration</li> <li>Digital platforms</li> <li>Internet of things capabilities</li> </ul>
Secure contract manufacturing opportunities for diversified revenue growth	Contract manufacturing	<ul style="list-style-type: none"> <li>Contracts awarded</li> <li>Diversified revenue growth targets</li> <li>Overhead recovery/margins</li> <li>Asset utilisation</li> </ul>
ESG Focus	ESG roadmap on page 50	<ul style="list-style-type: none"> <li>Progress on ESG roadmap</li> <li>Water and electricity savings</li> <li>Assurance reports relating to ESG</li> </ul>

Risks	Short/medium term focus areas	Capitals
<ul style="list-style-type: none"> <li>Competitor risk</li> <li>Currency risk</li> <li>Supply chain risk</li> <li>Regulatory risk</li> <li>Political risk</li> <li>Cyclical nature of construction and mining equipment industry</li> </ul>	<ul style="list-style-type: none"> <li>Meet global ADT sales/market share targets.</li> <li>Position Bell for nimble responses to global trade wars.</li> </ul>	     
<ul style="list-style-type: none"> <li>Competitor risk</li> <li>Currency risk</li> <li>Supply chain risk</li> <li>Regulatory risk</li> <li>Alternate parts strategies</li> <li>Skills development</li> <li>IT system risk</li> </ul>	<ul style="list-style-type: none"> <li>Continue with efforts to create frictionless dealer experience.</li> <li>Innovative aftermarket offerings in dealer owned businesses.</li> </ul>	    
<ul style="list-style-type: none"> <li>Competitor risk</li> <li>Currency risk</li> <li>Supply chain risk</li> <li>Regulatory risk</li> <li>Political risk</li> <li>Cyclical nature of construction and mining equipment industry</li> </ul>	<ul style="list-style-type: none"> <li>Cost consciousness embedded in Building Us Stronger programme.</li> <li>Stronger supplier collaboration/ negotiation on product input costs.</li> </ul>	     
<ul style="list-style-type: none"> <li>Regulatory risk</li> <li>Loss of skills</li> <li>Product risk</li> </ul>	<ul style="list-style-type: none"> <li>Successful grader launch.</li> </ul>	     
<ul style="list-style-type: none"> <li>Loss of key skills</li> <li>Health and safety risk</li> <li>Disengaged employees</li> </ul>	<ul style="list-style-type: none"> <li>Maintain BBBEE levels.</li> <li>Maintain development programmes for Bell employees.</li> <li>Development of talent through BEF and training programmes.</li> <li>Embed culture through Building us Stronger.</li> <li>Health and safety work plan.</li> </ul>	    
<ul style="list-style-type: none"> <li>Alliance partner product risk</li> <li>Currency risk</li> <li>Competitor risk</li> </ul>	<ul style="list-style-type: none"> <li>Emphasis on product portfolio selection and cash conversion/inventory management.</li> </ul>	   
<ul style="list-style-type: none"> <li>Cybersecurity</li> <li>Regulatory risk</li> <li>Return on investment</li> <li>Skills</li> <li>User acceptance</li> </ul>	<ul style="list-style-type: none"> <li>Successful implementation of SAP at Richards Bay manufacturing facility.</li> </ul>	   
<ul style="list-style-type: none"> <li>Contract risk</li> <li>Political risk</li> <li>Supply chain risk</li> </ul>	<ul style="list-style-type: none"> <li>Build on the business development effort and embryonic/initial opportunities.</li> </ul>	     
<ul style="list-style-type: none"> <li>Negative impacts of climate change to society and business resulting in business interruptions</li> <li>Competitor and regulatory risks in terms of product development</li> <li>Increased costs of insurance</li> <li>Governance deficits</li> </ul>	<ul style="list-style-type: none"> <li>Adherence to ESG workplan.</li> </ul>	     

## Climate change - Potential impact on group strategy

Category	 Transitional	Impact	 Severe
	 Physical		 Moderate to severe
			 Moderate

	Description	Risk	Opportunity	Time Horizon	Impact	Probability	Strategy Response
1.	Increased market demand for reduced emissions technology in products.	✓	✓	Long term		Almost certain	Working with technology partners and powertrain specialists to explore alternative, lower emissions propulsion solutions, including HVO, hydrogen ICE, battery electric and hybrid drive options.
2.	<b>Imposition of a carbon tax:</b>						
	i. on Bell Equipment operations which would raise our operating costs and impact our competitiveness.	✓		Long term		Likely	Operational efficiency focus with significant emphasis on freight and logistics, through northern hemisphere manufacturing strategy and BHI division establishment, in line with objective to manufacture closer to material source and closer to market. The reduced round tripping of materials and components is anticipated to impact positively on GHG emissions.
	ii. on elements of the Bell Equipment supply chain, for example steel producers and tyre manufacturers, which would raise the cost of our components, materials and production inputs.	✓		Long term		Likely	Engaging our supply chain to obtain supplier data, including supply origin, upstream production processes and input material specifications to better understand our supply side regulatory compliance and GHG emissions.
	iii. on Bell Equipment customers, which would raise their operating costs, reduce profit margins and thereby influence their spending decisions and technology choices.	✓	✓	Long term		Likely	Innovation in new product research and development with strong emphasis on efficiency in structural and powertrain design, optimising power to weight ratio and fuel economy, without compromising product durability and reliability. Our engineering team engage regularly with global leading OEM component suppliers and embrace the latest technology solutions available on the market.
3.	Increased prevalence of extreme weather events, such as flooding, droughts, tornados and heat waves, which potentially cause business disruption, negatively impact productivity and reduce customer spending power.	✓		Long term		Likely	<ul style="list-style-type: none"> <li>Focusing on renewable energy sources, such as our grid tied solar installations at our operations in Richards Bay, Kindel and Johannesburg.</li> <li>Employing a 'manufacturing for efficiency' philosophy, through the WOW programme, with emphasis on waste management and reduction.</li> <li>Placing adequate and cost effective insurance coverage.</li> </ul>
4.	Changes in global weather patterns and the impact this may have on shifting seasonality and customer spending decisions.	✓		Long term		Less likely	Establishing manufacturing/production flexibility and agility, through northern hemisphere manufacturing strategy, to respond to changes in market demand for product at short notice.
5.	Extended product life options for customers to recycle existing machinery in field and widen product replacement intervals thereby reducing overall carbon emissions.		✓	Medium term		Likely	Expanding component reman (remanufacture) offering across global network and growing used equipment participation through establishing an OEM equipment rebuild solution.
6.	Enhanced product technology offering to improve operator efficiency and reduce carbon emissions in pursuit of a net zero future.		✓	Medium term		Almost certain	Roll out of autonomous ADTs offering consistent and precise machine operation thereby maximising efficiency through the production cycle. Current range of engines in Bell ADTs are certified for HVO bio fuel use for immediate reduced carbon emissions.







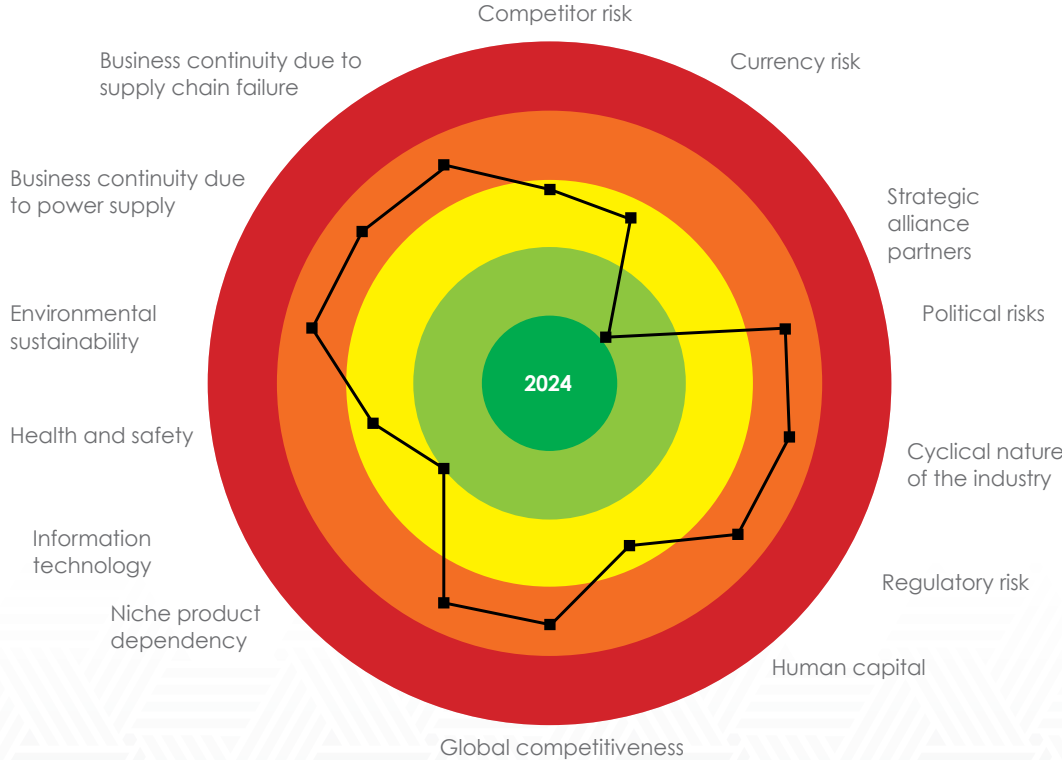
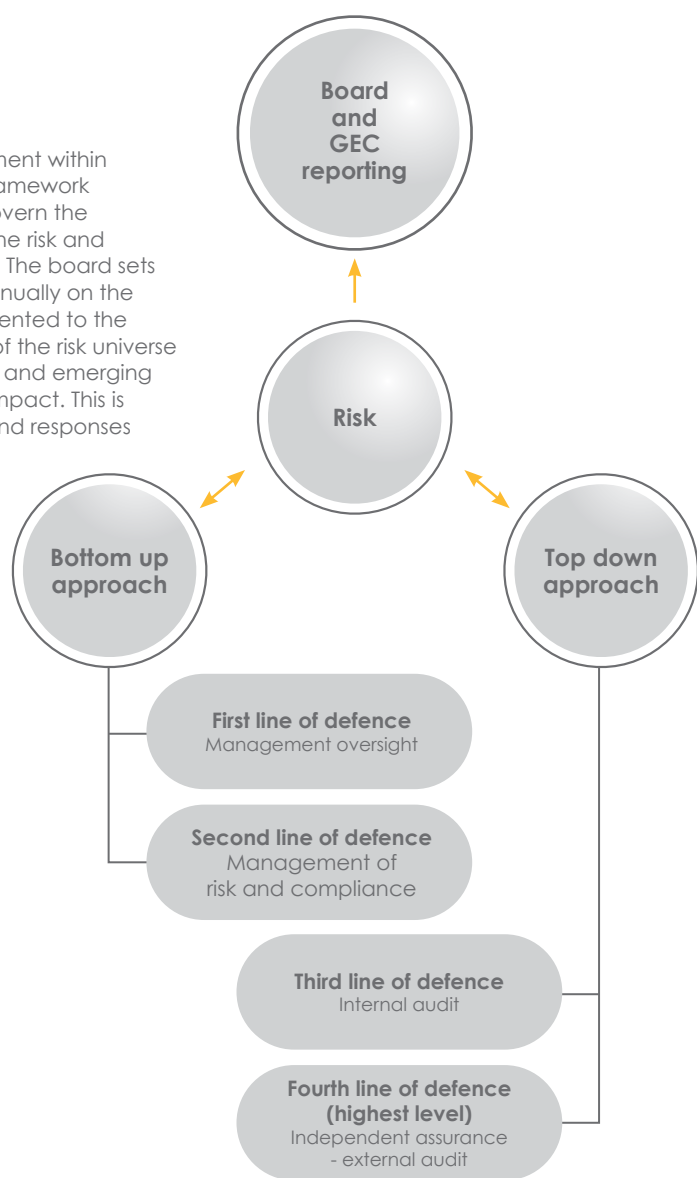
# Risk management














The board is responsible for the governance of risk management within the Bell Equipment group and has approved a policy and framework to identify, analyse, report and mitigate risks, and thereby govern the group risk management process. Oversight is delegated to the risk and sustainability committee, which is a committee of the board. The board sets the Bell Equipment group risk appetite and risk tolerances annually on the recommendation from the committee. Risk registers are presented to the committee, which identify most significant risks by utilisation of the risk universe and scanning internal and external environments for existing and emerging risks. The risks are then quantified based on probability and impact. This is achieved by requiring that subsidiaries report their key risks and responses to the committee at each committee meeting. The chairperson of the committee reports the most significant risks derived from the above process to the board.














The risk appetite and risk tolerance matrices, the Bell Equipment group strategic risk register, and the high impact risks are reported on at the committee meetings.










Management assesses risk in accordance with international best practice based on probability, impact, and quality of the existing control environment. These measures produce residual risk scores that indicate the significance of the risk and allow for prioritisation of risk mitigation measures.












The Bell Equipment risk management framework model classifies the risks into types of risk with a potentially positive or negative effect on the ability of the business to meets its strategy and protect or create value. It then goes on to formulate the approach to be followed in managing risk, controls in place, additional controls required and who is responsible in managing the risk. Combined assurance is based on identified risks and how assurance is achieved and reported to the board through the audit committee.








		Material themes as set out on page 9								
No	Risks						2024	2023	Trend	Key Risk Mitigations
1	<b>Competitor risk</b> The risk that the Bell Equipment group's competitors' actions have a significant negative influence on the group's business and shareholders' value.	✓	✓		✓				-	<ul style="list-style-type: none"> <li>Constantly exceed customer expectations through superior, innovative products and aftermarket support.</li> <li>Maintain research and development spend through all business cycles to ensure continuous evolution and enhancement of the Bell Equipment OE product portfolio.</li> <li>Implementation of the Building Us Stronger programme.</li> </ul>
2	<b>Currency risk</b> The group is exposed to various major currencies due to global trade and associated presence in foreign jurisdictions. This includes trade loans and inter group accounts.	✓	✓						-	<ul style="list-style-type: none"> <li>A group treasury policy incorporating relevant hedging instruments is in place.</li> <li>Actively monitor and react to the impact of currency movement on all relevant variables, with a specific emphasis on sales prices, input costs and the capital structures of group companies.</li> </ul>
3	<b>Strategic alliance partners</b> and key supplier relations risk (alliance partner product risk).	✓	✓						-	<ul style="list-style-type: none"> <li>Continually build/improve the group's relationships with strategic alliance partners and suppliers at all levels within the organisation, supporting mutually beneficial objectives.</li> <li>Formal process of setting, monitoring, and evaluating key performance matrices to meet strategic objectives.</li> </ul>
4	<b>Political risks and geo political conflict</b> The group is inherently exposed to the varying political landscapes in the regions in which it operates. The escalation of trade wars could negatively impact sales and profitability in affected markets.	✓	✓	✓		✓			-	<ul style="list-style-type: none"> <li>As a responsible corporate citizen that contributes to the well being of the regions in which it operates, the group endeavours to cooperate with the local authorities in those regions while remaining apolitical.</li> <li>Conduct active risk management to understand the impact and develop contingencies through the value chain.</li> <li>Maintain business continuity plans catering for all eventualities the group may be susceptible to arising from geopolitical tensions and conflict.</li> <li>High level scenario planning and commensurate mitigation plans are being evaluated as potential responses to the global trade wars.</li> </ul>

		Material themes as set out on page 9								
No	Risks						2024	2023	Trend	Key Risk Mitigations
5	<b>Cyclical nature of the construction and mining equipment industry</b> The inherent cyclical nature of the core sales markets which are largely driven by infrastructure projects and commodity requirements results in unpredictable fluctuations in demand for the group's products.	✓	✓						-	<ul style="list-style-type: none"> <li>Perform regular evaluations of the validity of the order book and forecasts.</li> <li>Secure adequate committed funding lines and actively manage cash flows.</li> <li>Actively manage working capital, reduce expenses and increase efficiencies within the group.</li> <li>Successful execution of the group strategic objectives including diversification, new products and aligning production closer to key markets.</li> <li>Robust capital planning and budgeting processes.</li> </ul>
6	<b>Regulatory risk</b> (legal and regulatory non compliance).		✓	✓	✓	✓			↑	<ul style="list-style-type: none"> <li>A group wide compliance programme has been implemented and continues to mature.</li> <li>Use of local management and specialist resources where required to keep abreast of regulatory changes within their respective jurisdictions.</li> <li>Group wide governance, ethics, and compliance training.</li> <li>Assurance through external compliance service providers.</li> </ul>
7	<b>Human capital</b> (loss of key skills).		✓		✓				-	<ul style="list-style-type: none"> <li>Implementation of the Building Us Stronger programme.</li> <li>Significant training and investment in employees assist in creating an increasing and enhanced skills base.</li> <li>Implementation of performance management systems.</li> <li>Retention strategy for critical skilled employees.</li> <li>Market related remuneration that incorporates long and short term incentives.</li> </ul>
8	<b>Global competitiveness</b> As primarily a South African based manufacturer supplying the global market, the increased cost of doing business in South Africa directly impacts the product cost and therefore influences Bell Equipment's competitiveness.	✓	✓	✓	✓				-	<ul style="list-style-type: none"> <li>Continuously evaluate component country sourcing for suitable price advantages.</li> <li>Continuously monitor the effect of cost pressures and strategically evaluate the option of offshore manufacturing where feasible.</li> <li>Monitor productivity and critically evaluate the case for mechanisation, where possible.</li> <li>Continuously evolve the group's design philosophy to incorporate new technology, safety and best practices.</li> </ul>

		Material themes as set out on page 9								
No	Risks						2024	2023	Trend	Key Risk Mitigations
9	<b>Niche product dependence</b> Whilst Bell Equipment has carved out a niche in the global earthmoving equipment industry and continues to strive to be the leading global ADT OEM, the group is cognisant of its dependence on this product, which is exposed to the commodity cycles.	✓	✓	✓					-	<ul style="list-style-type: none"> <li>Successful execution of the group strategic objectives:               <ul style="list-style-type: none"> <li>BHI;</li> <li>new product launches - motor grader;</li> <li>aligning ADT production closer to key markets and suppliers.</li> </ul> </li> </ul>
10	<b>Information Technology</b> Not keeping up with digital technologies and evolving business models may impact market competitiveness. The digital risk also extends to the Bell products due to technology advancement in product features such as connectivity for remote machine control and over the air flashing of controllers.	✓	✓						↓	<b>Digital disruption</b> <ul style="list-style-type: none"> <li>A digital technology team has been established with a focus of enhancing the customer experience with Bell through digital channels. The team also has a mandate to support the internal business with digital tools that drives efficiency and data collection to enable analysis in manufacturing processes. A project to replace the legacy ERP system at the primary manufacturing facility in Richards Bay with SAP has commenced.</li> <li>The product digital risk has been mitigated by keeping/ incorporating digital innovation as a foundational product design principle. This is illustrated through the various digital solutions and capabilities of the Bell products including the Bell Autonomous ready ADT.</li> </ul>

		Material themes as set out on page 9								
No	Risks						2024	2023	Trend	Key Risk Mitigations
10	<b>Information Technology continued</b>  <b>Cyber Security</b> The loss of confidentiality, integrity, or availability of data and information systems adversely impacts operations, assets, individuals and customers.	✓	✓						↓	<b>Cyber security</b> <ul style="list-style-type: none"> <li>Replace and upgrade legacy systems.</li> <li>Investments in threat detection technologies and active monitoring services by expert cyber security service providers.</li> <li>Employee awareness and training programmes are conducted throughout the year.</li> <li>Robust risk mitigation processes on all vendors accessing systems and critical information have been implemented.</li> <li>The cyber product digital risk has been mitigated by implementing the relevant security features and functionality based upon ISO 21815-2:2021 'Earth moving machinery - collision warning and avoidance'. The next generation telemetry controller (MM3) is being designed to support the automotive grade Yocto Linux operating system, supporting Digi TrustFence, a built in IoT device security for embedded controllers.</li> </ul>
11	<b>Occupational Health and Safety</b> (fatal risk incidents).		✓		✓	✓			-	<ul style="list-style-type: none"> <li>A risk based health and safety management system based on best practice has been implemented that clearly establishes the company's expectations of employees in terms of health and safety performance.</li> <li>Behaviour based health and safety training is provided across the group to promote awareness and safe behaviour.</li> <li>Legal compliance audits are performed on a periodical basis.</li> </ul>
12	<b>Environmental Sustainability and increased regulations and taxes</b> The impact of climate change on the business continuity, stakeholder returns and legislation.	✓		✓	✓	✓			↑	<ul style="list-style-type: none"> <li>Constant development and improvements on our product range to reduce the effect of harmful gasses and to ensure compliance with international standards.</li> <li>Implementation of effective waste management policies and procedures and development of waste recycle practices.</li> <li>Investigation on the feasibility of a green energy wheeling project for the Richards Bay factory.</li> <li>Installation of a grid tied solar system at the Kindel operations.</li> </ul>



		Material themes as set out on page 9								
No	Risks						2024	2023	Trend	Key Risk Mitigations
13	<b>Business continuity due to deteriorating infrastructure</b> (Eskom power supply and port backlogs).	✓	✓				■	■	-	<ul style="list-style-type: none"> <li>All our strategic operations including the factory in South Africa have been equipped with back up power generators.</li> <li>Most of our critical suppliers have back up generators to ensure uninterrupted production and supply of strategic parts.</li> <li>A grid tied solar power supply has been installed at our Richards Bay and Jetpark operations.</li> <li>Dual supply from international service providers on production critical and strategic parts.</li> <li>Optimisation of the grid tied solar system at the Richards Bay factory.</li> </ul>
14	<b>Business continuity due to supply chain failure</b> A disruption to business arising from a delay in the supply chain caused by supplier specific issues, including shortages of raw materials.	✓	✓	✓			■	■	-	<ul style="list-style-type: none"> <li>Active and ongoing supply chain risk management processes have been implemented. These include dual sourcing and resourcing strategies where applicable as well as ongoing interactions with suppliers at all levels.</li> <li>Safety stock levels were reviewed and adjusted for identified high risk components to mitigate against disruption to production and supply of products.</li> </ul>

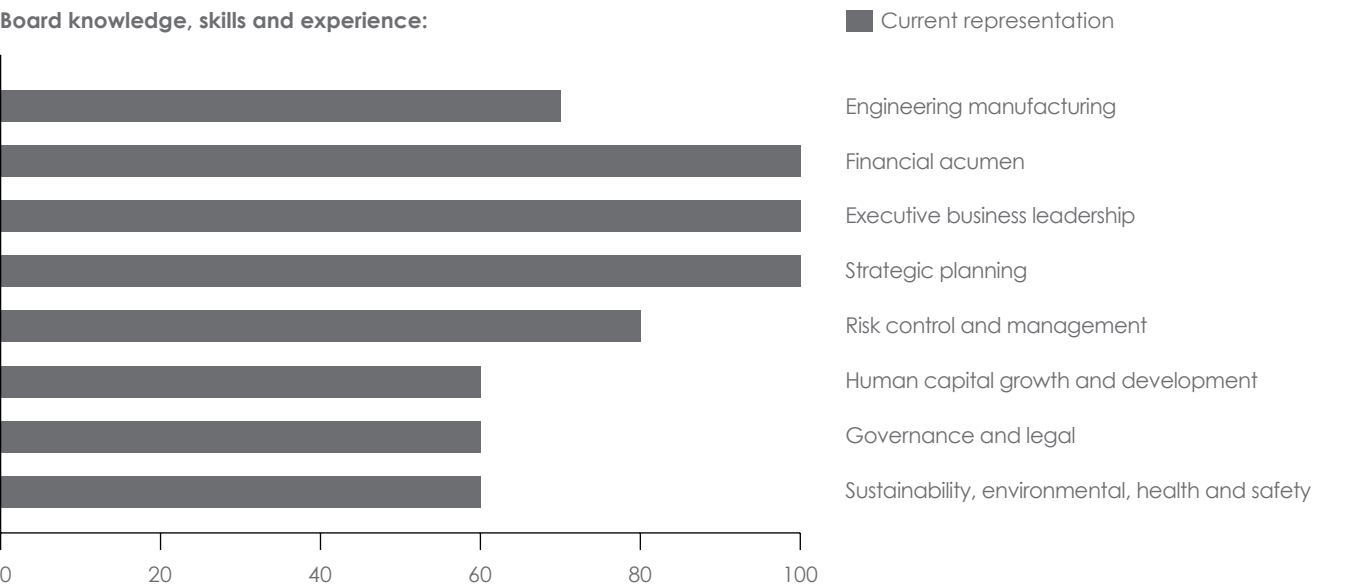


# Leadership: board of directors

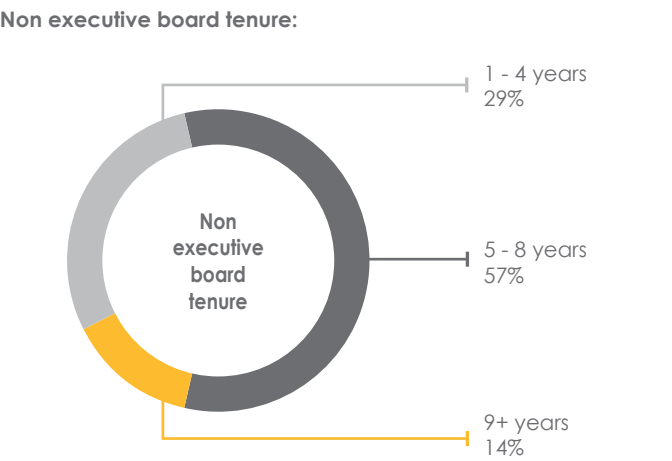
Bell Equipment's experienced board of directors, as the highest governing authority in the group, aims to entrench good governance principles and ethical leadership throughout the business. The purpose driven board is responsible for the sustainability of the business within the triple context of the economy, society and the environment.

## BOARD'S COMPOSITION, DIVERSITY AND TENURE AS AT 26 MARCH 2025

### Board knowledge, skills and experience:



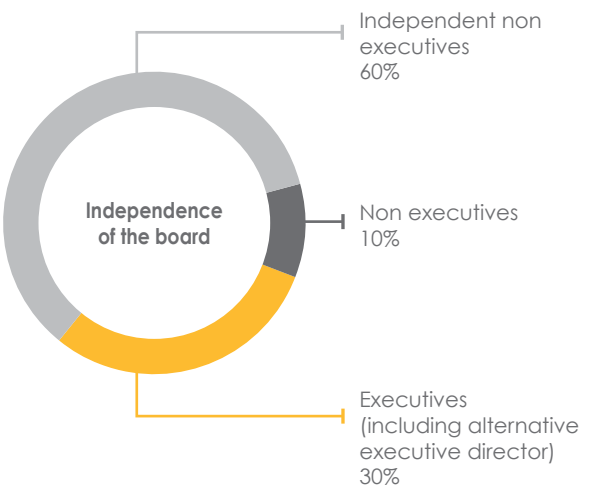
### Non executive board tenure:



In accordance with Bell Equipment's memorandum of incorporation, at least one third of the non executive directors must retire by rotation each year but may offer themselves for re election. The non executive directors retiring by rotation and standing for re election by the shareholders at the upcoming annual general meeting in 2025 are Markus Geyer, Mamokete Ramathe and Rajendran Naidu.

### The independence of the board:

The independence of the board ensures a clear balance of authority so that no one individual director has unfettered decision making powers.



### Gender and racial diversity (including alternate executive director):

Racial diversity: Voluntary target of 30% has been exceeded

Gender diversity: Voluntary target of 25% has been exceeded

■ White: 60%  
■ Black: 40%





**Gary Bell (72)** Non executive chairman of the board



<b>Chair:</b>	Board										
<b>Committee membership:</b>	Risk and sustainability Social, ethics and transformation Remuneration Nominations										
<b>Qualifications:</b>	Mech Eng Diploma (Natal Technikon)										
<b>Date of appointment as chairman of the board:</b>	2018										
<b>Date of appointment as a director:</b>	1977										
<b>Skills and experience:</b>	With an engineering and manufacturing background, more than forty years' experience in and knowledge of the mining and construction machinery industry both regionally and internationally.										
<b>Meeting attendance FY2024:</b>	<table> <tr> <td>Board:</td><td>4/4</td></tr> <tr> <td>Risk and sustainability:</td><td>3/3</td></tr> <tr> <td>Social, ethics and transformation:</td><td>3/3</td></tr> <tr> <td>Remuneration:</td><td>4/4</td></tr> <tr> <td>Nominations:</td><td>2/2</td></tr> </table>	Board:	4/4	Risk and sustainability:	3/3	Social, ethics and transformation:	3/3	Remuneration:	4/4	Nominations:	2/2
Board:	4/4										
Risk and sustainability:	3/3										
Social, ethics and transformation:	3/3										
Remuneration:	4/4										
Nominations:	2/2										
<b>Directorships in other listed entities:</b>	None										



**Hennie van der Merwe (77)** Lead independent non executive



<b>Chair:</b>	Risk and sustainability Nominations										
<b>Qualifications:</b>	BA (Law), LLB (Stellenbosch), LLM (Tax) (Wits)										
<b>Date of appointment as a director:</b>	2016										
<b>Skills and experience:</b>	After practicing as a commercial and corporate attorney for twelve years, Hennie held senior executive positions and directorships in large stock exchange listed corporate entities in the banking, commercial and industrial sectors, both in South Africa and abroad.										
<b>Meeting attendance FY2024:</b>	<table> <tr> <td>Board:</td><td>4/4</td></tr> <tr> <td>Special board:</td><td>2/2</td></tr> <tr> <td>Independent board:</td><td>5/5</td></tr> <tr> <td>Risk and sustainability:</td><td>3/3</td></tr> <tr> <td>Nominations:</td><td>2/2</td></tr> </table>	Board:	4/4	Special board:	2/2	Independent board:	5/5	Risk and sustainability:	3/3	Nominations:	2/2
Board:	4/4										
Special board:	2/2										
Independent board:	5/5										
Risk and sustainability:	3/3										
Nominations:	2/2										
<b>Directorships in other listed entities:</b>	Master Drilling Group Ltd										





**Ashley Bell (42)** Group chief executive



<b>Committee membership:</b>	Risk and sustainability Social, ethics and transformation	
<b>Qualifications:</b>	BCom (Marketing) (UNISA)	
<b>Date of appointment as group chief executive:</b>	1 January 2024	
<b>Date of appointment as a director:</b>	2015	
<b>Skills and experience:</b>	Ashley has ten years' experience in cofounding an OEM servicing the forestry and agriculture sectors, with cross functional involvement in engineering, manufacturing, marketing and the aftermarket. In a partnership, Ashley also established an aviation contracting company which continues to successfully deliver helicopter services across Africa.	
<b>Meeting attendance FY2024:</b>	Board:	4/4
	Risk and sustainability:	3/3
	Social, ethics and transformation:	3/3
<b>Directorships in other listed entities:</b>	None	



**Karen van Haght (58)** Group finance director



<b>Committee membership:</b>	Risk and sustainability Social, ethics and transformation	
<b>Qualifications:</b>	BCompt (Hons) (UNISA), CA (SA)	
<b>Date of appointment as a director:</b>	2006	
<b>Skills and experience:</b>	Karen was a senior audit manager at Deloitte & Touche prior to joining Bell as the group financial controller in 2000. She has held the position of group finance director since 2006.	
<b>Meeting attendance FY2024:</b>	Board:	4/4
	Special board:	2/2
	Risk and sustainability:	3/3
	Social, ethics and transformation:	3/3
<b>Directorships in other listed entities:</b>	None	



## Derek Lawrence (77) Independent non executive



<b>Chair:</b>	Audit Remuneration												
<b>Committee membership:</b>	Risk and sustainability												
<b>Qualifications:</b>	BCom (Economics) (Wits), CA (SA)												
<b>Date of appointment as a director:</b>	2016												
<b>Skills and experience:</b>	Derek has held numerous senior executive positions in both listed and unlisted South African companies, operating in multidisciplinary environments with both local and foreign partners and shareholders.												
<b>Meeting attendance FY2024:</b>	<table> <tr> <td>Board:</td><td>4/4</td></tr> <tr> <td>Special board:</td><td>2/2</td></tr> <tr> <td>Independent board:</td><td>5/5</td></tr> <tr> <td>Audit:</td><td>3/3</td></tr> <tr> <td>Risk and sustainability:</td><td>3/3</td></tr> <tr> <td>Remuneration:</td><td>4/4</td></tr> </table>	Board:	4/4	Special board:	2/2	Independent board:	5/5	Audit:	3/3	Risk and sustainability:	3/3	Remuneration:	4/4
Board:	4/4												
Special board:	2/2												
Independent board:	5/5												
Audit:	3/3												
Risk and sustainability:	3/3												
Remuneration:	4/4												
<b>Directorships in other listed entities:</b>	None												



## Mamokete Ramathe (45) Independent non executive



<b>Chair:</b>	Social, ethics and transformation												
<b>Committee membership:</b>	Audit Nominations												
<b>Qualifications:</b>	BCom (Wits), BCom (Hons) (UNISA), Masters (Development finance) (Stellenbosch) Masters (Leading innovation and change) (York St John, UK)												
<b>Date of appointment as a director:</b>	2017												
<b>Skills and experience:</b>	Mamokete is the founder and CEO of Mamor Capital, an investment company focusing on the ICT sector. Prior to this role she was the executive head of mergers and acquisitions at Vodacom Group, where she was responsible for evaluating and executing mergers and acquisitions transactions and other relevant corporate actions in line with the group's strategy. She is a seasoned investment executive with more than nineteen years' experience in financial services; spanning corporate finance advisory, private equity, mezzanine finance, infrastructure finance and mergers and acquisitions.												
<b>Meeting attendance FY2024:</b>	<table> <tr> <td>Board:</td><td>4/4</td></tr> <tr> <td>Special board:</td><td>2/2</td></tr> <tr> <td>Independent board:</td><td>5/5</td></tr> <tr> <td>Audit:</td><td>3/3</td></tr> <tr> <td>Social, ethics and transformation:</td><td>3/3</td></tr> <tr> <td>Nominations:</td><td>2/2</td></tr> </table>	Board:	4/4	Special board:	2/2	Independent board:	5/5	Audit:	3/3	Social, ethics and transformation:	3/3	Nominations:	2/2
Board:	4/4												
Special board:	2/2												
Independent board:	5/5												
Audit:	3/3												
Social, ethics and transformation:	3/3												
Nominations:	2/2												
<b>Directorships in other listed entities:</b>	Master Drilling Group Ltd												



## Rajendran Naidu (52) Independent non executive



<b>Committee membership:</b>	Audit Social, ethics and transformation Remuneration Nominations														
<b>Qualifications:</b>	BCom (Cape Town), CA (SA)														
<b>Date of appointment as a director:</b>	2017														
<b>Skills and experience:</b>	Rajendran was a partner at Deloitte in the financial institutions team and corporate finance practices. He was previously a group general manager at Sasol Limited responsible for corporate finance, investor relations and shareholder value management. At that time he was also chairman of the audit committee of Sasol Petroleum International and served on the board of trustees for Sasol's Group Enterprise Development Trust and worked closely with global investment banks and global consulting firms. Rajendran currently manages Pritor Capital which provides strategic and corporate development advisory and investment services.														
<b>Meeting attendance FY2024:</b>	<table> <tr> <td>Board:</td><td>4/4</td></tr> <tr> <td>Special board:</td><td>2/2</td></tr> <tr> <td>Independent board:</td><td>5/5</td></tr> <tr> <td>Audit:</td><td>3/3</td></tr> <tr> <td>Social, ethics and transformation:</td><td>3/3</td></tr> <tr> <td>Remuneration:</td><td>4/4</td></tr> <tr> <td>Nominations:</td><td>2/2</td></tr> </table>	Board:	4/4	Special board:	2/2	Independent board:	5/5	Audit:	3/3	Social, ethics and transformation:	3/3	Remuneration:	4/4	Nominations:	2/2
Board:	4/4														
Special board:	2/2														
Independent board:	5/5														
Audit:	3/3														
Social, ethics and transformation:	3/3														
Remuneration:	4/4														
Nominations:	2/2														
<b>Directorships in other listed entities:</b>	None														



## Markus Geyer (60) Independent non executive



<b>Qualifications:</b>	Business Administration & Economics (Augsburg University), Business Studies (University College, Swansea), MAN Executive Management Course (Oxford University), CSEP (Columbia University Graduate School of Business)						
<b>Date of appointment as a director:</b>	2022						
<b>Skills and experience:</b>	After several senior executive positions held at Bosch-Siemens Hausgerate GmbH and Photon AG, he joined MAN Truck & Bus SE in 2004 holding various senior executive positions in a number of the business units both nationally and internationally, whereafter he was appointed Managing Director of MAN Automotive (South Africa) (Pty) Ltd in 2016. After leaving MAN in 2020 he accepted a position as director of finance and operations at AHI Carrier Fze in Sharjah, UAE, until the end of 2021 and as chief executive officer from June to October 2024. He has extensive experience in both finance and sales with a specific focus on the automotive manufacturing industry.						
<b>Meeting attendance FY2024:</b>	<table> <tr> <td>Board:</td><td>4/4</td></tr> <tr> <td>Special board:</td><td>2/2</td></tr> <tr> <td>Independent board:</td><td>5/5</td></tr> </table>	Board:	4/4	Special board:	2/2	Independent board:	5/5
Board:	4/4						
Special board:	2/2						
Independent board:	5/5						
<b>Directorships in other listed entities:</b>	None						





## Ushadevi Maharaj (50) Independent non executive



<b>Committee membership:</b>	Audit Risk and sustainability
<b>Qualifications:</b>	BAcc(Hons)UKZN, CA (SA)
<b>Date of appointment as a director:</b>	2022
<b>Skills and experience:</b>	Ushadevi, a chartered accountant by profession, was a director at KPMG in KZN where she was responsible for People, Finance, and Operations while overseeing an Owner Managed client base. Presently, she is actively involved in leadership development. Since 2016, she served as a non executive director on certain unlisted company boards. In 2017, she joined Trade & Investment KwaZulu Natal as a non executive director and member of the Audit and Risk (appointed chair in October 2022), and Social and Ethics committees until November 2024.
<b>Meeting attendance FY2024:</b>	Board: 4/4 Special board: 2/2 Audit: 3/3 Risk and sustainability: 3/3
<b>Directorships in other listed entities:</b>	None



## Avishkar Goordeen (45) Alternative executive director to Ashley Bell

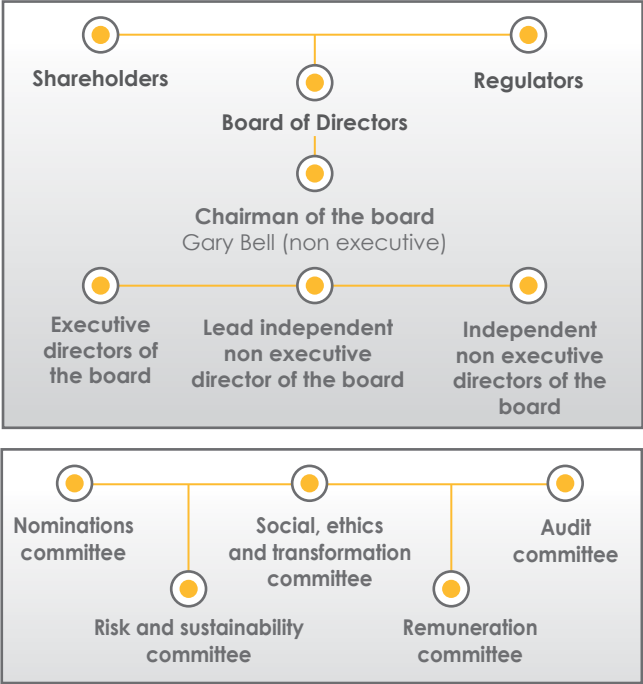


<b>Qualifications:</b>	BCompt (Hons) (UNISA), CA (SA)
<b>Date of appointment as an alternate director:</b>	2017
<b>Skills and experience:</b>	Avishkar has held senior positions within the Bell group in the areas of strategy, corporate finance, commercial activities, business development, risk management and IT.
<b>Meeting attendance FY2024:</b>	Board: 4/4
<b>Directorships in other listed entities:</b>	None

# Leadership: group executive committee

Bell Equipment's group executive committee consists of 12 members who represent all areas of the business and contribute diverse skills, thought and experience. The group executive committee is empowered and responsible to implement strategies approved by the board and manage day to day affairs of the business. The group executive committee is chaired by the chief executive and comprises the group finance director, the managing directors of each of the regions and the executives alongside.

The corporate governance structure as at 26 March 2025

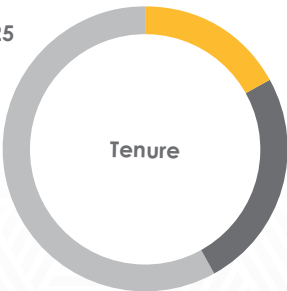


## Group executive committee (GEC)\*

\* Douglas Morris resigned as an employee with effect from 30 November 2024

Tenure at Bell as at 26 March 2025

- 0-10 years: 17%
- 11-20 years: 25%
- 21-37 years: 58%



Ashley Bell (42)

**Title:**  
Group chief executive

**Qualifications and experience:**  
BCom (Marketing) (UNISA)

Ashley was appointed as CEO with effect from 1 January 2024, having been on the Bell Equipment Limited Board since 2015.

Aldo Mayer (52)

**Title:**  
Director:  
OEM supply chain and northern hemisphere manufacturing

**Qualifications and experience:**  
National Higher Diploma, Mech Eng (Natal Technikon), B Tech (Business Management) (Natal Technikon)

Aldo has 29 years' experience at Bell Equipment.

Johan van Wyngaardt (56)

**Title:**  
Director:  
group human resources

**Qualifications and experience:**  
DMS Dip HRM (Damelin)  
DMS Dip IR (Damelin)  
B Tech (Advanced Business Management) (Natal Technikon)

Johan has 19 years' experience at Bell Equipment.

Meltus Badenhorst (44)

**Title:**  
Director:  
group aftermarket and product support

**Qualifications and experience:**  
BCom (Management & Marketing) (Boston City Campus)  
Earthmoving Mechanic Trade Test

Meltus has 21 years' experience at Bell Equipment.

## Karen van Hagt (58)



**Title:**  
Group finance director

**Qualifications and experience:**  
BCompt (Hons) (UNISA), CA (SA)

Karen has 24 years' experience at Bell Equipment.

## Avishkar Goordeen (45)



**Title:**  
Director:  
group commercial and IT systems

**Qualifications and experience:**  
BCompt (Hons) (UNISA)  
CA (SA)

Avishkar has 18 years' experience at Bell Equipment.

## Diana McIlrath (51)



**Title:**  
Group company secretary and legal

**Qualifications and experience:**  
BCom (UKZN)  
LLB (UKZN)

Diana has 8 years' experience at Bell Equipment.

## Dominic Chinnappen (56)



**Title:**  
Director:  
southern hemisphere  
manufacturing, group sales and  
operations planning

**Qualifications and experience:**  
BCom (Hons) (Logistics) (UNISA)

Dominic has 37 years' experience at Bell Equipment.

## John Fleetwood (43)



**Title:**  
Managing director:  
Bell Equipment Sales  
SA Ltd

**Qualifications and experience:**  
BCom (Hons) (UNISA)  
Earthmoving Mechanic Trade Test  
Master of Business Administration

John has 19 years' experience at Bell Equipment.

## Justin Bell (46)



**Title:**  
Director:  
group technical and quality  
assurance

**Qualifications and experience:**  
BSc Mech Eng (UCT)

Justin was appointed to the GEC on 1 April 2024. He has 21 years' experience at Bell Equipment (including his time at Matriarch from July 2009 to January 2019).

## Stephen Jones (53)



**Title:**  
Director:  
group business development and  
OEM sales

**Qualifications and experience:**  
National Higher Diploma – Mech  
Eng (Natal Technikon)  
B Tech (Business Management)  
(Natal Technikon)

Stephen has 30 years' experience at Bell Equipment.

## Tristan du Pisanie (49)



**Title:**  
Director:  
engineering and product  
development

**Qualifications and experience:**  
MEng (Cambridge University)  
MBA (GIBS)

Tristan has 22 years' experience at Bell Equipment.



# Joint report by the chairman and chief executive

## Overview

While 2024 was a milestone year as we celebrated our 70th anniversary, it was a challenging one from a business perspective. Despite the excitement surrounding this achievement, we faced a global slowdown across our key markets following the unprecedented post COVID highs. What first seemed like a normalisation of market demand turned out to be a more pronounced downturn in some regions.

Northern hemisphere markets for our ADT are primarily focused on construction and infrastructure development. We saw a weakening in these industries, particularly in Europe, towards the end of 2023 and planned accordingly for 2024. A key contributor to this downturn was the failure of anticipated infrastructure projects to materialise to the extent that was originally planned, which may be attributed to global conflicts and redirected government spending.

Our southern hemisphere markets, largely driven by mining, cooled off more rapidly than expected during the second half of 2024 due to an improvement in supply and lagging demand for commodities driven by lacklustre growth from some of the world's largest economies. The resultant decline in mining equipment demand is expected to continue in 2025.

During 2024, uncertainty surrounding elections worldwide contributed to market hesitation and delayed spending decisions. In South Africa, we witnessed a significant moment in our nation's history with the national elections and the formation of the Government of National Unity ('GNU'). We remain cautiously optimistic that these developments will benefit our country, our economy, and our people.

It is pleasing to note the significant reduction in load shedding in South Africa during 2024, though most companies are now well equipped to manage this when it does occur. At our Richards Bay factory and Jet Park sales operation, we successfully commissioned our grid tied solar power projects, reducing our dependence on the state power producer and reinforcing our commitment to lowering our carbon footprint as an organisation.

In March 2024, we also commissioned an 820kW solar system at our Kindel factory in Germany. This investment supports our long term sustainability goals and makes financial sense in terms of our own power generation and as surplus power is sold back to the grid.

While global demand for yellow metal equipment slowed considerably during 2024, global supply chains normalised, resulting in the highest inventory levels seen across the industry since the 2009 global financial crisis driving increased competition.

While there has been some improvement in South African port and logistics efficiencies, we have had to maintain a level of buffering on certain incoming componentry and the Red Sea conflict is impacting transit times for our European operations. On a positive note, the declining global demand has resulted in a considerably more stable and responsive supply chain in 2024, allowing us to work on reducing overall inventory buffers to more manageable levels.

Throughout this period, our focus has been on consolidation, expense control and cash preservation, and inventory management through aligning production rates with declining sales levels. At the same time, we have prioritised cost containment directed at organisational efficiencies and reinforced our production quality processes across our factories and operations.

## Operations and product development

Our South African dealership business, BESSA, remains an industry leader in the distribution and support of equipment solutions for mining, construction, and agriculture in the country.

We have continued to strengthen our partner product relationships within our owned dealership network, which remain key components of our full line equipment offering. Our Bell Zambia dealership, celebrating 30 years in 2024, performed strongly, driven by commodities, most notably copper. Meanwhile, our dealer support operation in France will mark its 30th anniversary in 2025, adding to Bell Equipment's 70 year legacy and 40 years of ADT manufacturing in 2024.

Due to extremely challenging and unsustainable trading conditions, we closed our Zimbabwe dealership in 2024 and appointed an independent partner to represent us in this country. In our experience, working through an independent dealer allows us to provide better coverage and support to customers in markets where areas are vast, and machine populations are comparatively low. This is due to the synergies found with dealers that have complementary product lines in their stable, which enables them to manage through cyclical market trends and drive high efficiencies and utilisation from resources critical to superior customer support.

Since the outbreak of the Ukraine Russian conflict, our business in Russia has been on pause and in 2024 we took further steps to scale this operation down, disposing of parts inventory and closing the warehouse, to contain costs. Remaining personnel have been redeployed to support our business in surrounding markets.

Demand for aftermarket products and services was lower, which we attribute to reduced machine utilisation globally due to sluggish economic activity - if machines are not working, they are not using parts. Growing our aftermarket business and lifetime revenue stream remains a strategic priority. Leveraging telematics, we are working with our customers and constantly looking for ways to enhance our customer service experience by better supporting our machines and customers in the field.



On the machinery sales front, there is an ongoing drive to regain market share that was lost during supply chain disruptions, while growth of our new divisions such as BHI, our contract manufacturing division operating out of our Richards Bay factory, and AMD, our new agricultural machinery distribution division, is key to our group diversification plans.

There is a huge amount of excitement within the organisation and the market surrounding the much anticipated launch of the Bell motor grader. We have made good progress in 2024 with the manufacture of a fleet of pre production units, which have allowed us to smooth out our supply chain and production processes in preparation for full production and start of sales in mid 2025. This is a little later than during quarter one of 2025 as initially envisaged due to the timing of the completion of pre production units and supply chain readiness. The staged global rollout will commence in southern hemisphere markets, namely southern Africa, southeast Asia and Oceania, followed by northern hemisphere markets later.

The Bell grader is a truly global product, engineered to meet various international emission standards and operator control configuration preferences. It marks a major milestone in the company's strategy to expand its line of OEM manufactured equipment for the global construction and mining industries. We believe that, in time, this product will bring a step change in our journey from a global ADT specialist into a broader yellow metal OEM.

Our engineers are constantly working to evolve our ADTs in line with the latest technology advancements. Future developments are focused on design for manufacture, alternative energy solutions and seeking to enhance efficiencies for our customers.

We continue to maintain our agnostic stance on autonomous control systems, and we work with multiple technology partners around the world. Our focus is on having an autonomous ready ADT that is the easiest to integrate with third party autonomous control systems, and we believe that we are industry leading in this respect.

In terms of growing our participation in the forestry and agriculture industry, we are making strides with new product developments to increase our OEM offering. Testing of our timber processing head continues, and we will be building pre production units in 2025. The market launch is expected in 2026, initially in South Africa, before being rolled out globally. This product will join our existing range of attachments for forestry applications, which includes felling heads and grapples, among others. Also in the prototype phase, the new Bell developed skidder, for timber extraction applications, is being put through its paces in testing, for launch to market further down the track.

Although not a clean sheet design, we have expanded our haulage tractor range with a higher powered 4WD model to meet the market requirement for a more powerful machine, which will be available during 2025.

In addition to increasing our product offering, our forestry and agriculture business continues to gain momentum through AMD, and our expanding independent dealer network in South Africa. This network complements those BESSA dealers who are more focused on the agriculture industry by allowing us to reach farming communities in regions where we were previously not represented.

Our first forestry and agriculture dealer conference in 2024 was well received by the delegates and we built on this momentum with our second conference in March 2025, which took place in Richards Bay. With the theme 'geared for success', it gave dealers their first opportunity to see our facility and gain a better understanding of the Bell business, product range, and culture.

We have made pleasing strides in Central and South America with our rigid and articulated Bell haulage tractors and cane slew loaders. 2024 also saw the first stage 5 emissions regulated three wheelers delivered to Chile following a change to their emissions laws in October 2023.

Having sold some forestry and agriculture machines in southeast Asia, this region is on our radar as we consider how we can grow our participation in this market.

We took a decision during 2024 to put our Bell underground mining division plans on ice as we reprioritised the deployment of resources to products and operations more aligned with market sectors where we traditionally participate. Whilst we still offer a limited range of underground mining machines, we are not pursuing further product development and the establishment of a separate business division.

### **Sustainability and strategic positioning**

The group understands the importance of being a sustainable business and the risks associated with not relentlessly pursuing this as a goal. We therefore continue to evaluate ways in which to enhance sustainability and believe that continuous improvement across all aspects of the business is key.

Our strategy is to grow the business organically by focusing on investing in the ongoing development and enhancement of our Bell products, increasing our market share in key markets, improving our market reach and participation through dealer development and growing our BHI contract manufacturing business in Richards Bay. This supports the local economy in South Africa and, importantly, keeps people and skills employed.

We are making steady progress with our strategic initiative to enhance our manufacturing capabilities for our ADT in Europe. It bears reiterating that this is a three to four year project because it involves significant decisions around our supply chain and durability testing of componentry to ensure that, following implementation, we continue to manufacture products that are of the same high quality and durability standard.

Our pursuit of growing our contract manufacturing services in Richards Bay ties together with the expansion of our ADT manufacturing capabilities in the northern hemisphere, both of which are strategic imperatives for our business. BHI has made a start in securing non BELL OEM manufacturing work, with the first contract for an external party having commenced during quarter four of 2024. This work includes fabricated and machined components for a leading supplier of automated production line systems to the automotive industry globally.



As part of our strategy, we recognise the importance of digital transformation in driving business efficiencies and creating value for our customers through systems integration. During 2024 we initiated a SAP implementation project at our Richards Bay factory - the last and most complex operation within our group to implement this system – and 'go live' will be during 2025. While we continue to develop digital tools that enhance our customers' ease of doing business with us, we will only adopt AI where it offers clear advantages for efficiency gains within our operations.

At the same time, we place great value and are committed to the human connection that has defined our business since its inception. Our Building Us Stronger programme, introduced at the beginning of 2024, reinforces this by empowering employees with the mindset and tools needed to build strong relationships, both within our teams and with our customers and other stakeholders. More than just a programme, it strengthens our family culture, aligns our values, and underpins our commitment to delivering strong reliable machines and strong reliable support.

### Corporate governance and ESG

Our commitment to being a good corporate citizen pervades our total approach to the business, and we endeavour to act in a responsible, ethical, balanced and commercially sensible manner. As a global business we have established comprehensive compliance oversight frameworks, providing a high standard of assurance that governance, finances, and sustainability are all equally adhered to and monitored.

We are ever conscious of our impact on the environment and are pleased with our continued progress in measuring and mitigating these risks, as detailed in our sustainability report. This report further carries information on our approach to the environment and corporate social investment.

Bell is committed to the highest standards of corporate governance. We have selected directors who possess the qualities that make them suitable to lead the group, including global experience and knowledge across a variety of fields, excellent character, and broad experience and knowledge of business management. We strive to maintain a highly transparent and independent corporate governance structure and to introduce an executive compensation system that is linked to the enhancement of corporate value.

Details of governance structures and the extent to which we apply relevant principles of corporate governance, including King IV™ and regulatory requirements, are provided in our corporate governance report.

### Transformation

During 2024, we reaffirmed our commitment to transformation through various initiatives in BECSA and BESSA, such as our ESD programme and apprenticeship programme. Our ESD programme is aimed at providing financial assistance to EMEs and QSEs, including those looking to become suppliers to or customers of our business. We see education and training as a key driver in supporting and building social wellbeing and the economies where we operate. We remain one of the largest trainers of heavy equipment mechanics in South Africa, through our apprenticeship programme. Further information on our apprenticeship programme can be found on page 65.

BECSA and BESSA are both 51% black owned entities, and BESSA is additionally 30% black women owned. With their respective level 3 and level 1 BBBEE scorecards, the group is competitively positioned in the local market. BECSA and BESSA's BBBEE certificates are available on the group's website at [www.bellequipment.com](http://www.bellequipment.com).

### Outlook

The only certainty is that we live in an increasingly unpredictable world that will continually challenge our adaptability and resilience.

We are closely monitoring global trade developments, particularly the USA tariff situation. While it is too early to speculate how Bell might be impacted, we appreciate the risk this poses to the group and remain confident that our dual manufacturing locations will provide a degree of mitigation.

The general sentiment among our USA dealer network is positive and optimistic, once again, for the Bell tracked carrier, driven by the renewed appetite for oil and gas drilling. We are cautiously optimistic that the second half of 2025 will see improved market demand for this product.

In Europe, high interest rates have significantly affected business conditions. While the European Central Bank cut rates for the sixth time in nine months in March 2025, economic challenges, including US tariff threats and increased military spending, persist. The pace of market recovery will depend on how quickly interest rate cuts translate into increased infrastructure investment. While most of Europe remains under pressure, early signs of improvement are evident in the UK.

We will be introducing the Bell motor grader on the global stage at Bauma in April 2025. We have been encouraged by the positive feedback we received from expert advisers, operators and customers alike, who have experienced our pre production machines, and we look forward to illustrating some of the unique features we have incorporated in our design to visitors to the show.

### Dividends

A conservative approach was taken to the changing market conditions in 2024, and cash was preserved rather than paying a final dividend for the 2023 financial year. Recognising two years of solid financial performance, in the case of 2024 under challenging market conditions, the board has declared a gross final dividend of 160 cents per ordinary share.

### Appreciation

As we close out Bell Equipment's 70th anniversary year, we reflect with gratitude and pride on our journey, our founders and our people, and the legacy we continue to build.

Firstly, on behalf of our entire team, we would like to extend our appreciation to our customers, dealers and suppliers. Your partnership over the past seven decades has fuelled our growth, challenged us to innovate, and inspired us to continuously raise the bar. Please know that the satisfaction and success of our customers remains at the forefront of everything we do.

We remain appreciative of our board for always generously giving of their time and expertise to provide oversight and ensure good corporate governance for the betterment of the group.

Thank you to our dynamic executive management team for the way in which you provided support and added value to the group in your own specific areas of influence and as a collective.

Last, but certainly not least, to our employees, we value and acknowledge every team member's contribution to the success of our business over the decades. You are our daily dose of strong, reliable support.



Gary Bell  
Chairman



Ashley Bell  
Chief executive

26 March 2025







# Finance director's report

'A year of consolidation and adapting plans to align with the global slowdown in demand, with the highlight in the financial results being the reduction in debt levels'



### An overview of 2024

The group delivered an acceptable financial result for 2024 considering the tough market conditions. As expected at the time of release of the group's half year end results for 2024, the second half of the year was more challenging than the first half with markets slowing down further. The impact of a 17% reduction in revenue and lower production volumes in the second half of the year are evident in the full year financial results. In response to the challenging environment, the group increased its focus on working capital management, cost containment and cash preservation and this will continue into 2025.

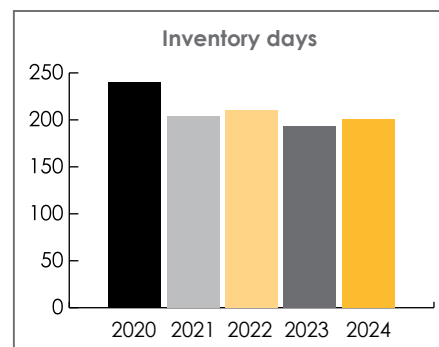
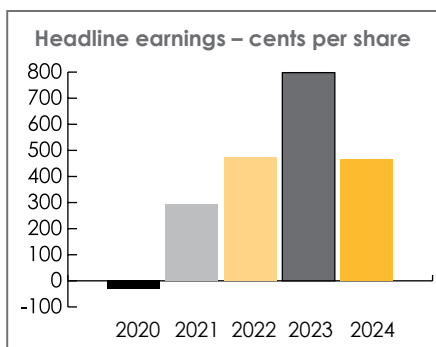
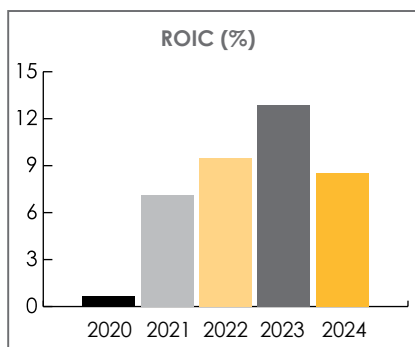
As the high levels of demand experienced in 2023 in mining and construction in the group's major markets slowed down in 2024, the group right sized its sales projections and reduced production volumes to the new levels of demand. The slowdown was especially evident in the group's northern hemisphere markets, in North America and in the UK and Europe, where infrastructure spending diminished.

The market downturn meant that the requirement for working capital funding reduced. Through the year as the inventory levels reduced, so did the level of debt.

The group earned profit after tax of R471,1 million for the year, 41% down on R793,6 million earned for 2023, which was a record year. Earnings per share and headline earnings per share were 461 cents and 465 cents respectively (2023: earnings per share of 799 cents and headline earnings per share of 798 cents per share) for the year.

Strategic delivery		Operating environment	
ROIC growth	×	Global market conditions and demand	×
Reposition ADT manufacturing in northern hemisphere and grow contract manufacturing in SA	•	Supply chain constraints	✓
Ongoing development of our existing and new world class products	✓	Port inefficiencies and delays	-
Machine sales volume growth	×	Labour shortages in Eisenach	✓
LTRS growth	-	Currency impacts	-
Dealer network growth	✓	Inflation	-
✓ Positive	×	Interest rates	-
- No material impact	•	ADT manufacturing location	×
		Electricity supply	✓





## Our most material financial matters

### ROIC

this key metric, a performance hurdle for the zero strike incentive awards, deteriorated in 2024 and an ROIC of 8,5% was achieved (2023: 12,9%). The group is not within the targeted ROIC range of 15% to 24% and must execute on its long term strategy to relocate more of the ADT manufacturing closer to suppliers and customers in the northern hemisphere, and to grow BHL, which is aimed at reducing the working capital cycle and delivering the required step change in ROIC and sustainability.

### Sales growth

sales volume growth is a strategic imperative for the business because the factories require throughput to support a large, fixed cost base and volume drives a higher ROIC. Sales growth deteriorated in 2024 due to the slowdown, particularly in the northern hemisphere markets.

### HEPS

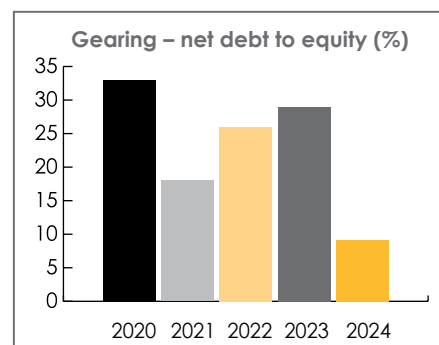
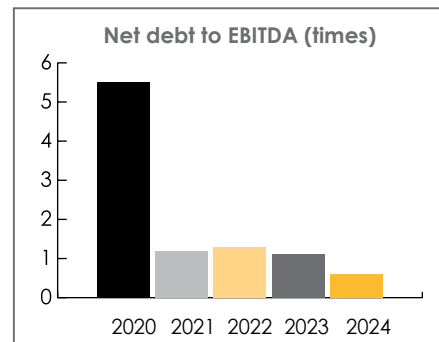
this key metric, also a performance hurdle for the zero strike incentive awards, reduced to 465 cents per share in 2024 from 798 cents per share in 2023.

### Inventory days

optimising inventory days is important because this is a key driver of the group's ROIC and liquidity. The location of the group's main factory in Richards Bay, together with long lead times with certain suppliers, means that the working cycle is challengingly long. Inventory management, ongoing matching of production and sales plans with market conditions, and logistics planning are critical functions for the business.

### Liquidity

the group targets a net debt to equity ratio range of no more than 30% to 40%, and the group ended the year well below that with gearing of 9,5%. The low gearing is directly related to where we are in the business cycle and the current levels of worldwide demand for the equipment that the group manufactures. Debt levels are monitored on an ongoing basis and when the maximum of the target range for gearing is reached, the group will make adjustments to the sales and production plans to bring the business back to within the targeted range.

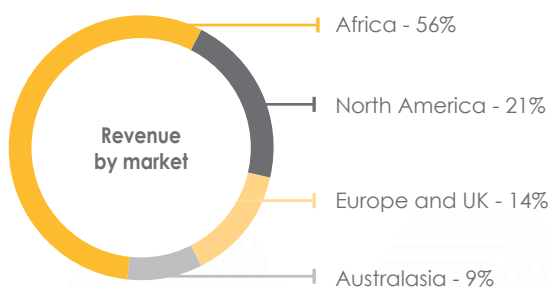


## Annual Financial Statements key points

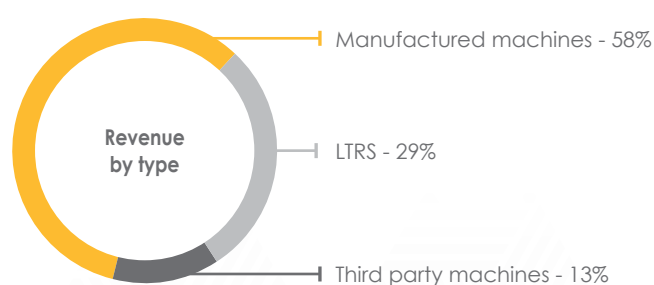
Operating profit reduced by 37% and headline earnings reduced by 42%, mainly driven by:

- revenue that decreased by 13% to R11,7 billion from R13,5 billion in 2023.
- expenses that increased by 10%, driven up by the lower production volumes which meant less recovery of the group's mainly fixed factory labour expenses and overheads for the year, and by inflation.

### 1. Revenue by market



### 2. Revenue by type





## Segmental performance

The group conducts OEM operations in South Africa and Europe, comprising manufacturing, assembly and sales of equipment and aftermarket products to independent and group owned distributors and dealers. Owned distribution operations in South Africa and Rest of Africa are engaged in direct sales of own manufactured products, other third party products and the supply of aftermarket support and products to the market. The South Africa direct sales business comprises customer service centres in South Africa and Eswatini. Rest of Africa comprises customer service centres in Zambia and until 2024, in Zimbabwe. The group's operation in Zimbabwe was closed during 2024.

### OEM, manufacturing, assembly and dealer sales operations in SA

The most notable decrease in profitability in 2024 was in the OEM operation in South Africa, within the South Africa manufacturing segment, and this is mainly due to lower production and sales volumes of complete machines and kits from the Richards Bay and Eisenach Kindel facilities, and the lower level of recovery of labour costs and overheads, compared with the prior year. This South Africa manufacturing segment reported a significantly reduced operating profit of R477,2 million in 2024, down from R834,0 million in 2023. Total external sales of manufactured machines by this segment were flat in 2024 compared with 2023, but in 2024 contributed a greater proportion of group external revenue at 22,1% of group sales in 2024 compared with 19,1% in 2023.

### OEM, manufacturing, assembly and dealer sales operations in Europe

External sales by the OEM business in Europe decreased by a very significant 31,7% in 2024 for the reasons provided earlier in this report, with the contribution to total group sales decreasing to 33,1% from 41,9% in 2023. The softening of these markets was especially evident in the second half of 2024. Sales to North America are reflected in this segment. Operating profit remained similar at R159,4 million for 2024 compared with R158,3 million in 2023. This is because the Eisenach Kindel factory is a limited risk contract manufacturer which manufactures under licence from the SA OEM. The Russian business remains on pause due to the war in Ukraine and the group's positive bank balance of R67 million in Russia is still trapped in that country.

### Direct sales – South Africa

External revenue from direct sales operations in South Africa increased by 2% compared with 2023 but despite this modest increase, the contribution to group sales increased to 38,2% in 2024, compared with 32,5% in 2023. While more machines were available for this market in 2024 as a result of the softening of the northern hemisphere markets, and market share gains were made, demand in South Africa was not as strong as had been anticipated and this operation ended the year with high inventory levels which must be normalised in the first half of 2025. The segment reported operating profit of R247,8 million, up from R220,4 million in 2023.

### Direct sales – Rest of Africa

The Zambian customer service centre in the group's Rest of Africa operations continued to experience strong demand in 2024, but the performance of this segment was impacted by low activity and a trading loss in Zimbabwe, once off costs relating to the closure of the Zimbabwe operation, a provision for the possible non recovery of long outstanding refunds from the Zambian tax authorities and a review of the Richards Bay factory's pricing on manufactured machine sales to this segment. Revenue for the segment decreased by 12,9% on 2023 and contributed 6,6% to group sales in 2024.

## Gross margin

The gross margin is dependent on the product and geographic mix of sales, market conditions and exchange rates. There was a substantial change in the geographic mix of sales in 2024, with proportionately more machines sold in the southern hemisphere than in 2023, and despite a very competitive sales environment with all competitors over stocked, the group earned an improved average gross margin for the year of 21,1% compared with 20,0% in 2023.

## Other operating income

Other operating income relates mainly to production incentives in the form of import duty rebates earned on the South African government's Automotive Production Development Programme. This benefit decreased by 11,6% to R211,3 million in 2024 from R239,0 million in 2023, due to the increase in production volumes of qualifying products at Richards Bay in 2024.

## Expenses

Expenses increased by 10% on 2023, impacted by both the reduced production volumes and lower recovery of labour and overhead costs as well as upward inflationary pressure on the cost base, especially on salary costs. Contract worker manning levels at the two production facilities were right sized to match the lower production levels, but this did not fully compensate for the impact of reduced volumes and inflation.

The group has continued its investment in research and development and development costs totalling R55,5 million, primarily relating to the development of the new motor grader, were capitalised during 2024. These costs are amortised over the life of new products once projects have been completed. The total cumulative carrying value of capitalised development costs at year end amounted to R262,7 million and the total amortisation of development costs for the year amounted to R26,3 million.

## Balance sheet

During 2024, total assets decreased by 14% to R9,1 billion, driven by the reduced investment in working capital that was required to support the current market conditions and related sales and production plans.

## Inventory

Although inventory decreased in value by 11% in 2024, the 201 days inventory at year end was a long way from the budgeted 180 days.

Finished manufactured machine inventory at year end was far higher than planned at R1,2 billion. We have seen this reduce after year end, but there is considerable opportunity to reduce this further and we will continue to work on this in 2025.

The decrease in components and raw materials at the factories reflects the lower production levels going into 2025. Congestion and delays at the SA ports have reduced and the supply chain was more stable in 2024 which has meant that inventory buffers at the factories could be reduced, contributing positively to cash flow.

Inventory of R597,5 million in the group's operation in Germany was provided as security for that operation's borrowings base facility.

## Receivables

Trade and other receivables normalised at 42 days at the end of 2024 compared with the high level of 54 days at the end of 2023. The main reason for the unusually high increase in receivables days at the end of 2023 related to an

extension of credit to the North American distributor for a large volume of ADT's which were invoiced and shipped to North America later in 2023 than planned, in the winter season in North America. This was fully recovered during 2024.

The general health of trade receivables is good. The group has experienced low bad debts in the past and even if certain customer accounts take time to collect, they are generally recovered in full.

Trade receivables of R189,7 million in the group's operation in Germany was provided as security for that operation's borrowings base facility.

#### **Debt and liquidity**

As a result of the lower working capital, net debt at year end is down to R542 million from R1,5 billion at the end of 2023. Net debt includes bank overdrafts, overnight call loans, trade loans, supply chain finance and cash and bank balances.

Interest cover reduced due to the reduced earnings, but net debt to EBITDA improved due to the significantly lower debt levels at the end of 2024.

All covenants in funding arrangements were met in 2024.

#### **Cash flow**

When the group ramps up for stronger market conditions this requires a cash investment in inventory and the opposite happens when there is a softening in market conditions, as experienced in 2024. Gearing improved to 9,5% from 29,1% at the end of 2023.

The reduced investment in working capital, in both inventory and receivables, were the most substantial cash inflows during the year.

Interest payments reduced due to lower average borrowings during the year.

Tax payments also decreased due to the reduction in profitability in many of the operations compared with 2023.

#### **Exchange rates**

The group has for many years had a strong natural Rand hedge and foreign currency sales proceeds, mainly US Dollars, are utilised to settle import payment commitments for components, raw materials and other OEM equipment purchases which are in Euros, US Dollars, British Pounds and Japanese Yen. However, the timing of cash flows, different payment terms on supplier and customer accounts and the impact of the manner in which the accounting standards require transactions to be accounted for, results in substantial foreign currency gains and losses in the reported numbers. In 2024, the Rand was not as volatile as in some years in history and net foreign currency losses of just R200 000 were incurred. The group's approach to managing foreign currency exposures remains the same as in past years. We aim to match currency inflows and outflows as far as possible, with the group's strong natural currency hedge, and forward cover contracts are used to assist in managing the residual currency exposures.

#### **Share price**

There was a significant increase in the company's share price during 2024, from R23,00 at the end of 2023 to R40,63 at the end of 2024. Although the share is still trading at a discount to the net asset value per share of R59,36 at the end of 2024, this gap is not nearly as substantial as in the past. Nevertheless, this is an indicator of possible impairment in terms of IAS 36 *Impairment of Assets*, and valuations and assessments were performed to determine the recoverable amount of the group's main cash generating unit and certain other key assets in the group. No impairments resulted from these valuations. Refer to note 5 in the annual financial statements for further details of this assessment. The share price is determined by the market and we will continue to strive to deliver stronger ROIC results and on growing a more resilient business which should result in time in the share price increasing and the gap to net asset value further reducing.

#### **Dividends**

The board has declared a gross final dividend of 160 cents per ordinary share. This is in recognition of the solid performance in challenging conditions in 2024 and the decision taken last year, following the record financial result for 2023, to preserve cash resources at that time rather than pay a dividend.

#### **CEO and CFO financial controls attestation**

Bell Equipment continues to strive to maintain a strong financial controls environment to support the integrity and reliability of the financial statements. We have implemented adequate and effective internal financial controls, and a comprehensive controls framework and self assessment tool which we continue to develop and enhance. Ashley Bell and I were therefore able to make the attestation required by the JSE.

#### **Change in external auditors**

PWC was appointed as the group's external audit firm with effect from 1 January 2024 and has signed off on the group's results for 2024. This was a significant change considering the number of Bell operations that were affected. I am pleased to report that the transition has gone well.

#### **Looking ahead**

We are already well into what is almost certain to be an eventful year in 2025. Although the group is planning for similar machine sales volumes as in 2024, the launch of the motor grader and the planned SAP go live at the group's largest operations in Richards Bay in the second half of the year will make 2025 a significant and exciting year for the group. The global political landscape is likely to remain challenging, especially relating to the Trump administration and we will continue to monitor this volatile situation, especially as it relates to the imposition of tariffs, and understand the possible impact on the business.



KJ van Haght CA(SA)  
Group finance director  
26 March 2025

# Sustainability report and ESG roadmap

The Bell Equipment sustainability report presents our stance and journey on sustainability management, social innovation, and ESG as well as initiatives conducted in fiscal 2024 (including initiatives addressing our material matters). This report is intended as an engagement tool for all stakeholders to disclose information in accordance with international guidelines, including the United Nation's Sustainable Development Goals ('SDGs'). Bell Equipment subscribes to the SDGs, which reflects our commitment to responsible business practices and global citizenship.

We recognise the interconnectedness of economic, social, governance, and environmental wellbeing and work within our spheres of influence to address challenges such as quality education and responsible consumption and production to create positive and lasting impacts for the business and the society in which we operate.

We continue to progress our sustainability journey focusing on three key areas listed below, which we consider material themes for the group's future from an ESG perspective, namely: environmental sustainability, helping our people thrive and principled governance. In this process, we examine current and prospective business opportunities and assess impacts for stakeholders.

## Our sustainability road map







## GREEN LEADERSHIP - ENVIRONMENTAL SUSTAINABILITY PILLAR

Bell understands its environmental responsibility and actively strives to uphold the high standards of environmental compliance in all our operations by integrating world class environmental principles into our business processes. The group environmental policy was reviewed during 2024, and a climate change policy is being prepared.

Through innovation and constant monitoring of international best practices, Bell Equipment seeks to effect positive change and ensure that the group's ecological footprint is minimised.

Our material environmental matters are:

1. Impacts on climate change
2. Energy and decarbonisation
3. Water stewardship
4. Waste management and circularity

Our commitment to the environment is to:

- Comply with emissions regulations in the markets in which Bell operates.
- Implement and maintain environmental management systems that focus on continual improvement.
- Reduce our environmental impact across the group with emphasis on energy consumption, water usage, waste reduction and recycling.
- Provide ongoing and effective assessment and training to ensure employee knowledge of environmental risks.
- Reduce waste and recycle materials where the means to recycle materials exist.
- Prevent and reduce all forms of pollution by employing effective technologies.
- Increase the use of modern communication techniques to reduce the need for travel.
- Comply with and, where possible, exceed all relevant legislation, commercial requirements, and codes of conduct regarding the impact on the environment of our business.
- Maintain transparent, consultative relationships with all stakeholders through effective communication channels.
- Contribute to the long term social, economic, and institutional development of our employees and the communities within which our operations are located.
- Periodically evaluate our supply chain across product lines and identified carbon intensive components, products, and processes for opportunities to lower carbon footprints.

**We want to be part  
of the solution to  
climate change**



## 1. Impacts of climate change

Bell recognises the significance of the impact of climate change, being one of the critical global challenges of our time. We strive to create awareness and embed a culture of being mindful of the environmental impact in areas where we have influence, understanding the risks of further warming and other growing climate risks and, at the same time, the critical importance of curbing emissions and mitigating even more severe climate impacts.

We continue to develop and implement strategies to improve our environmental management standards, plan for climate risks and decarbonisation, and reimagine how we will continue to create value for generations to come.

We have categorised the risks associated with climate change into two main areas:

- Physical risks: these risks may be acute, driven by higher frequency or severity of weather related events such as floods and storms; and chronic physical risks such as longer term changes to weather patterns and associated rising sea levels, hot or cold waves and droughts; and
- Transitional risks: such as the transition to a low carbon economy, which may have certain challenges including a change in customer behaviour and an increase in costs, including the cost of compliance with new regulations.

Physical risks		Transitional risks		
Acute/chronic	Policy and legal	Technology	Market	Reputation
<p>Direct operational impact of weather related disasters can be broad reaching in terms of physical damage, interruption of business continuity and delivery delays.</p> <p>Risk exposure caused to Bell's supply chain and physical risks to its infrastructure.</p> <p>Increased pressure by financial institutions on Bell from a funding perspective.</p>	<p>Carbon taxes and related greenhouse gas ('GHG') emission levies are still evolving, which will have a financial and regulatory impact on costs, including the cost of compliance of the business.</p> <p>Increased compliance costs.</p>	<p>Lower carbon technology competitors may take market share, as emission solutions are sought by Bell.</p> <p>Increased research and development costs.</p>	<p>Increased production costs as a result of increased input costs e.g. water and energy and output requirements, e.g. waste treatment.</p> <p>The difficulty for GHG intensive customers to attract capital.</p>	<p>Increased environmental impact scrutiny on Bell.</p> <p>Increased non financial reporting.</p>

Physical opportunities		Transitional opportunities		
Acute/chronic	Policy and legal	Technology	Market	Reputation
<p>Development of business continuity strategies in response to severe business interruptions to ensure operational resilience.</p> <p>Adequate insurance in place against such disasters.</p> <p>Appropriate location selection strategy.</p>	<p>Compliance with international standards in respect of our products, including ISO 9001:2015 Quality Management System.</p> <p>Incentives for innovation, and end of life recycling requirements.</p>	<p>Constant development and improvements to our product range to reduce the effect of harmful gasses and meet rising customer demand for climate resilient products.</p> <p>The development of an autonomous ADT for enhanced efficiency in customers' operations.</p> <p>The use of HVO in ADTs instead of diesel has a higher cetane value for improved combustion and has the benefit of having lower CO<sub>2</sub> and NOx emissions.</p>	<p>Diversified and new markets.</p> <p>New customers who are attracted to our products as a result of a positive or neutral climate impact.</p> <p>Reduced electricity and water usage.</p> <p>Diversification through new types of assets.</p> <p>Grow participation in the used equipment market through the establishment of OEM equipment remanufacture and rebuild solutions.</p>	<p>Important engagement with regulatory bodies.</p> <p>Greater transparency and disclosure of climate risks to address investor and shareholder concerns.</p>

We have used the guidelines from the task force on climate related financial disclosures ('TCFD') to illustrate Bell's response to such reporting requirements.

Themes	Purpose	Recommended disclosures	Application
<b>Governance</b>	Disclose the group's governance around climate related risk and opportunities.	<ul style="list-style-type: none"> <li>A. The board's oversight of climate related risks and opportunities.</li> <li>B. Management's role in assessing and managing climate related risks and opportunities.</li> </ul>	<ul style="list-style-type: none"> <li>A. The board has oversight of the group's sustainability strategy. The social, ethics and transformation committee is mandated by the board to consider the environmental, social and governance ('ESG') risks and opportunities affecting Bell Equipment's strategy, specifically climate change and its financial and materiality impacts on the group.</li> <li>B. Executive management assesses the impact of climate change risks and opportunities.</li> </ul>
<b>Strategy</b>	Disclose the actual and potential impacts of climate related risks and opportunities on the group's business, strategy, and financial planning where such information is material.	<ul style="list-style-type: none"> <li>A. The climate related risks and opportunities the group has identified over the short, medium and long term.</li> <li>B. The impact of climate related risks and opportunities on the group's business, strategy and financial planning.</li> <li>C. The resilience of the group's strategy, taking into consideration different climate related scenarios, including a 2°C or lower scenario.</li> </ul>	The climate change risks and opportunities are identified and described in the strategy and risk management reports found on pages 23 and 28 respectively.
<b>Risk management</b>	Disclose how the group identifies, assesses and manages climate related risks.	<ul style="list-style-type: none"> <li>A. The group's processes for identifying and assessing climate related risks.</li> <li>B. The group's processes for managing climate related risks.</li> <li>C. How processes for identifying, assessing and managing climate related risks are integrated into the group's overall risk management.</li> </ul>	Refer to Bell Equipment's risk management process on pages 28 to 33, and strategy report on page 23.
<b>Metrics and targets</b>	Disclose the metrics and targets used to assess and manage relevant climate related risks and opportunities where such information is material.	<ul style="list-style-type: none"> <li>A. The metrics used by the group to assess climate related risks and opportunities in line with its strategy and risk management process.</li> <li>B. Scope 1, scope 2 and, if appropriate, scope 3 GHG emissions, and the related risks.</li> <li>C. The targets used by the group to manage climate related risks and opportunities and performance against targets.</li> </ul>	Bell Equipment currently falls outside the requirements for reporting and paying carbon tax in South Africa. However, recognising the importance of reducing carbon emissions, internal carbon footprint measurements are taken by calculating emissions on diesel burned and kWh used through our Richards Bay manufacturing operations annually. Refer to the measurements currently undertaken by Bell Equipment including electricity, water usage and waste management as set out in this report.



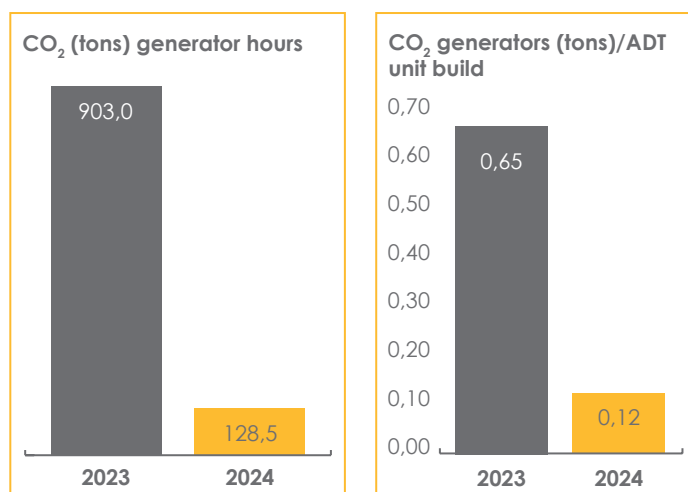
## 2. Energy and decarbonisation

Environmental management is practised daily as spillages and high risk environmental areas are monitored closely. The safety department provides monitoring and related environmental problems are reported to the safety department and actioned accordingly.

Assurance is achieved by scheduled internal compliance inspections and annual external audits at the group's main operations. No reportable environmental incidents or conditions were reported during 2024, and no fines or penalties were incurred.

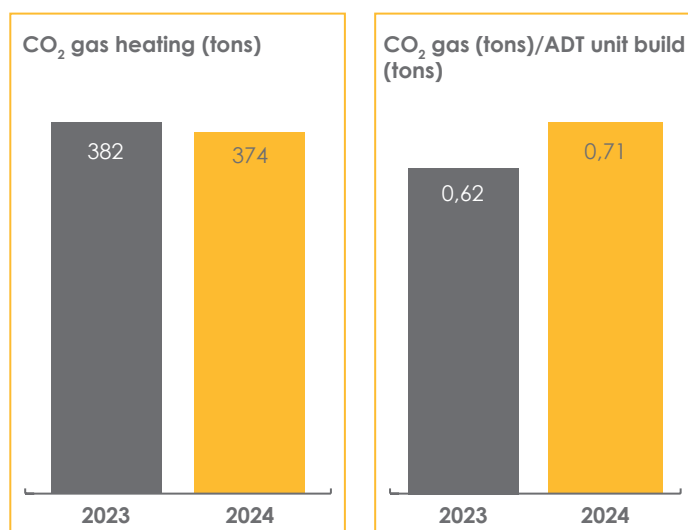
### Greenhouse emissions - Richards Bay

Due to reduced generator usage as a direct result of less load shedding, and the commissioning of the grid tied solar system, this measurement decreased in 2024 compared to 2023. Total CO<sub>2</sub>/unit build also reduced compared to 2023.



### Greenhouse emissions - Kindel operation

CO<sub>2</sub> emissions are mainly a result of the gas heating during winter months and the spray booth baking oven. CO<sub>2</sub> due to heating reduced from 382 tons in 2023 to 374 tons in 2024. CO<sub>2</sub> emissions per unit build increased from 0,62 tons to 0,71 tons due to the reduced production rate.



### Carbon Border Adjustment Mechanism ('CBAM')

The CBAM is an environmental policy instrument designed to apply the same carbon costs to imported products as would be incurred by installations operating in the European Union ('EU'). In doing so, the CBAM reduces the risk of the EU's climate objectives being undermined by production relocating to countries with less ambitious decarbonisation policies.

The CBAM affects companies within the EU that import iron, steel, cement, aluminium, electricity, fertilisers, hydrogen, and certain upstream and downstream products in pure or processed form from non EU countries.

The CBAM will come into full effect on 1 January 2026, with financial adjustment in the form of certificate purchases. The decisive factor for determining whether a product is covered by the CBAM regulation is whether the commodity code/customs code used for importation is listed in Annex I of the CBAM Regulation.

A transitional period currently runs from 1 October 2023 to 31 December 2025. During this period importers are required to follow the CBAM reporting requirements and need to register as authorised CBAM declarants. There will be no financial adjustments (no carbon taxation) during the transition period.

Bell Equipment has identified the relevant products in terms of the custom codes and registered as an authorised CBAM declarant. A registered service provider has also been appointed to assist with the reporting. Preliminary reports for Q3 and Q4 2024 have been submitted.

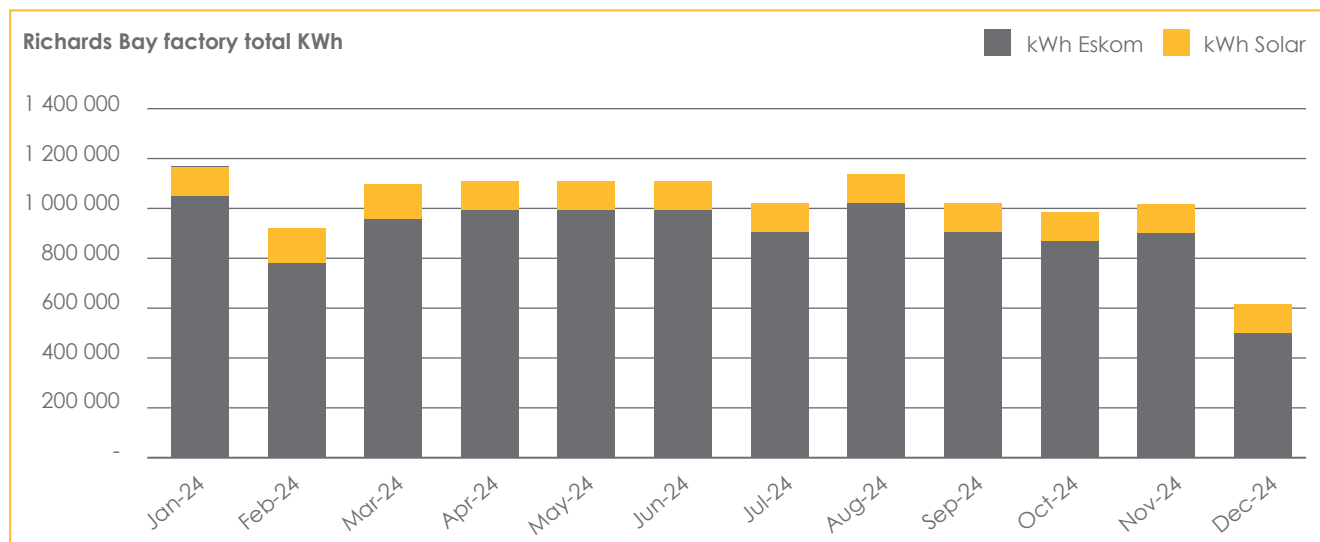
## Energy Efficiency

Bell maintains various energy saving strategies including the installation of energy efficient lighting, air conditioning, and ventilation. The group is constantly investigating energy saving programmes.

In addition to energy efficiency, Bell is mindful that electricity supply costs in South Africa will continue to increase in the foreseeable future. Globally the focus is on the use of renewable energy as an alternative source of electricity and the group is cognisant of the need to consider alternative sources of power to remain competitive.

- Richards Bay Factory**

A solar power project was commissioned at the factory whereby parking bays were fitted with solar panels. The installation is designed to generate 1MW. The turnkey option offers the quickest return on investment ('ROI'), and options exist to expand the project and generate additional power. Additional solar panels are being installed to optimise the system and maximise the efficiency of the inverter system.



- Jet Park**

A 770kW grid tied solar system was commissioned at the Jet Park operations, which is split between BESSA and the GLC with generator integration. This project was initiated between Bell and the landlord and is designed to provide electricity during daylight hours to reduce electricity costs and the generator running hours during times of load shedding. We are working with the City of Johannesburg to quantify our electricity savings.

- Kindel and ELC operations**

In March 2024, an 820kW solar system was commissioned at the Kindel factory at a cost of approximately R14,5 million. The system, installed on the roof of the bin fabrication facility, has a powerful output of 821,7kWp (kilowatts peak) and covers over 1 900m<sup>2</sup> with solar panels. The setup is projected to generate about 790 000kWh of solar energy per annum, of which around 41% will be used by the factory and the surplus will be sold back to the public grid.

With a lifespan exceeding 20 years, this project represents our long term commitment to environmental sustainability and the future of our factory site.

The ELC administration building and offices at the Kindel factory extension are fitted with energy saving lights that are activated by passive infrared motion sensors to contribute to further energy efficiencies.

A gas heating system, which is currently the most energy efficient way to heat and is more environmentally friendly than using conventional oil/diesel heating, is used during the winter months. In addition, the buildings' insulation is of the highest available quality, which reduces gas consumption as the warehouse and the office building have good heat retention.

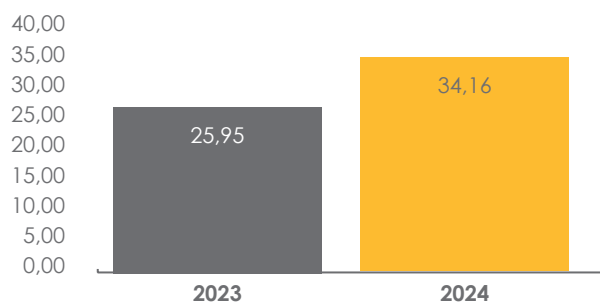


### 3. Water stewardship

Bell Equipment is a long serving representative of the uMhlathuze Crisis Committee in Richards Bay, which allows stakeholders to be involved in the water and environmental management plan of the local municipality and make recommendations towards water saving initiatives and a cleaner environment.

Relating municipal water consumption to production, the kL/ADT rate increased from 25,95kL/ADT in 2023 to 34,16kL/ADT in 2024. This is due to operational requirements and reduced water harvesting due to less rainfall.

Factory - water consumption (kL)/unit build (ADT)



### 4. Waste management and circularity

Bell Equipment's WOW initiative (war on waste) is focused on continuous improvement in manufacturing so that our processes grow stronger and more reliable to ultimately better serve our customers, employees, and other stakeholders.

In 2024, over 90% of production people were trained in the fundamentals of lean manufacturing, which include:

- 5S pillars
- Performance measurement
- 8 wastes
- Visual management

5S is a system to reduce waste and optimise productivity through maintaining an orderly workplace and using visual cues to achieve more consistent operational results.

The 5 S pillars are: sort, set in order, shine, standardise, and sustain.

#### 5S training

Training took place across the Richards Bay factory in a structured approach to familiarise employees with the five pillars.

The SHEQ audit team provides an audit and support for rectifying findings.

#### Performance measurement

All 27 production processes and six low volume and support functions received performance measurement training. Explanations of the measurements and the expectations of each member of a team were explained. Operators are expected to work to the standard time without defects (efficiency), while supervisors and managers are expected to ensure adequate time is available by managing lost time within their control (utilisation).

Following the initial utilisation gains in 2022 and 2023, when production volumes were at an all time high, no major gains were noted across the Richards Bay factory in 2024 due to a reduction in production levels and many new processes coming on board.

#### 8 wastes

Team members were trained to look for the eight wastes, namely: transport, inventory, motion, waiting, overproduction, overprocessing, defects, and skills, and suggest ways to reduce waste.

#### Visual management

Visual management is the use of visual cues to communicate information quickly and effectively. It ranges from simple measures, such as using racks with clearly marked minimum and maximum part levels, to more advanced systems like visual management boards displaying operator efficiencies. The underlying philosophy is that small, well executed improvements accumulate to create a significant overall impact.

#### Advanced WOW training

Our industrial engineering team, along with a functionally diverse group of people directly involved in the processes, received advanced WOW training on lean tools and methodology. The objective of the training was to develop a structured approach to problem solving, emphasising the importance of first clearly defining and understanding a situation before attempting to solve it. By fostering the discipline of stepping back and thinking before acting, project teams have been able to focus their efforts on implementing change, measuring its impact and assessing the project's success.

Teams included operators, expeditors, supervisors, and industrial engineers. Exposure to data collection, analysis, and presentation to senior people in the organisation made this training motivational and meaningful. The project objectives are beneficial to the company and represent a significant contribution to continuous improvement. Quantification of this contribution will form part of the project outcomes.

#### WOW goals for 2025

In 2025 we will be consolidating our WOW journey thus far and mapping WOW objectives for each process as they are each at different points of the lean manufacturing experience. Our three focus areas for the year are:

1. embedding performance measurement: focusing on efficiency at operator level and utilisation at supervisor level and instilling a data driven culture that uses performance analysis to drive improvement.
2. visual management: supporting workplace organisation using the 5S principles to improve visibility and accessibility of tools, materials, and equipment, and deploying visual boards/digital dashboards to provide up to date information on product performance, quality, safety and 5S progress.
3. flow through the factory: implementing lean manufacturing techniques to streamline workflows and minimise waste and identify processes we can run on flow principles and set targets to action.

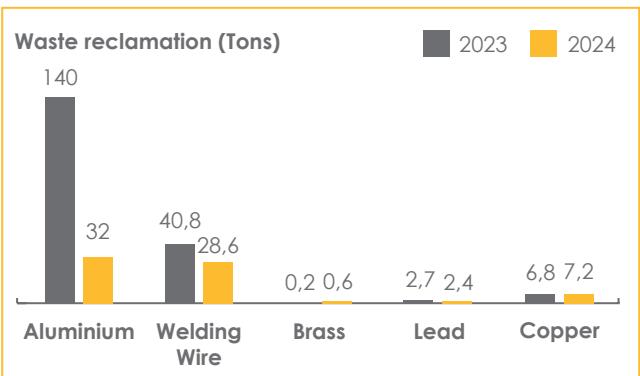
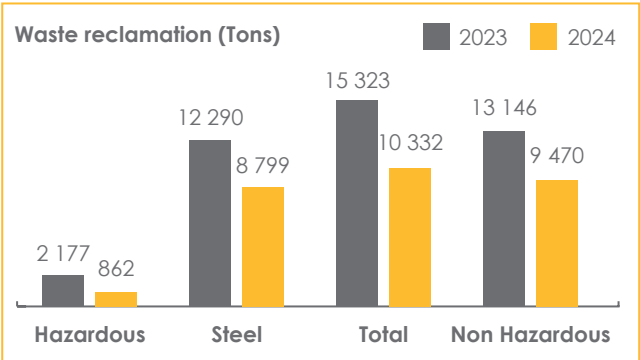


Waste management

Richards Bay

Waste is classified as per the current Waste Act regulations and all hazardous waste has been correctly classified. Our service provider supports the initiative to divert waste to recyclers instead of landfill, thereby reducing the group's environmental impact. All documents are received and maintained in accordance with regulation requirements.

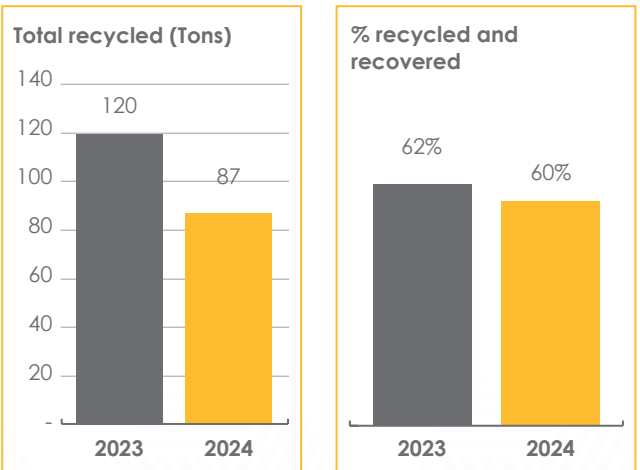
Richards Bay



The overall recycled material was less than in the previous year, due mainly to the reduction in units manufactured.

In terms of on site recycling, separation into three categories takes place at source as far as possible. Elsewhere, both hazardous and non hazardous waste streams are monitored by type, volume and disposal method and disposed of at certified waste disposal facilities. This ensures consistency, compliance, and comparability. All waste is monitored for further improvements to recycling. Records are kept at the safety, health and environment office for auditing purposes.

The thinners recycling plant



At our Richards Bay site, specialised recycling units play a key role in liquid waste management. The thinners recycling

plant has significantly reduced the volume of contaminated thinners requiring disposal, leading to cost savings on both new thinners purchases and disposal expenses, while minimising hazardous liquid waste as an environmental benefit.

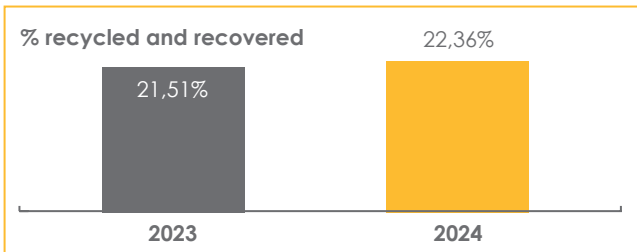
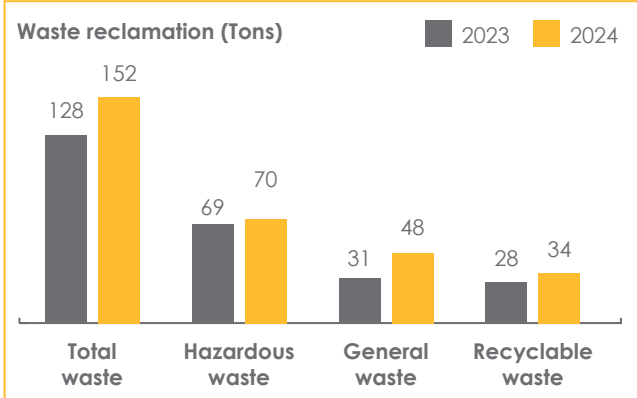
Machining coolant is also recycled before disposal is required. This is controlled by a process to maintain the quality of coolant whilst preventing unnecessary disposal of usable coolant.

Jet Park

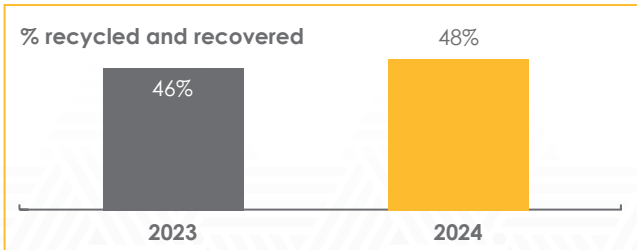
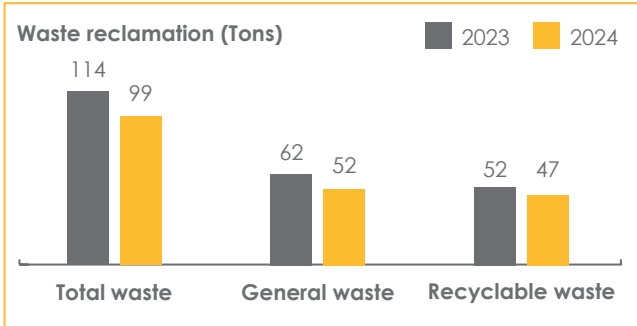
BESSA environmental compliance is managed and controlled by the individual safety coordinators and branch managers. Although there is a very low environmental risk associated with the branches, compliance and management of waste and hazardous substances is driven through internal inspections and annual audits.

Waste management and recycling of material at the Jet Park operations has improved in 2024 compared to the same period in 2023.

BESSA (Jet Park)



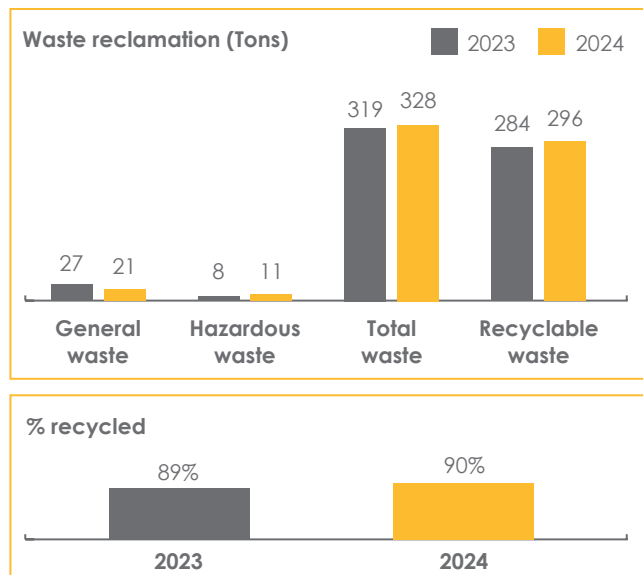
GLC (Jet Park)



## Kindel operations

Environmental compliance at the German factory is controlled by the quality representative in conjunction with the respective authorised organisations for environmental control and refuse disposals. The environmental requirements are outlined in the labour law and ISO 9001:2015 quality management system.

## Kindel operations



## Manufacturing for efficiency

### Innovating and growing our own IP

Bell Equipment has long understood the role that continuous innovation and growing IP plays in strengthening the group's brand credibility on a global scale, which in turn impacts on its long term economic sustainability.

The Bell tracked carrier, introduced in 2020, was the first significant step forward in the group's strategy to grow its own range of manufactured products for the global construction and mining industries. The tracked carrier is a versatile and robust short haul solution for soft underfoot conditions and remote areas that are difficult to reach. The decline in the market from 2021 to 2024 is reversing and the order book for tracked carriers looks more positive for 2025 and beyond.

Bell remains the market leader in terms of having an ADT that can seamlessly integrate with a variety of third party pedestrian detection system ('PDS') solutions on new and existing equipment. We are working to improve the functionality of our system continuously and maintain our edge. It still appears highly likely that the global appetite for this type of integrated PDS vehicle solution will grow.

Building on this foundation, Bell has been driving the next evolution, autonomous control, since 2020 and there are driverless Bell ADTs running on sites in Europe and North America. The development of autonomous driving capability opens the door to a range of operational efficiency, safety, environmental, and employee benefits to underpin the sector going forward.

In March 2024, Bell celebrated the official UK launch of the country's first autonomous ADT. The project was initially conceptualised by Chepstow Plant International ('CPI') and Bell Equipment following long term trials between Bell and technology platform specialists xtonomy GmbH.

The autonomous ADT is designed to help futureproof the effectiveness and competitiveness of quarrying operations within the minerals and aggregates industry. To further enhance the autonomous ADTs impact on the environment, CPI's Bell B40E uses HVO instead of diesel. This pushes the machine to as near to 'carbon neutral' as currently possible within the quarry and mining sector.

The Bell forestry and agriculture division's work on growing a comprehensive attachment portfolio for forestry is going well. The flagship of this portfolio is the timber harvesting head that has been successfully operating in the field for the past two years. It has reached a level of maturity such that we have accepted our first customer orders. Initially targeting eucalyptus in South Africa, the intention is to expand both the tree type compatibility and geography.

Bell Forestry and agriculture has designed a larger haulage tractor, the Bell 2006AF, to meet the market requirement for a more powerful machine. The 2006AF is powered by the 200hp (149kW) John Deere engine, which achieves the tier 3A emissions certification.

The Bell 2006AF generates 15% more power compared to the 176hp Bell 1736A and 1736AF models in the range resulting in an increased power to weight ratio and improved fuel economy.

Aligned with the global shift towards environmental consciousness, we acknowledge that we have a moral obligation to strive to provide zero carbon solutions to address environmental sustainability. We are exploring various options to deliver reduced carbon operations within our product line. Our aim is to exceed customer expectations by innovating environmentally responsible equipment solutions that meet the demands of the market, set new benchmarks in sustainability within our industry, and make a lasting positive impact on the environment.



### Stage V Mercedes Benz engines

Compatible with HVO without the need to change components and service intervals.

Low ground pressure model available.



### Stage 3A certified Cummins engines

No exhaust gas recirculation requirement.

Compatible with both HVO and B20 biodiesel.



### Stage V Cummins engines

No exhaust gas recirculation requirement.

Certified to use HVO without the need to change components and service intervals.

Low ground pressure.



#### **Bell motor graders:**

##### **Impressing operators with precision performance**

The Bell motor grader, which will be showcased at Bauma 2025, is a testimony to the group's strength in developing its own IP and creating innovative advancements with complex heavy machinery.

With over 70 years of design and manufacturing experience, the Bell motor grader meets the evolving needs of the industry and follows years of extensive research and development where test and prototype units have demonstrated their capabilities in a variety of demanding applications.

Production is set to begin in quarter 2 2025 and will achieve the objectives of increasing manufacturing throughput of the South African factory and expanding the Bell mining and construction range.

The Bell motor grader has been designed as a truly international product with the capability to meet varying emission regulations in international markets as well as different configurations of operator controls. The southern hemisphere launch of this product is only the start. Bell will be launching graders into its various international markets in a staged approach with Europe planned for 2026.

Our international dealer network is eager to have an additional product from an OEM with a proven track record in delivering innovation, performance, low running costs, and maximum reliability. Bell Equipment's ability to focus on the operator experience and install built in asset protection is well demonstrated and particularly key to the owners of motor graders.

##### **Delivering value digitally**

Investing in digital transformation is a necessary journey that enables the group to holistically drive business efficiencies and build value for customers by creating and maintaining new and better integrated solutions.

Increasing business efficiency through investment in enterprise resource planning ('ERP'), which started with the SAP implementation at the ALC and the migration of the logistics hubs and Kindel assembly plant onto the new SAP S4Hana Rise platform, continues with the implementation of SAP for the Richards Bay manufacturing facility in 2024 with the expected completion and go live in 2025.

The Bell ERP roadmap has the ultimate objective of consolidating existing legacy ERPs onto this new platform to provide greater reporting capability, facilitate inventory management and intercompany transacting within the group. It further allows Bell to invest in available add on technology to enhance planning and inventory management capabilities.

Utilising the SAP S4Hana investment and the tools available on this platform, opportunities for internal business process digitisation are actively being explored with the objective of enhancing efficiencies and gaining greater visibility into key internal processes.

Employees will have the capability to address personnel related matters through the upcoming employee portal, a repository for employee related correspondence, and a unified platform for managing employee correspondence. Electronic pay slips were implemented for South African team members in 2024.

From an aftermarket perspective, the rollout of a multi echelon inventory planning tool is ongoing. Measurable improvements have been demonstrated in both off the shelf availability and inventory investment where this solution has been deployed.

The digital technology team is focused on creating easy to use digital tools which make it effortless for our dealers and customers to do business with us, whether it is getting a quote, booking a service, buying a part, troubleshooting a problem, getting advice, evaluating machine productivity and many more.

The business portal has been designed as the 'menu' entry point for dealers and customers to get to what they need. The information shared through this portal is kept up to date, which eliminates problems with outdated offline and paper copies of information.

The support portal is the heart of linking various systems together creating a digital thread to the source master data. Linking machine information to ownership and the correct support personnel is key to making sure the right people are getting the right data at the right time. Linked to the telematics information, both the customers and the Bell dealer support personnel can be proactive in planning service and repair work needed on each machine to maximise productivity and efficiency. Keeping track of this information throughout the life of the machine helps plan the continuous support and next life of the machine to create improved value for all.

During 2024 online parts was successfully rolled out and implemented for dealers and customers with an integration into SAP. This enables them to place orders at any time, even outside of office hours, to get the parts they need without delay. Online parts has all the parts manuals digitally linked to the machine identification number so the end user can be sure they are buying the correct part for their machine.

The digital technology team redesigned the single sign on and user management solution to better manage both access to and protection of personal information necessitated by the need to make digital content available to thousands of stakeholders and the stringent controls required to protect personal information of users.

##### **The Bell nerve system and improved data quality**

Having access to huge amounts of digital data about machines, telematics information, original build specifications, dealer and customer relationship information, service and repair histories, conversions done in field (for example converting an ADT into a water tanker) in one portal, the support portal often points out gaps due to programmatic integrations into legacy systems. This leads to upgrades that better interpret and present machine data to help the relevant support teams.

Bell has numerous legacy solutions and many processes that are still paper based (including excel) that need digitisation and integration. It is our aim to create a digital thread of all data related to parts and machines to the point that a continuous near real time view can be formed around the identity and quality of parts used on Bell manufactured machines. This will enable Bell to detect potential problems early and prevent them from entering the field where the customer could be inconvenienced.





## HELPING OUR PEOPLE THRIVE - SOCIAL PILLAR

### Our role in the wider community: a provider of meaningful employment

#### Employment equity summary: December 2024

		Female					Male					Total
		African	Coloured	Indian	White	Non SA citizen	African	Coloured	Indian	White	Non SA citizen	
Occupational levels												
BECSA	Senior management									1		1
	Specialists/mid management	6		2	3		10		17	14		52
	Skilled	15	2	11	7		72	8	86	33	3	237
	Semi skilled	198	12	35	12		826	43	201	56	2	1 385
	Unskilled	23	1				121	7	12	6		170
	Non permanent	47		3	1		53	1	8	3	1	117
Total		289	15	51	23		1082	59	324	113	6	1 962
BEGS	Top management									1		1
	Senior management				3				2	6		11
	Specialists/mid management	4		5	15	1	22	2	10	66	3	128
	Skilled	16	2	11	18		44	3	23	26	1	144
	Semi skilled	38	1	12	13		120	4	8	3	1	200
	Unskilled						6	1				7
	Non permanent	1		1	1		10	1	2	2	1	19
Total		59	3	29	50	1	202	11	45	104	6	510
BESSA	Senior management			1			1			1		3
	Specialists/mid management	2	1	1	1		2		4	14	1	26
	Skilled	8	5	1	11		104	11	11	93	1	245
	Semi skilled	46	9	5	26		72	13	16	13		200
	Unskilled	2					3					5
	Non permanent	34	4	2			22	6	2	1		71
Total		92	19	10	38		204	30	33	122	2	550

The above operating subsidiaries of Bell Equipment Limited conduct all of the business operations and are not listed on the JSE. As a result, Bell Equipment Limited does not hold a BBBEE verification certificate. The operating entities BECSA and BESSA achieved level 3 and 1 respectively.

The number of employees globally decreased by **6,5%** in 2024.

**84%** of employees are employed by the South African operations. [FY2023: 85,9%]

**32** employees with disabilities in 2024 [FY2023: 6 employees]



**49,2%** of our total South African workforce in 2024 were black men. [FY2023: 50%]

Black women made up **14,5%** of our total South African workforce in 2024. [FY2023: 14%]

**22,5%** of the South African workforce was female in 2024. [FY2023: 21,4%]

#### Geographic breakdown of group workforce

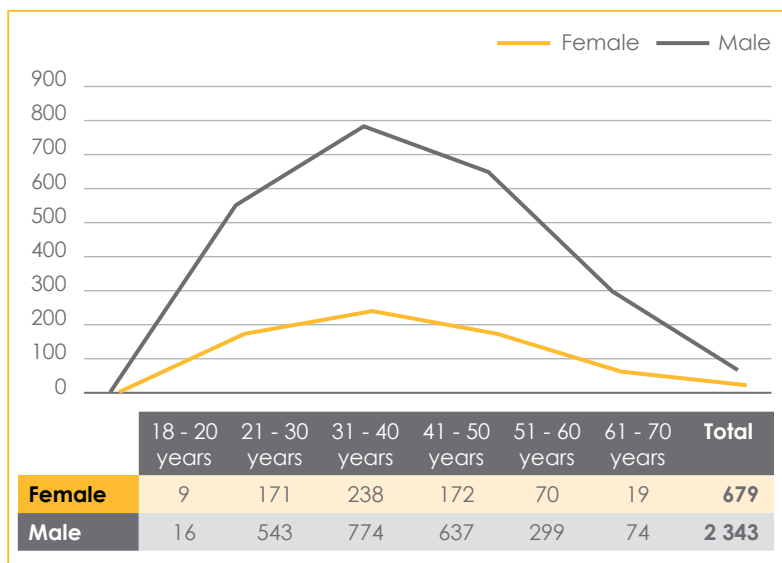
	Male	Female	Total	Male %	Female %
Rest of Africa	87	16	103	84,47	15,53
Australasia	4	0	4	100,00	0
Europe	358	68	426	84,04	15,96
North America	19	8	27	70,37	29,63
South Africa	2343	679	3022	77,53	22,47
<b>Total</b>	<b>2811</b>	<b>771</b>	<b>3582</b>	<b>78,48</b>	<b>21,52</b>

## People with disabilities

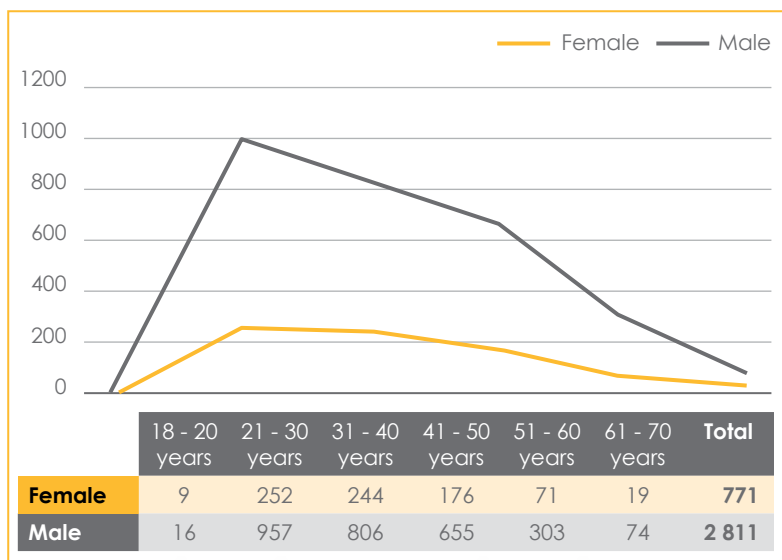
## Occupational levels

		Female			Male			Total
		African	Coloured	Indian	Coloured	Indian	White	
BECSA	Specialists/ mid management					1		1
	Skilled					1		1
	Semi skilled	1				1		2
	Non permanent	9						9
BEGS	Skilled						1	1
BESSA	Specialists/ mid management		1					1
	Non permanent	13	2	1	1			17
TOTAL		23	3	1	1	3	1	32

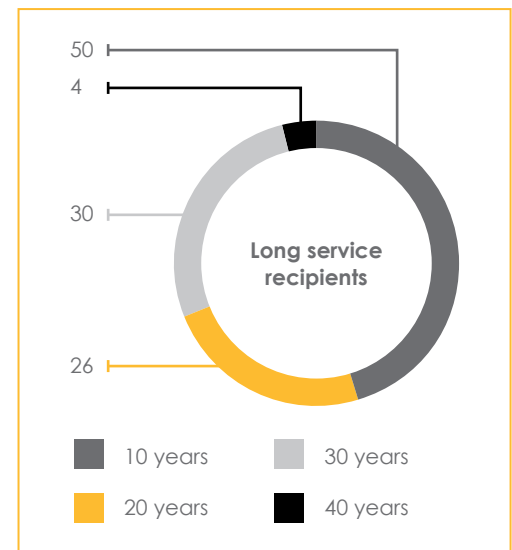
## Age analysis for South African operations



## Age analysis for group combined



## 110 employees celebrated long service awards in 2024



## Meaningful engagement

Team building events are undertaken by the various operations and functional areas during the year and often take the form of team braais and other occasions, such as team workshop sessions on the Building Us Stronger programme to ensure team cohesion, unity, and employee engagement to improve team member relationships and alignment to our corporate culture.

Our organisational policies and procedures are focused on legislative compliance and discipline, improving employee engagement, inclusion, transformation, diversity, and overall employee health and safety. This ensures good corporate governance and promotes employee participation to achieve the group's goals and objectives.

Bell celebrates the loyalty of our team members across the globe for their tenure of unbroken service to the organisation. An annual Bell long service awards function is held in Richards Bay and at our other operations functions are arranged from time to time depending on the service milestones achieved by employees.

**'This year, the journey of Bell is 70 years strong. The entire Bell family values and acknowledges every team member's contribution to the success of our business over the decades. You are our daily dose of strong, reliable support. As we celebrate many years of change, navigating the ups and the downs and the hard work that each of you have invested, we want you to know that we appreciate your commitment.'**

Ashley Bell, chief executive



### Building Us Stronger

Bell Equipment has always been about strong products, strong people, and strong relationships with customers. For 70 years, we have been committed to creating value in our workforce because we know that our success starts from within.

To this end, in June 2024, we launched the Building Us Stronger programme globally. This initiative is about empowering every Bell team player with a renewed sense of pride, energy, and commitment to each other and to our customers. It is about enhancing the Bell culture by assisting every employee to understand their mindset and behaviour and to align their personal brands with Bell Equipment's core values.

Replacing the previous 1-BELL programme, Building Us Stronger focuses on the human connection, which we have identified as our biggest strength in a fast changing world where AI and advanced technologies are at everyone's fingertips. As a global family business, we all play a key role in maintaining a positive internal culture, staying true to our core values of honesty, integrity, accountability and respect in everything we do.

#### Our approach and programme highlights

We recognise that the real strength of Bell comes from our people. Every team member has a role to play in building a workplace where we show up with purpose, to actively support one another, and to ultimately drive our brand forward.

Programme highlights include:

- personal growth and development: a four hour personal development session gives employees tools they can use in their daily lives, both at work and beyond. A module in this training is communication, a shopworn and misunderstood word. This is the essence of where personal and professional strength resides.
- a culture of support: we are driving a culture where people feel valued, heard, and motivated to step up and take ownership of their roles.
- mental and physical wellness first: a healthy mindset is key to our success, and this programme emphasises well being and resilience.
- stronger together: this initiative encourages mentorship, collaboration, and teamwork, helping employees bring their best every day.
- living the brand: Bell Equipment is built on strength and reliability - not just in our machines, but in our people too. Each of us represents 'Strong Reliable Machines, Strong Reliable Support'.

#### Making a Difference

Building Us Stronger is more than a programme. It represents a movement, a character – which commonly resides in each employee representing our brand. It encompasses passion and performance in everything we do. It embodies our values and inspires team players and customers alike. It is about stepping up, loving what we do, and leading by example. We are shaping a culture where employees feel empowered to make a difference, both inside and outside of Bell.



At the end of the day, our goal is simple: to make Bell the number one global brand in our industry to work for. By strengthening our people, we strengthen our future. And together, we are building something truly exceptional.

### Fair remuneration

Centralised wage negotiations at the Metal and Engineering Industry Bargaining Council ('MEIBC') for 2024 started in April 2024 and a new wage agreement for the period 1 July 2024 to 30 June 2027 was signed with labour on 13 May 2024. This agreement is the same as the one for the previous three year period.

Inflation related wage increases averaging 6% was granted to all non scheduled employees in South Africa during 2024. Increases at foreign operations varied in line with country specific inflation rates. Wage negotiations were undertaken with the local workers' council for our operations in Germany for 2024 and signed in June 2024 and an agreement was also negotiated on incentive bonuses and signed in July 2024.

We reviewed and reprofiled all our non scheduled positions during 2022 and 2023 and reviewed our remuneration policy for the South African operations. This project was finalised and implemented in 2024.

### Taking wellness to heart

As a caring employer we believe Bell has a responsibility to help employees lead healthier lifestyles, and to make them aware of their health status by:

- providing an on site clinic at our Richards Bay factory to cater for occupational health and injuries, and day to day medical and health services and care.
- providing a psychology service for employees who need EAP (employee assistance programme) counselling and support.
- arranging regular assessments.
- promoting good nutrition and making sure the canteen serves healthy food.
- promoting physical activity.
- providing regular educational talks on health matters.

We consider the following in assisting our employees with health and wellness advice:

- teaching stress reduction techniques such as deep breathing and meditation.
- setting time aside to exercise to achieve a healthy work life balance.
- setting priorities to manage time and energy efficiently.
- practicing good sleeping habits.
- providing healthy and balance dietary options at reduced cost through our canteen to encourage employees to follow a healthier diet.
- providing advice on how to overcome drug, alcohol and other habit forming addictions, such as smoking dependence. This is achieved through regular tool box talks and the availability of SANCA and our clinic to counsel employees with these dependencies and addictions.

BECSA held its annual wellness week at the Richards Bay factory from 4 to 9 July 2024 and invited all 2 459 Richards Bay employees to attend. Although attendance fell short of the targeted 2 000 employees, the total number of screening tests performed was a 102,5% increase on 2023. A total of 1 288 screening tests were conducted (636 in FY2023) of which 1 018 (79,04%) were on males and 270 (20,96%) on females. These tests included testing for glucose, cholesterol, body mass index ('BMI') and blood pressure.

During 2024, BESSA held four wellness days at Jet Park, Rustenburg, Middelburg, and Cape Town, which were exceptionally well attended – Rustenburg and Cape Town had 100% attendance. Service providers included Old Mutual, the South African National Blood Service, a dietician, an optometrist, a dentist, gyms (Virgin Active and Planet Fitness), and, in the case of Rustenburg, the Bosveld Radio Station.

BESSA wellness day attendance figures:

	Females	Males	Total
Jet Park	125	272	397
Rustenburg	19	36	55
Middelburg	13	92	105
Cape Town	9	26	35



**100%** Wellness day attendance at Cape Town and Rustenburg



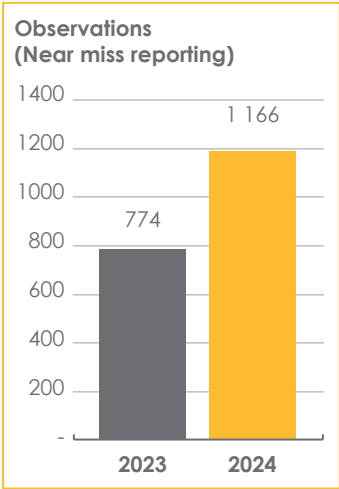
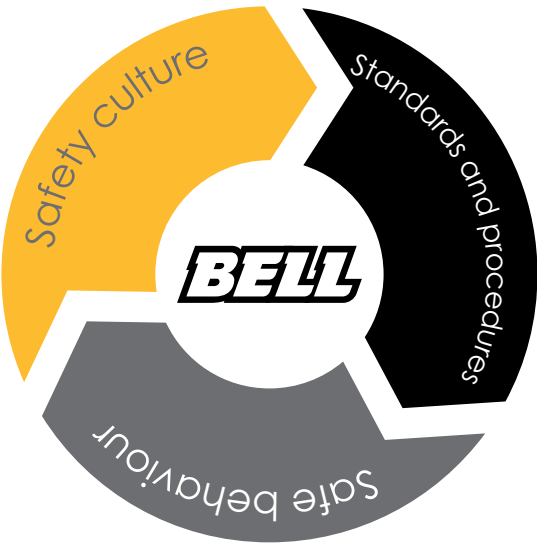
**52%** 1 288 employees supported Bell wellness week 2024 at the Richards Bay factory (44% and 870 employees in FY2023)

Keeping health and safety under the spotlight

Our Bell culture embeds the value of safety at every level of the workforce. Our aspiration is to operate sustainably, without harm to people, the environment, and the communities in which we operate.

Our behaviour based safety programme enables management and employees to work together towards a total safety culture, where employers and employees at all levels of the organisation are 'safety champions'.

The programme has moved the group beyond workplace audits and inspections, past the policing role and closer to knowing how much our workforce understands work practices, procedures, conditions, and behaviours that cause them to make mistakes. Behaviour based safety is a proactive process that helps to get changes in our work group's safe behaviour levels before incidents happen.



## Improving lives through education and training

In addition to celebrating our group's 70th anniversary, 2024 also marked 36 years of Bell Equipment's investment in apprenticeship training – a responsibility we take seriously. We recognise the importance of education and training, both for the sustainability of our business and in the broader social context.

As a fully accredited training provider, Bell Equipment operates well equipped training facilities in Richards Bay and Johannesburg, South Africa. Our focus is on 'growing our own timber' through our apprenticeship programme while also providing operator and technical training for Bell employees and customers. Our apprenticeship programme runs for four years under the auspices of the Metal and Engineering Sector Education Training Authority in South Africa ('MERSETA').

In Zambia, where Bell Equipment has been operating since 1991, our earthmoving mechanic apprentices are trained at Bell Zambia. This facility, equipped with fully operational workshops, provides a hands on learning environment, including complete machine rebuilds. These experiences prepare apprentices for their trade test at our accredited training centre in South Africa.

Bell Equipment is grateful for the Zambian government's ongoing support of our apprenticeship programme. In 2023, the government sponsored approximately 5 million Kwacha (R3,6 million), and in 2024, this contribution increased to 8 million Kwacha (R5,7 million). This funding supported 21 apprentices in their second year and 20 new apprentices beginning their training. Additionally, the Zambian Constituency Development Fund ('CDF') provided financial assistance for individuals to participate in our operator training programme.

The demand from the Zambian mining industry for skilled artisans continues to exceed our current training resources. We are therefore excited and appreciative of our partnership with the Zambian government in these initiatives. Together, we are making a tangible impact on the lives of young Zambians, strengthening communities, and supporting the mining sector's ongoing development.

### Apprentice training during 2024:

		Female			Male				
		African	Indian	White	African	Coloured	Indian	White	Total
Apprenticeship	Year								
Apprentice air conditioning and refrigeration mechanic	Apprentice 1				2				2
Apprentice auto electrician	Apprentice 1				3				3
	Apprentice 2				2		1		3
	Apprentice 3				1		1		2
	Apprentice 4				1				1
Apprentice boilermaker CoS	Apprentice boilermaker CoS	4			15		1		20
Apprentice earthmoving mechanic	Apprentice 1	2		1	24	1	3	3	34
	Apprentice 2	5			48	1	2	12	68
	Apprentice 3	3			39	5	1	8	56
	Apprentice 4	2			16	1		6	25
Apprentice fitter	Apprentice 1				2				2
Apprentice fitter and turner	Apprentice 1	1			1				2
Apprentice heavy equipment mechanic	Apprentice 1				5				5
Apprentice millwright	Apprentice 1	2			2				4
Apprentice millwright CoS	Apprentice millwright CoS	4			15	2	2		23
Apprentice turner	Apprentice 2	2			3	1			6
	Apprentice 3	2			3				5
	Apprentice 4	2	1				1		4
Total		29	1	1	182	11	12	29	265

Note: Earthmoving mechanic is a legacy trade that has been replaced with the new occupational qualification, heavy equipment mechanic.

**'A lot of companies don't really understand the importance of the people who make a difference in their company. Everybody looks at our products and says they are great products, but it's actually the people behind the products that are the critical thing in our business.'**

Gary Bell, Bell Equipment chairman



## Group training efforts during 2024:

Entity	Technical training	Soft skills	Legislative training	Apprenticeship training	Parts trainees	Assembler trainees	Education assistance	Graduates/ interns/in-service/ vac work	Bursaries	Work experience (YES and disabled learners)	Total
BECSA	17	676	1 415	265	16		14	45	4	52	2 504
BESEA	225	46	598				7			51	927
BEGS/BEFT	5	210	410				8	9	3		645
BENA							1				1
EMEA	25	112	123	1							261
External customers	54										54

## From bursary recipients to Bell: celebrating our new graduates in training

### BECSA bursary recipients:



#### Lubabalo France

Lubabalo France, from Gqeberha, matriculated from Gelvandale High School in 2016 and registered for a Higher Certificate in Mechanical Engineering at Tshwane University of Technology. After a year of disruption at TUT, he requested a move to the Cape Peninsula University of Technology to pursue a National Diploma in Mechanical Engineering.

He has now completed his National Diploma in Engineering and is part of the Bell graduate in training programme, working in the engineering product verification and validation team for 24 months, with the possibility of becoming a permanent employee.



#### Zinhle Gule

Zinhle Gule, from Piet Retief in KwaZulu Natal, matriculated at Amaolelo Aluhlaza Secondary School in 2020. She furthered her studies at the University of Johannesburg where she completed a Bachelor of Engineering Technology: Electrical

Engineering degree. She has now successfully completed her honours and will be joining the Bell graduate in training programme, with the possibility of becoming a permanent employee.



#### Ntandoyenkosi Machi

Ntandoyenkosi Machi, from Harding in KwaZulu Natal, matriculated from Siyaphambili High School in 2021. A love of IT saw him enroll at the University of Johannesburg to study BSc Information Technology: Computer Science and Information.

Having completed his degree, he is now part of the Bell graduate in training programme, working with the IT team for 24 months, with the possibility of becoming a permanent employee.



#### Lovers Shabangu

Lovers Shabangu, from Winterveldt in Pretoria, matriculated at Makhosini Combined Secondary School in 2021 and was acknowledged as the second top learner in his circuit.

Studying BSc in Engineering: Electrical and Computer Engineering degree at the University of Cape Town, he finished in the top 15% of achievers in his field of study during his first year and was

invited to join the Golden Key International Honour Society. He has completed year three of five.

He spent three weeks at Bell completing part of his vacation work requirement. His evaluation by the engineering team suggests he will be offered a graduate in training position upon completion of his qualification.

### Bell Equipment Foundation Trust bursaries

In demonstrating its ongoing commitment to transformation and broad based BEE ownership in South Africa in ways that are sustainable, credible and of benefit to all its stakeholders, Bell Equipment founded a broad based trust in 2017, the Bell Equipment Foundation Trust ('BEFT'). BEFT's objective is to support black women in the South African communities in which Bell Equipment operates by financially assisting them with their education in the engineering and allied fields.

We are incredibly proud of Zinhle Dlamini, our first BEFT bursary recipient, who completed her degree in 2022 and became permanently employed at Bell as a product designer in training in July 2024 following her time as a graduate in training in our engineering department. Her journey embodies what BEFT strives to achieve.



**Zinhle Dlamini**

Zinhle is from Turffontein in Johannesburg and is the younger of two daughters in her family. She wanted to pursue engineering from the age of 10, after hearing about it from her sister and a brief interaction with her father when he was trying to fix his car. After attending Hoërskool President, she followed her dream by studying BEng Mechanical Engineering at Stellenbosch University, graduating with an award for Best Final Year Project of

Renewable Energy studies for 2022. An article from the project, titled 'Feasibility study on the use of a water cooled shell and tube heat exchanger for a SCO<sub>2</sub> Brayton Recompression cycle in CSP applications', was published by the South African Sustainable Energy Conference in 2023.

She was the first in her family to attend university and hold a degree.

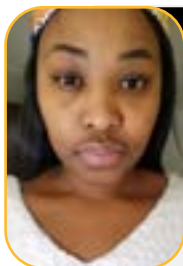
### Bell Equipment Foundation Trust bursaries awarded in 2024



**Boitshoko Dingalo**

Boitshoko Dingalo, from Roodepoort, attended Thuto Pele Secondary School and matriculated in 2017. She received a bursary from BEFT for 2024 to continue her studies at the North West University.

Boitshoko will graduate at the end of 2025 with a BSc in Computer Science and Electronics and is a potential candidate for the graduate in training programme.



**Khumoetsile Marope**

Khumoetsile Marope, from Dobsonville in Johannesburg, enrolled for a BSc Computer Science and Applied Mathematics degree at the University of Witwatersrand in 2022. She received a bursary from BEFT for 2024 to continue her studies.

Computer science gives Khumoetsile the opportunity to explore her passion. She signed up for the FreeCodeCamp to improve her coding skills and is a mathematics tutor for high school students. She will be offered a graduate in training position in July 2025 in the digital technology team.



**Oneilwe Seleke**

Oneilwe Seleke, from Krugersdorp, attended the Lodirile Secondary School, matriculating in 2018. She received a bursary from BEFT in 2024 to continue her studies at the University of Witwatersrand.

Oneilwe is studying for a BSc in Computer Science and Electronics and is a potential candidate for the graduate in training programme once she graduates at the end of 2025.

## Facilitating the change we want to see in our communities: enabling a better life for all

We acknowledge the impact of our business operations on the communities around us and we seek to support the health and wellbeing of these communities through building trusting relationships. By contributing to educational programmes in these communities we want to empower people to uplift their standard of living and grow the talent pool from where we can employ.

### BECSA supported the following initiatives during 2024

Beneficiary	Grant amount
Mother's Nest	R120 000
Thuthukani Special School	R600 000
Amangwe Village	R490 000
Project Feral Cat	R 15 000
St Lukes	R 15 000
<b>Total</b>	<b>R1 240 000</b>

Thuthukani Special School used their BECSA grant for 2024 for multiple projects to improve the safety of learners, parents, and staff at the school.

To support mobility impaired learners, ramps were installed at classroom entrances, and the wheelchair path to the learners with severe and profound intellectual disabilities classroom was upgraded. Anti slip strips were added to hall stairs to prevent falls, especially during wet weather.

Structural improvements included repairing a rain damaged temporary classroom floor, constructing a v drain for better access to the school clinic, and rebuilding a deteriorated wall near the swimming pool to prevent erosion. An inverter was installed to ensure uninterrupted power for essential school operations, including communication and learning materials.

A dedicated wheelchair repair space was created in the therapy department, providing better accessibility and safety. A concrete slab and pathway were built for a new, purpose built natural science container classroom, along with specially designed seedling tables for gardening lessons that cater to both seated and standing learners.

The school also began developing a safe sensory space by installing a new door in the sensory classroom. Additionally, the bus stop waiting area was gravelled and fitted with seating, benefiting both learners and the wider community.

Support to Amangwe Village was used to:

- provide uniforms to orphaned and vulnerable children.
- procure food parcels for families and children in need and affected by HIV/AIDS.
- provide stationery to children in need.
- present training courses and workshops to promote prevention and awareness of HIV/AIDS, TB and other social ills.
- initiate a database to track patient care and assistance.
- link home based carers with service providers to ensure the basic needs of vulnerable children are met.
- distribute wheelchairs to patients.
- provide ongoing support and monitoring of support groups.

### BESSA supported initiatives during 2024:

At the end of 2023, BESSA provided Thuthukani with R225 424. This was spent in 2024, providing two eight seater plastic picnic tables with benches, which are used during breaktimes and for outdoor teaching opportunities, new railings were fitted at steps and over new v drains to make moving around the school safer for all concerned, and about R120 000 of the amount was used as a cost of living contribution for the school's volunteers, who play a vital role in all aspects of school life from supervising learners on their way to and from school, to helping prepare meals for over 400 learners and working as class assistants.

Other initiatives included:

Beneficiary	Project description	Location	Grant amount
Alfred Duma Local Municipality Mayoral School Shoes programme	Donation of 185 pairs of school shoes	KwaZulu-Natal	R 17 424
Africa Women United ('AWU')	Installation of paving and grandstand at Langau Primary School	Kagiso, Gauteng	R 345 218
SAME Foundation	Science laboratory at Ikusasa Comprehensive School	Thembisa, Gauteng	R 630 082
Mispak School	Donation of 300 pairs of school shoes	Eastern Cape	R 30 242
Orange Shield Initiative (a collaboration between BESSA, SAPS, and Afribiz)	Placement of orange shield containers outside two identified police stations to address gender based violence reporting and counselling	Umtata and Cape Town	R 170 000
Klopper Park Primary School	Painting of the school on Mandela Day	Germiston, Gauteng	R 12 886
Klopper Park Primary School	Providing security gates	Germiston, Gauteng	R 75 812
Matshediso LSEN School	Various educational equipment for special needs learners	Katlehong, Gauteng	R 106 881
<b>Total</b>			<b>R1 388 545</b>

R1,2 million

BECSA  
grant funding

R1,4 million

BESSA  
grant funding





Making a difference on **Mandela Day**

## Partnering for progress: Bell ESD in action

Access to financial assistance is a barrier for many EMEs and QSEs, including those looking to become suppliers to Bell Equipment or customers keen to acquire our equipment for their businesses. The Bell ESD Programme helps overcome this challenge by providing grants and developmental loans to qualifying EMEs and/or QSEs that are 51% black owned, enabling them to grow.

In 2024, BECSA contributed R2,5 million towards supplier development beneficiaries, including R1,4 million in outstanding supplier development loans as at 31 December 2024. In addition, BECSA supports two beneficiaries by providing rent free space amounting to R1,1 million.

As of December 2024, BECSA also had R2,0 million in outstanding enterprise development loans.

BESSA has invested in supplier development grants with recognised contributions of R3,2 million through Tectonic. An interest free loan of R8,4 million was provided to KwaNgwane Consulting to allow the business to purchase machines needed to expand the operational capacity of the business .

### Disabled learnerships

The following investment was made by BECSA and BESSA in 2024:

	BECSA	BESSA
Disabled black learnerships (fees plus 12 month stipends)	R1,25 million	R805 334
Number of learners (all black females)	12	8
Non disabled black learners (fees plus 4 months stipend. The remaining 8 months' stipend is paid in 2025)		R340 000
Number of non disabled learners (AF, CF, IF, IM)		5



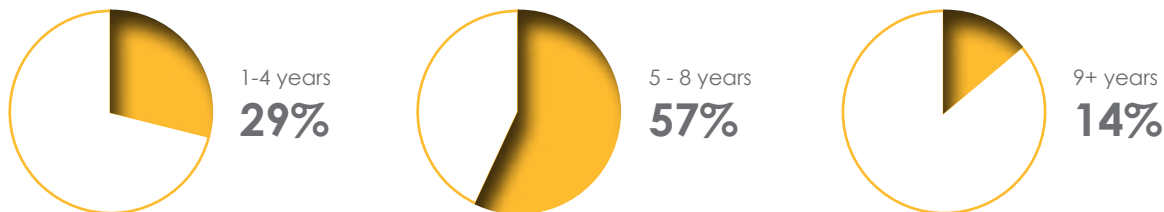
## BUSINESS WITH INTEGRITY - GOVERNANCE PILLAR

We embody a business with honesty and integrity, that respects human rights, provides a safe workplace, and is trusted by society. We reflect a system of ethical and responsible business conduct in our business activities and decision making standards, working together with our employees, collaborative partners, and communities throughout the supply chain. We endeavour to ensure the distinct separation of board oversight and business execution, to establish a system for the agile execution of business, to determine appropriate compensation and to achieve highly transparent management.

Specifically, we have selected directors who possess the qualities that make them suitable for leading the group, including global experience and knowledge across a variety of fields, excellent character, and broad experience and knowledge of business management. We strive to establish a highly transparent and independent corporate governance structure and to introduce an executive compensation system that is linked to the enhancement of corporate value.

### Board's composition, diversity and tenure

#### Non executive board tenure



The composition of the board reflects both executive and non executive directors, comprising a majority of non executive directors, of whom the majority are independent, in order to ensure a clear balance of authority.

#### Independence of the board



#### Gender and racial diversity (including alternate executive director):



#### Board knowledge, skills and experience:









# Stakeholder engagement

## Overview

Engaging and building relationships with our stakeholders is key to driving value creation, ESG goals, and the group's sustainability. Open, accessible, and effective communication is at the heart of our engagement both with internal and external stakeholders. The board retains oversight of stakeholder management, while implementation and monitoring of stakeholder engagement is devolved to the various management teams within the group. Each of the group's operations engage with their diverse range of stakeholders based on our core values of respect, honesty, and integrity.

## Our approach

Through in person engagements, surveys, and greater investor communication, we understand our social impact and our stakeholder needs and interests and can respond appropriately during the course of business. Our approach is guided by our philosophy that unites our organisation through shared focus areas and key values, namely:



### Customer Centric

If we help our customers succeed, so will we



### Quality

Make a commitment and stick to it



### Team

We all share the same goal



### Efficiency

Focusing on what counts



### Safety

See you back tomorrow



## Stakeholder groups

Our stakeholders are individuals, groups, and organisations that affect and are affected by Bell Equipment's activities, products or services and associated performance.



### Employees

Our employees are our most valuable asset and we attract talented team players through the social credibility earned during our decades in business. Our employees are motivated to perform and build relationships with colleagues and our other stakeholders to create and retain value for mutual benefit.

#### Value creation and retention:

- providing meaningful employment and opportunities for people to develop their skills and advance in their careers.
- focusing on diversity and inclusion in the workplace.
- open, fair and honest policies to reward employees for what they do and the value they add to the business.



### Customers

Our customers are the valued dealers and end users of our products. By purchasing our equipment and aftermarket solutions they facilitate the group's growth strategy and support our job creation and business sustainability goals.

#### Value creation and retention:

- listening to and delivering on customers' equipment needs.
- supporting customers throughout the lifetime of their equipment with meaningful aftersales solutions.
- understanding a customer's business so that we are a trusted adviser that supports them in achieving success in their business.



### Suppliers and strategic OEM partners

Relationships are at the core of our business. Building lasting relationships with our suppliers and strategic OEM partners has enabled Bell to grow its product range and geographical reach in line with our growth strategy and sustainability goals.

#### Value creation and retention:

- partnerships with our strategic OEM partners have enabled us to offer our customers valuable and diverse equipment solutions to support them in achieving success in their businesses.
- supporting and developing local suppliers has created jobs and promoted economic growth and sustainability.



### Local communities

As a part of the communities in which we operate we conscientiously manage our environmental impact in terms of both our operations and the carbon footprint of our machines, and take an active role in the growth and advancement of the communities in which we operate.

#### Value creation and retention:

- wherever possible we support local suppliers to drive economic growth, job creation and sustainability.
- we seek to increase value creation through environmental management initiatives geared at lowering energy consumption, reducing water consumption and recycling waste.



### Shareholders, investors, financiers and insurers

Shareholders, investors and financiers provide the necessary financial capital to sustain and grow the business while insurers mitigate operational risks.

#### Value creation and retention:

- through a focus on sales, efficiency improvement, working capital management and cost containment initiatives we strive to increase return on investment to create and retain value for our shareholders, investors and financiers.



### Government and regulators

We have a comprehensive internal system of policies and procedures to support sound governance, compliance with the legal requirements of the various countries in which we operate, and payment of relevant taxes to support the economy.

#### Value creation and retention:

- by openly engaging with government and adhering to legislation we aim to be a model corporate citizen that actively contributes to creating a fair and ethical society.

The quality of Bell's relationship with each of its stakeholders is described according to the legend below:



Mutually beneficial relationships



Strong and reliable relationships



Relationships that could be strengthened



## Employees

Our people are the heart and soul of the business. Their skills and commitment determine the group's ability to realise its strategy. Engaging with our employees ensures they are involved and productive, helps to attract and retain key and critical skills, and embeds an ethical culture throughout the group.



Capitals:



Material themes:



What they care about	How we engage	Our response to important matters during the reporting period
<ul style="list-style-type: none"> <li>Healthy working conditions.</li> <li>Fair remuneration for their service.</li> <li>Recognition.</li> <li>Strengthening employee engagement.</li> <li>Health and safety.</li> <li>Career advancement.</li> <li>Employment equity.</li> <li>Greater flexible working conditions.</li> <li>Their human rights being respected and respecting the human rights of those who may be affected by our business.</li> </ul>	<ul style="list-style-type: none"> <li>Employee forums (e.g. health and safety, employment equity committees).</li> <li>Regular engagement with trade union representatives on key issues.</li> <li>Investment in skills training and career development.</li> <li>Learning programmes for persons with disabilities.</li> <li>Information road shows about employee benefits (e.g. medical aid and pension funds).</li> <li>Feedback through improved performance management.</li> <li>Regular ethics and fraud awareness road shows.</li> <li>Induction programmes.</li> <li>Internal newsletter, intranet, and internal communication via digital platforms.</li> <li>Health and safety 'toolbox talks'.</li> <li>Employee wellness days.</li> <li>Long service awards.</li> <li>Anonymous tip off reporting line.</li> </ul>	<ul style="list-style-type: none"> <li>Training and skills development both in house through our accredited training centre and externally.</li> <li>Ongoing focus on labour and employee relations.</li> <li>Our commitment to a zero harm culture.</li> <li>Ongoing health and safety programmes.</li> <li>Trade union meetings and negotiations.</li> <li>Review and improvement to bonus scheme and incentive schemes linked to group performance.</li> <li>Progress with diversity and inclusion.</li> <li>Quarterly GEC feedback sessions to the group.</li> <li>Fraud management briefs.</li> <li>Building Us Stronger programme.</li> </ul>







## Customers

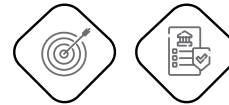
We continue to grow customer trust and support by understanding their business, codeveloping world class products that deliver performance in rugged environments and demonstrating dedication to maximising their uptime. Anticipating our customers' needs goes a long way to elevating the Bell brand, growing marketing share, and building long term customer loyalty.



### Capitals:



### Material themes:



What they care about	How we engage	Our response to important matters during the reporting period
<ul style="list-style-type: none"> <li>Product quality, performance, and reliability.</li> <li>Remaining informed.</li> <li>Product innovation.</li> <li>Aftersales service.</li> <li>Finance availability and options.</li> <li>Responsible supply chain.</li> <li>Digital disruption and cyber security.</li> <li>Overall value proposition.</li> <li>Having a personally committed and trusted advisor.</li> <li>BBBEE compliance and local economic development within South Africa.</li> </ul>	<ul style="list-style-type: none"> <li>Face to face engagement with sales and customer service teams.</li> <li>Trade exhibitions.</li> <li>Product launches and demonstrations.</li> <li>Ongoing research and development.</li> <li>Factory tours.</li> <li>Advertising.</li> <li>Traditional and social media including Bell Bulletin magazine, Facebook, LinkedIn, Instagram, and YouTube.</li> <li>Website.</li> <li>Ongoing product testing.</li> </ul>	<ul style="list-style-type: none"> <li>Building Us Stronger programme.</li> <li>Driving digital transformation throughout the group to better serve our customer's needs.</li> <li>Using the 'EYE' external customer service monitoring service to understand our customers' needs.</li> <li>Innovating solutions to reduce environmental impact.</li> <li>The provision of competitive finance offers.</li> <li>Regular sales training on products.</li> <li>Managed supply chain disruptions.</li> <li>Enhanced service levels to customers.</li> <li>Continued good governance in place to meet legislative and regulatory requirements.</li> <li>Focused on empowering EMEs/QSEs through the Bell ESD programme.</li> </ul>



## Suppliers and strategic OEM partners

Suppliers and strategic OEM partners are key to the group's performance and core to the group's strategic positioning. Through a culture of continuous improvement and the effective use of our suppliers' talents, we focus on consistently meeting and exceeding our promise to our customers.



### Capitals:



### Material themes:



What they care about	How we engage	Our response to important matters during the reporting period
<ul style="list-style-type: none"> <li>Timely payment and fair terms.</li> <li>Regular engagements.</li> <li>Long term beneficial relationships.</li> <li>Increased revenue and volume growth.</li> <li>Future growth of the group and understanding expectations of the group.</li> <li>Reputational consistency.</li> <li>Responsible and positive brand management.</li> <li>BBBEE compliance and local economic development within South Africa.</li> </ul>	<ul style="list-style-type: none"> <li>Adopting the Building Us Stronger philosophy in dealing with our suppliers and strategic partners.</li> <li>Product launches and demonstrations.</li> <li>Trade exhibitions.</li> <li>Maintaining the Quest for Gold supplier improvement initiative that acknowledges key suppliers for outstanding service.</li> <li>Effective communication and ongoing regular direct engagements.</li> <li>Service level agreements and audits.</li> <li>Suppliers conference.</li> <li>Factory and site visits.</li> </ul>	<ul style="list-style-type: none"> <li>Increased contact with partners.</li> <li>Transparent communication to keep partners informed of our operational requirements.</li> <li>Collaboration to overcome supply chain challenges.</li> <li>Positive negotiations to agree on mutually beneficial contractual terms.</li> <li>The growth of services and the aftermarket for both parties.</li> </ul>

## Local communities

Our business activities impact the communities around us. We have a responsibility to reduce our negative impacts, increase our positive influences and provide support to our communities, which in turn, safeguards our reputation. Empowering local economies builds trust in Bell Equipment while communities benefit from social and environmental initiatives.



### Capitals:



### Material themes:



What they care about	How we engage	Our response to important matters during the reporting period
<ul style="list-style-type: none"> <li>Socio economic empowerment.</li> <li>Environmental issues – including the impact of climate change.</li> <li>Economic upliftment and job creation.</li> <li>Enterprise development.</li> <li>Preferential procurement.</li> <li>Infrastructure development.</li> </ul>	<ul style="list-style-type: none"> <li>Education and job creation.</li> <li>CSI/SED spend.</li> <li>Air assistance for crime fighting initiatives.</li> <li>Apprenticeship programme.</li> <li>Trade ins and the Bell backed loan scheme for qualifying small black owned businesses.</li> <li>Welfare projects within communities where the group operates.</li> <li>Support of non governmental organisation fundraising events, e.g. CANSA, Lifeline.</li> </ul>	<ul style="list-style-type: none"> <li>Ensured our social activities and interactions align with our core purpose and business objectives while addressing ESG related risks and opportunities.</li> <li>Skills development through the Bell apprenticeship programme.</li> <li>Partnered with SAME Foundation to build a school science laboratory.</li> <li>Focused on addressing the needs of educational institutions.</li> <li>Supplemented labour force from surrounding communities.</li> <li>Initiatives focused on energy consumption, water stewardship, and waste reduction.</li> <li>Realised preferential procurement opportunities for community businesses.</li> </ul>

## Shareholders, investors, financiers and insurers

Providers of capital, which include investors, debt funders, investor community and potential investors, are a crucial element of our long term sustainability. Engagement with these stakeholders creates an informed perception of the group and its activities. The feedback we receive from our engagement with these stakeholders informs our reporting practice.



### Capitals:



### Material themes:



What they care about	How we engage	Our response to important matters during the reporting period
<ul style="list-style-type: none"> <li>Group strategy implementation.</li> <li>Group performance and sustained returns on investment.</li> <li>Legal, regulatory and compliance excellence.</li> <li>Leadership strength and management depth.</li> <li>Good corporate governance.</li> <li>Risk management.</li> <li>Transparent executive remuneration.</li> <li>Alignment of values.</li> <li>Responses to macro economic and socio economic environment.</li> <li>Approach and implementation of ESG.</li> </ul>	<ul style="list-style-type: none"> <li>AGM and voting.</li> <li>Our reporting suite, including the IAR.</li> <li>Annual and interim results presentations.</li> <li>Media relations, including press releases, SENS announcements and trading updates.</li> <li>Group website including a dedicated investor relations website.</li> <li>Local and international one on one or group engagements.</li> <li>Site and factory visits and open days.</li> </ul>	<ul style="list-style-type: none"> <li>Commitment to sound corporate governance.</li> <li>Group results presentations.</li> <li>Engaging with shareholders and investors through virtual and in person roadshows.</li> <li>AGM.</li> <li>Development of an ESG framework as part of our ESG roadmap.</li> </ul>



## Government and regulators

Our government stakeholders are policymakers, and they guide our operations through the relevant policies and regulations that impact our business. The group's relationship with government impacts on its ability to contribute towards job creation, broader economic, social, and environmental objectives globally. We recognise that we need to engage continuously and periodically with regulators, in a manner that fosters growth and trust.



### Capitals:



### Material themes:



What they care about	How we engage	Our response to important matters during the reporting period
<ul style="list-style-type: none"><li>Adherence to legislative and regulatory requirements.</li><li>Social economic growth.</li><li>Skills development.</li><li>Employment creation.</li><li>Transformation and diversity.</li><li>BBBEE status (South Africa).</li></ul>	<ul style="list-style-type: none"><li>Statutory reporting that cultivates a zero tolerance culture for regulatory non compliance.</li><li>Communication through participation in industry consultative bodies and public forums including:<ul style="list-style-type: none"><li>National Economic Development and Labour Council,</li><li>Business Unity South Africa,</li><li>South African Capital Equipment Export Council,</li><li>Steel and engineering industries federation of southern Africa ('SEIFSA').</li></ul></li><li>Social upliftment programmes and initiatives including:<ul style="list-style-type: none"><li>Trade ins and the Bell backed loan scheme for qualifying small black owned businesses.</li><li>Apprenticeship programmes undertaken by Bell at its training facility.</li></ul></li><li>BBBEE reporting requirements (South Africa).</li></ul>	<ul style="list-style-type: none"><li>Ongoing regulatory and legal compliance.</li><li>Protection of personal information.</li><li>Cybersecurity.</li><li>Responsible taxpayer.</li><li>Responsible corporate citizen.</li><li>Engagement in industry related bodies and matters.</li><li>Promotion of local manufacturing to support job creation and economic growth.</li><li>Continued to meet our BBBEE commitments.</li><li>Energy, water and waste reduction and compliance with environmental legislation.</li><li>Education and job creation.</li></ul>





# Corporate governance report

Bell Equipment's board is the focal point and custodian of good corporate governance for the group, and through effective leadership, applies good corporate governance to ensure sustainable growth, embeds an ethical culture in the group and enhances long term equity performance.



## Principles guiding our governance

The group's governance and compliance framework is founded on the principles of accountability, transparency, ethical management and fairness. Governance processes and group policies are regularly reviewed to ensure alignment with regulatory changes, reflect best practice, seek out opportunities to incrementally improve the group's governance and ascertain whether the policies and processes are still fit for purpose as the group's businesses change over time.

As a global company, Bell Equipment needs to adhere to a wide range of legislative requirements. Regulatory compliance is prioritised across the group and the embedding of board approved policies is monitored. Members of senior management are regularly informed of all relevant new legislation and amendments.

The board confirms that the group complied with the JSE Listings Requirements, the provisions of the Companies Act, as amended, the company's MOI and King IV™ during the year under review, and in all material respects, complied with the laws of the countries in which Bell does business, including the laws of South Africa, where the company is incorporated.

### In the past year, notable governance matters in the group included the following:

- the annual structured evaluation of the independence of the non executive directors was undertaken, and six non executive directors were considered independent as defined by King IV™ and the JSE Listings Requirements, namely Hennie van der Merwe, Derek Lawrance, Mamokete Ramathe, Rajendran Naidu, Ushadevi Maharaj and Markus Geyer.
- the appointment of PricewaterhouseCoopers Inc. by shareholders as the group's external auditors for the 2024 financial year, representing a rotation of auditors.
- a dedicated strategy session was held during June 2024 with the board and the GEC members to consider and approve the group strategy.
- a firm intention announcement was issued via SENS on 15 July 2024 wherein shareholders were notified that IA Bell & Company Pty Ltd ('IAB') had made an offer to acquire, by way of a scheme of arrangement ('the scheme'), all of the Bell Equipment shares from shareholders, save for treasury shares, shares owned by IAB and shares held by certain shareholders who were related to the founding family of Bell Equipment, and certain third parties, for a cash amount equal to 5 300 cents per scheme share. An independent board was appointed, and the appropriate governance processes were followed throughout. Following the general meeting held on 12 September 2024, neither of the resolutions, as set out in the notice of general meeting, were passed by the requisite majority of shareholders and therefore the conditions to the scheme were not all fulfilled and the scheme was not implemented in accordance with its terms and the delisting of Bell Equipment did not occur pursuant to paragraph 1.17(b) of the JSE Listings Requirements.

- the outcomes of the board, committee, external and internal auditor, company secretary and chairman self evaluations undertaken at the end of 2023 were considered by the nominations committee during the first quarter of 2024, with appropriate action items reported to the board.
- the ongoing monitoring of compliance with King IV™ and other material legislation affecting the group was undertaken.

#### Governance focus areas in 2025:

- in line with the increased importance of ESG reporting and climate related issues, the board shall continue to analyse and disclose information on how climate change will impact on and be impacted on by Bell Equipment's business.
- in an environment of heightened global awareness of data protection and privacy issues, and the related risks that are amplified in the current digital age, the group will continue to position itself to take advantage of its investment in technology to protect its digital information and continue to ensure that effective governance policies and processes are in place to address these issues.
- pursuing long term sustainability of the business will remain a focus area of the board, taking into account the cyclical business environment that the group operates in, and the easing of demand in most markets during 2024. The board will continue with its strategy to better balance the business globally to ensure resilience and sustainability.

The group has an established and comprehensive group approvals framework aimed at establishing the various limits of authority in place within the group. This framework is reviewed by the board annually.

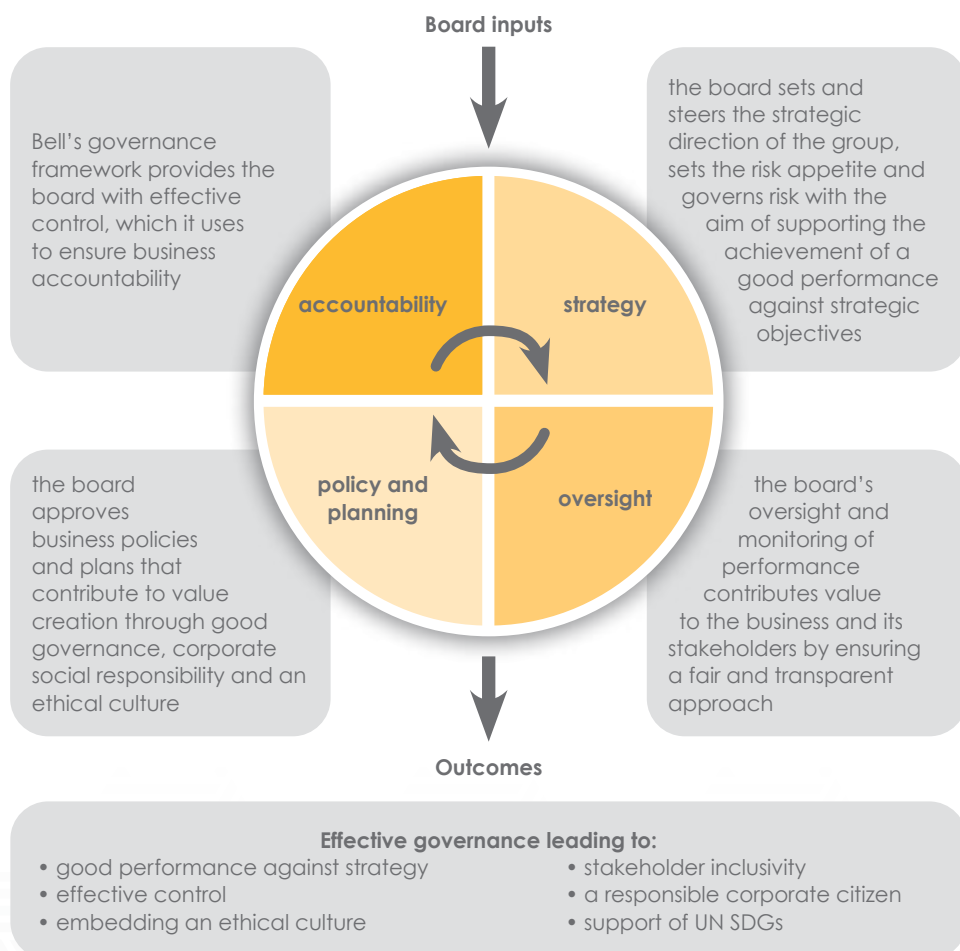
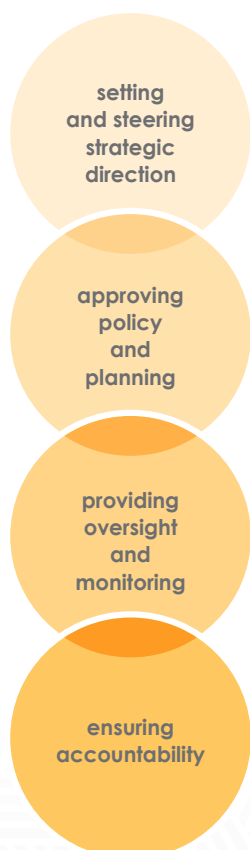
The board recognises that delegating authority does not reduce the responsibility of directors to discharge their statutory and common law fiduciary duties. As a parent company, Bell Equipment Limited strives to exercise appropriate governance oversight over its subsidiaries while acknowledging their independence and the legal and governance responsibilities that apply to each subsidiary. The subsidiary directors are bound to adhere to the group approvals framework and group policies although this does not absolve the directors of subsidiary boards from exercising their fiduciary duties.



A key responsibility of the board is to set and steer the strategic direction of the group with the aim of supporting the achievement of good performance against its strategic objectives while taking into account the interconnectedness of its core purpose, risks and opportunities, business model, performance and sustainable development.

On an annual basis the GEC formally presents the short, medium and long term strategy to the board which challenges it constructively in respect of its assumptions, time frames and objectives and, if satisfied, formally approves the strategy, budget and targets for the ensuing year. The board and the GEC work closely in determining the strategic direction and objectives of the group as set out in the strategic vision of the group on page 23.

#### The board's collective responsibility for its primary governance roles



### King IV™ principles

King IV™ promotes good governance, transparency in leadership and decision making, and focuses on sustainability. In line with King IV™'s recommendation to apply and explain how Bell Equipment practices good governance, our detailed King IV™ application register on the investor website confirms the group has applied the King IV™ report throughout the 2024 financial year. The directors confirm that the group has in all material respects voluntarily applied the principles of the code. The group views developments and governance trends as opportunities to continuously improve and entrench its own standards.

### Ethical culture

Good corporate governance is essentially about effective, ethical leadership. While leadership starts with each individual director, it finds its expression through the board as a collective, setting the appropriate example and tone, which is referred to as ethical governance. Bell Equipment is committed to conducting healthy business practices with honesty and integrity.

The Bell group has a developed code of business conduct, a code of ethics and a prevention of fraud and commercial crime policy and is continuously involved in group wide efforts to re emphasise the ethical values in dealing with its stakeholders that underpin these codes and policies and to provide regular ethics training to its employees.

In June 2024 we launched the Building Us Stronger programme globally, replacing the previous 1-BELL philosophy. This initiative was introduced to empower every Bell employee as a team player with a renewed sense of pride, energy, and commitment to each other and to the group's customers. It aligns personal brands with Bell Equipment's core values and has shaped a new culture that lets every employee understand their mindset and behaviour. Building Us Stronger focuses on the human connection, which we believe is the group's biggest strength in a fast changing world where AI and advanced technologies are at everyone's fingertips. As a global family business, it encourages all employees to play a key role in creating a positive internal culture, staying true to Bell Equipment's core values of honesty, integrity, and respect in everything that the organisation does.



The group will not engage in, condone or tolerate any corrupt practices and rejects all forms of dishonesty, fraud, corruption and unethical behaviour. Corruption is a risk that is managed on an ongoing basis, particularly in the diverse areas in which the group operates. Ongoing awareness training is provided on the prevention of fraud and commercial crimes. The entrenchment of applicable policies sets stringent standards relating to the prevention of fraud and the prosecution of offenders, the acceptance of gifts from third parties and the declarations of potential conflicts of interest.

A group fraud risk assessment model was developed and is frequently reviewed. Mitigating action plans and controls are in place and are updated as and when required.

The annual submission by employees of their electronic employee governance declarations confirming their compliance to the group codes and policies, their declaration of any potential conflicts of interest as set out in the conflicts of interest policy as well as their disclosure of any approved outside activities, continues to be undertaken. Any non compliance with policies or perceived material conflicts of interest is reviewed and addressed by the GEC.

The established fraud working group meets quarterly or more regularly when required and monitors and oversees the investigation of all fraud related and unethical matters and reassesses the adequacy of the internal control environment (particularly those controls directly impacting on the incidents). The fraud working group provides strategic guidance to different departments on fraud and unethical behaviour detection and preventative actions. Fraud awareness training in prevention and detection of fraud in the workplace is ongoing and the staff are encouraged to report suspected fraudulent or unethical behaviour on a confidential basis via the anonymous tip off reporting line.

For this reason, Bell Equipment subscribes to the Deloitte whistle blowing service that enables all stakeholders to report anonymously on suspected dishonest behaviour. This service is administered independently by Deloitte and enables all stakeholders to anonymously report environmental, safety, ethics, accounting, auditing and control issues or other concerns. Awareness is created by advertising on staff notice forums and subsidiary company websites.

All matters reported through the anonymous tip off reporting line are also assessed by the fraud working group and meetings are set up with the internal auditors and investigators to ensure matters are effectively investigated in terms of the prevention of group fraud and commercial crime policy.

## Adequate and effective control

### Our board and executive leadership

The composition of the board reflects both executive and non executive directors, comprising a majority of non executive directors, of whom the majority are independent, in order to ensure that there is a clear balance of authority so that no one individual has unfettered decision making powers. All directors, both executive and non executive, understand their legal duty to act with independence of mind in the best interests of the company.

The board annually considers whether the board's size, composition and diversity are appropriate to ensure its effectiveness. Further details in respect of the composition and diversity of the board are set out in the leadership report on page 34.



**Roles and responsibilities of the chairman, lead independent non executive director and chief executive during the reporting period**

Position	Chief executive: full time executive director	Chairman: non executive director	Lead independent non executive director
Incumbent	• <b>Ashley Bell</b>	• <b>Gary Bell</b>	• <b>Hennie van der Merwe</b>
Role	<p>The role of the chief executive, as determined by the board, is formalised and is separate from that of the chairman and is clearly defined to include:</p> <ul style="list-style-type: none"> <li>• own the vision and build the culture of the group;</li> <li>• oversee and deliver the group's performance;</li> <li>• lead the group and the management team;</li> <li>• be ultimately responsible for all day to day management decisions and operations of the group in order to implement the strategic goals set by the board through the GEC;</li> <li>• be the group's principal spokesperson; and</li> <li>• act as direct liaison between the board and management and communicate with the board on behalf of management.</li> </ul> <p>The chief executive does not currently have any additional professional commitments.</p>	<ul style="list-style-type: none"> <li>• provide leadership and firm guidance to the board, while encouraging proper deliberation;</li> <li>• lead the board and not the company;</li> <li>• be the link between the board and management;</li> <li>• be the main link between the board and shareholders; and</li> <li>• provide skills and industry experience to the group.</li> </ul> <p>As Gary Bell is not an independent non executive chairman, a lead independent non executive director is appointed to handle all matters where the chairman may be perceived to be conflicted.</p>	<ul style="list-style-type: none"> <li>• provide independence as the chairman is not an independent non executive director;</li> <li>• ensure adherence to good governance principles;</li> <li>• handle all conflict of interest matters that may arise;</li> <li>• assume the responsibilities of the chairman when the latter is unable to attend relevant board and committee meetings; and</li> <li>• assume the responsibilities of the chairman when the chairman's performance is being appraised, or term of office is being reviewed.</li> </ul>

Ashley Bell, the chief executive, and other executive directors are employed on service contracts. Karen van Haght is a full time executive finance director of the group. There is a formalised succession plan in place for the members of the GEC including the chief executive and finance director, which plan is reviewed by the nominations committee on an annual basis.

All non executive directors have unrestricted access to management at any time. When required, non executive directors are entitled to access the external auditors and, at Bell Equipment's expense, are able to seek independent professional or expert advice on any matters pertaining to the group.

#### Board charter

Our board charter and code of conduct regulates the parameters within which our board operates and ensures the application of good corporate governance principles in all dealings in respect of and on behalf of the company and the group. The board charter and each of the committees' charters are reviewed annually. The board and committee charters are available on request from the company secretary.

The directors retain overall responsibility and accountability for:

- monitoring corporate governance, approval of the group's strategy, setting objectives, monitoring implementation of board plans and strategies, effective leadership on an ethical foundation;
- approving the strategic direction of the group and the budget necessary for the implementation of the strategy;

- being the guardian of ethics and the values of the group;
- exercising leadership, integrity and judgement in directing the group so as to achieve continuing prosperity for the group, retaining full and effective control of the group;
- appointing the chief executive and ensuring proper succession planning for the group's executive directors and senior management;
- assuming overall responsibility for risk management;
- safeguarding the integrity of corporate governance processes;
- ensuring that technology and systems used in the group are adequate to run the business properly and evaluating and monitoring IT governance within the group;
- implementing best practice disclosure and reporting practices that facilitate transparent and open communication with key stakeholders throughout the year;
- ensuring that procedures and practices are in place, including systems of internal control, that protect the group's assets and reputation; and
- approving the annual financial statements and the integrity of the integrated annual report.

#### Committees' mandate and charters




The board charter allows for the delegation of responsibilities to committees formed by the board to assist in the execution of the board's duties, power and authority, taking into account the dictates of the Companies Act and the JSE Listings Requirements. The board applies responsible governance in ensuring the managing of the business within the approved risk appetite through various board committees and delegation to such committees is formal and involves approved and documented charters for each committee,

which are reviewed annually, and any changes are approved by the board. The board annually reviews whether each committee has the necessary knowledge, skills, experience and capacity to execute its duties effectively.

In line with the Companies Act and King IV™, the group has a separate audit committee, a remuneration committee, a social, ethics and transformation committee, a nominations committee and a risk and sustainability committee. They play an important role in enhancing good corporate governance and improving internal controls, thus assisting in the sustainable performance of the group. There are further management committees, including the fraud working group and the credit committee.

The board is satisfied that the committees are aligned with the principles set out in King IV™ and are appropriately structured and competent to deal with the company's existing and emerging issues and that they have effectively carried out their responsibilities according to their charters and terms of reference, and the annual work plans that are approved at the commencement of the year.

	Composition	Members and meetings in the reporting period	Role
<b>Audit committee</b>	<p>A minimum of three members, all of whom are independent non executive directors who are elected annually at the AGM, until the next AGM.</p> <p>The chairman of the risk and sustainability committee will be an ex officio invitee of the audit committee.</p>	<p><b>Chairperson:</b></p> <ul style="list-style-type: none"> <li>Derek Lawrance <ul style="list-style-type: none"> <li>independent non executive director.</li> </ul> </li> </ul> <p><b>Members:</b></p> <ul style="list-style-type: none"> <li>Rajendran Naidu <ul style="list-style-type: none"> <li>independent non executive director;</li> </ul> </li> <li>Mamokete Ramathe <ul style="list-style-type: none"> <li>independent non executive director;</li> </ul> </li> <li>Ushadevi Maharaj <ul style="list-style-type: none"> <li>independent non executive director.</li> </ul> </li> </ul> <p><b>3</b></p> <p>meetings were held during the year.</p>	<p>The roles and responsibilities of the audit committee are aligned with the statutory functions as set out in the Companies Act and the regulations to the Companies Act and include:</p> <ul style="list-style-type: none"> <li>oversight of the group's financial reporting;</li> <li>ensuring continued independence of external auditors;</li> <li>overseeing the external audit process;</li> <li>overseeing the integrated reporting;</li> <li>applying, as practical, the combined assurance model to ensure a coordinated approach to all assurance activities;</li> <li>reviewing the expertise, resources and experience of the finance function;</li> <li>considering the appropriateness of the expertise and experience of the finance director;</li> <li>and</li> <li>overseeing the internal audit function.</li> </ul> <p>The audit committee has ensured that the group has established appropriate financial reporting procedures and that those procedures are operating. This included considering the group structure to ensure that it has access to all the financial information to allow the group to effectively prepare the report on the financial position of the group. The audit committee has also ensured that the appointment of the auditor is presented and included as a resolution in the upcoming annual general meeting.</p> <p>Further detail can be found in the full report by the chairman of the audit committee, forming part of the audited annual financial statements.</p>
<b>Risk and sustainability committee</b>	<p>At least four directors, the majority of whom shall be non executive directors.</p> <p>At least one of the non executive directors appointed by the board shall be appointed from the members of the audit committee. The chief executive and the finance director shall be standing members of the risk and sustainability committee.</p>	<p><b>Chairperson:</b></p> <ul style="list-style-type: none"> <li>Hennie van der Merwe <ul style="list-style-type: none"> <li>lead independent non executive director.</li> </ul> </li> </ul> <p><b>Members:</b></p> <ul style="list-style-type: none"> <li>Ashley Bell <ul style="list-style-type: none"> <li>chief executive;</li> </ul> </li> <li>Gary Bell <ul style="list-style-type: none"> <li>non executive chairman of the board;</li> </ul> </li> <li>Derek Lawrance <ul style="list-style-type: none"> <li>independent non executive director;</li> </ul> </li> <li>Ushadevi Maharaj <ul style="list-style-type: none"> <li>independent non executive director;</li> </ul> </li> <li>Karen van Haght <ul style="list-style-type: none"> <li>finance director.</li> </ul> </li> </ul> <p><b>3</b></p> <p>meetings were held during the year.</p>	<p>The risk and sustainability committee is responsible for:</p> <ul style="list-style-type: none"> <li>the review and monitoring of the implementation of the group's risk management policy and plan;</li> <li>the review of the Bell Equipment group risk appetite and risk tolerances and the review of the risk appetite and risk tolerance matrices, the Bell Equipment group strategic risk register and the high impact risks that are reported on at the risk and sustainability committee meetings;</li> <li>the review and assessment of the risk philosophy, strategy and policies recommended by the GEC and the consideration of the reports by the GEC on these issues;</li> <li>reporting to the audit committee on its findings in respect of material legal and compliance risks and in respect of the company's policies on risk assessment and risk management which may have an impact on the group's financial statements;</li> <li>reviewing the adequacy of insurance coverage;</li> <li>focusing on the development, progressive implementation and monitoring of the policies and plans to deal with the sustainability issues which relate to the long term sustainability of the group;</li> <li>reviewing the integrated annual report to shareholders with regard to the relevant sustainability considerations as set out in the stakeholder relations report; and</li> <li>considering whether and to what extent external assurance is required on integrated reporting to shareholders with regard to the relevant sustainability considerations.</li> </ul>

	Composition	Members and meetings in the reporting period	Role
Social, ethics and transformation committee	<p>In line with the Companies Act amendments that took effect in December 2024, the committee must constitute at least three members, the majority of whom are non executive directors of the company, and who have not been involved in the management of the company during the previous three financial years, and who are elected annually at the AGM, until the next AGM. The committee shall be chaired by a non executive director, who is not the chairman of the board.</p>	<p><b>Chairperson:</b></p> <ul style="list-style-type: none"> <li>Mamokete Ramathe - independent non executive director.</li> </ul> <p><b>Members:</b></p> <ul style="list-style-type: none"> <li>Gary Bell - non executive chairman of the board;</li> <li>Ashley Bell - chief executive;</li> <li>Rajendran Naidu - independent non executive director;</li> <li>Karen van Haght - finance director.</li> </ul> <p></p> <p>meetings were held during the year.</p>	<p>The responsibilities of the social, ethics and transformation committee, which are aligned with the statutory functions as set out in the Companies Act and the Regulations to the Companies Act, as amended, include:</p> <ul style="list-style-type: none"> <li>monitoring group activities on social, transformation and economic development, good corporate citizenship, environment, environmental risks, health and safety, consumer and other stakeholder relationships, labour and employment;</li> <li>compliance with the Employment Equity Act and BBBEE legislation; and</li> <li>educational development of its employees.</li> </ul> <p>Further detail can be found in the full report by the chairperson of the social, ethics and transformation committee on page 88.</p>
Remuneration committee	<p>At least three non executive directors of the board, a majority of whom are independent non executive directors.</p> <p>The chief executive attends all remuneration committee meetings by invitation.</p>	<p><b>Chairperson:</b></p> <ul style="list-style-type: none"> <li>Derek Lawrance - independent non executive director.</li> </ul> <p><b>Members:</b></p> <ul style="list-style-type: none"> <li>Rajendran Naidu - independent non executive director;</li> <li>Gary Bell - non executive chairman of the board;</li> <li>Mamokete Ramathe - independent non executive director.</li> </ul> <p></p> <p>meetings were held during the year.</p>	<p>The roles and responsibilities of the remuneration committee are to:</p> <ul style="list-style-type: none"> <li>oversee the establishment of and regularly review the group remuneration policy;</li> <li>ensure that the remuneration policy and the implementation report are both put to non binding advisory votes at the AGM of shareholders and that the process of engagement with shareholders in the event of a 25% or more vote against such reports is followed;</li> <li>oversee the preparation of the remuneration report for inclusion in the integrated annual report;</li> <li>advise on non executive directors' remuneration;</li> <li>advise on and monitor executive remuneration and ensure that the group's executive directors and management are rewarded fairly in accordance with their individual contribution to the group's overall performance objectives;</li> <li>review and approve incentive bonus or share schemes, and</li> <li>evaluate the chief executive's performance.</li> </ul> <p>The detailed responsibilities of the remuneration committee can be found in the remuneration committee report on page 92.</p>
Nominations committee	<p>At least three non executive directors, a majority of whom shall be independent non executive directors, and one of whom shall be the chairman of the board and/or the lead independent director who shall also be the chairman of the nominations committee.</p>	<p><b>Chairperson:</b></p> <ul style="list-style-type: none"> <li>Hennie van der Merwe - lead independent non executive director.</li> </ul> <p><b>Members:</b></p> <ul style="list-style-type: none"> <li>Rajendran Naidu - independent non executive director;</li> <li>Gary Bell - non executive chairman of the board;</li> <li>Mamokete Ramathe - independent non executive director.</li> </ul> <p></p> <p>meetings were held during the year.</p>	<p>The roles and responsibilities of the nominations committee are:</p> <ul style="list-style-type: none"> <li>to ensure appropriate board composition in order to achieve the appropriate balance of skills, experience and diversity required to lead, control and best represent the group;</li> <li>to consider the performance of directors and oversee the development and implementation of continuing development programmes for directors;</li> <li>to review the policy which details the procedures for appointments to the board, and which ensures a balance of power and authority at board of directors' level so that no one director has unfettered powers of decision making; and</li> <li>to review succession planning arrangements for the board and the executive management of the group.</li> </ul>



### **The company secretary**

The company secretary plays an important role in the corporate governance of the group. She attends all board and committee meetings and provides the board and directors, collectively and individually, with guidance on the execution of their governance roles. She continues to ensure that board procedures, regulations and governance codes are observed. She coordinates the induction programme for newly appointed directors, as well as the board and committee evaluation process.

Directors have unrestricted access to the advice and services of the company secretary. The board remains satisfied that the company secretary has the requisite competence, qualifications and experience to carry out the required responsibilities and continues to be independent of the board. The company secretary is not a director of the company.

The company secretary is able to interact with the board and its individual directors at arm's length. Abbreviated biographical details of the company secretary are set out in the leadership report on page 40.

### **Attendance at board and committee meetings**

The board meets at least once every quarter. Additional meetings are convened to consider specific business issues that may arise between scheduled meetings. During the year under review, two additional board meetings were convened

to consider specific business. Further details of the board and committee attendances can be found in the leadership report on page 34.

### **Conflicts of interest, insider trading and share dealings**

The board recognises the importance of acting in the best interests of the group and protecting the legitimate interests and expectations of its stakeholders. The board consistently applies the provisions of the Companies Act on disclosing actual direct and indirect conflicts of personal financial interests as well as the perception of a conflict, including that of their related parties.

Directors are required to declare their personal financial interests in contracts or other matters in which Bell Equipment has a material interest, or in matters which are to be considered at a board meeting, in general annually and specifically at the commencement of each board meeting and each committee meeting, in accordance with the requirements of the Companies Act. Any director or attendee that declared a conflict of interest or a personal financial interest is excused from the meeting for the duration of the relevant matter being considered.

All directors are required to comply with the group code of ethics, the provisions of the Financial Markets Act, 2012 (as amended) and the JSE Listings Requirements regarding inside information, price sensitive information, dealings in securities and the disclosure of such dealings which are



covered in various Bell codes, policies and procedures, including the group code of business conduct and the group information and corporate conduct policy.

Bell's group information and corporate conduct policy prohibits directors, prescribed officers and the company secretary from dealing in securities relating to the company in closed or prohibited periods and without receiving the required written clearance. Details of all dealings by directors, prescribed officers, the company secretary and their associates during the reporting period are contained in the directors' report, forming part of the audited financial statements, and were disclosed within the prescribed time frames and announced timeously via SENS to the market.

#### **Financial statements and internal controls**

The group has developed an effective group controls framework to provide reasonable assurance to management with respect to financial statement preparation, asset safeguarding, order to cash, IT general controls, inventory, payroll, treasury, procure to pay, warranty and company secretariat functions.

The minimum controls required in each group operation for each business cycle, with clear accountability by name for each control, are in place and such a framework is key to driving an improvement in controls throughout the group. A control self assessment tool to assist managers in managing the internal controls within their areas of accountability is being successfully utilised by the group.

The implemented standards and systems of internal controls continue to be improved by management to provide reasonable assurance on the integrity and reliability of the financial statements and to adequately safeguard, verify and maintain accountability for shareholder investments and group assets.

The board is of the opinion that the internal financial controls are adequate and that the financial records can reliably be used for preparing the financial statements in accordance with IFRS and to maintain accountability for the group's assets and liabilities. This allows the chief executive and chief financial officer to provide the necessary representation in terms of the JSE Listings Requirements that the essential internal financial controls are adequate and operating as intended.

During the year under review no matters came to the attention of the directors to indicate that a breakdown in the functioning of controls, resulting in material loss to the group, had occurred during the year and up to the date of this report.

#### **External audit**

The 2024 financial year is the first year in which the external auditors, PricewaterhouseCoopers Inc ('PWC') are the auditors of the group and its subsidiaries. PWC were appointed by the company's shareholders at the AGM on 31 May 2024. Pieter Vermeulen is the audit partner. The external auditors are considered independent. The audit committee members are satisfied with the quality of work produced by the external auditors and are not aware of any adverse quality indicators.

The external auditors are responsible for reporting on whether the financial statements are fairly presented and whether they are prepared in all material respects in compliance with IFRS.

Their audit also includes an assessment of selected internal controls. The preparation of the annual financial statements

and the adequacy of the systems of internal control remain the responsibility of the directors. Further information on the external auditors can be found in the audit committee report forming part of the audited financial statements.

#### **Internal audit**

Ernst & Young Advisory Services continues to provide the group with internal audit services on an outsourced basis. The risk based audit approach continues to be adopted. The annual internal audit plan is developed giving due consideration to the risks identified as well as business requirements and is approved by the audit committee.

The GEC and the audit committee are kept fully up to date with the internal audit function's activities through comprehensive reports that include the internal audit findings and recommendations, management comments and regular status updates.

During the year in review, the Bell Equipment group internal audit function fulfilled its duties with the support and cooperation of the board of directors, management and staff.

#### **IT governance and compliance**

Information and technology governance and compliance is an integral part of Bell Equipment's business operations and acts as an enabler to achieve the group's strategic objectives. The appointed chief information officer and GEC ensures accountability and oversight of the IT risk, governance and compliance across the group.

The GEC will also ensure that information and technology are leveraged to produce the information required, optimise IT resources to deliver value, manage risk, sustainability and business performance. The GEC ensures that matters such as ever increasing regulatory and governance compliance, cybersecurity and digital transformation are adequately addressed, whilst continuously focusing on innovative and business centric IT solutions.

The IT controls framework is aligned to COBIT and includes robust information security systems, protocols and procedures to enable the business to effectively protect its assets.

Information and technology are seen by the board and the GEC as having a profound impact on the business processes within the organisation, and therefore emphasis is placed on ensuring that necessary skills are in place, that the responsibilities are adequately discharged and the potential benefits that result from using technology are being embraced and closely monitored.

The IT strategy is continually revised to ensure alignment with business strategic goals, incorporation of the impact of technology drivers and trends, and appropriately mitigate IT risks. The implementation of cybersecurity measures and the initiatives to maintain the integrity, confidentiality and availability of data assets and technologies are well established and ongoing. The security incident monitoring system is an effective, developed reporting system that is used to identify issues that may turn into potential violations and is closely monitored by the cybersecurity team and reviewed monthly by the chief information officer and IT operations manager.

Security awareness training continues to be rolled out to all users on a scheduled basis during the course of the year with a 90% overall successful completion rate. Simulated phishing tests are used to measure the success of Bell's

awareness campaign, presently reflecting behaviour patterns of 29% ahead of industry peers. Ongoing role based awareness training is incorporated into the plan. IT governance and compliance audits are ongoing, which includes ISO 27001 standards as a guiding framework. Both internal and external audit continue to perform annual reviews of the IT compliance and controls. There are systems in place to continue to monitor and ensure that POPIA and GDPR are communicated and complied with.

In 2024, Bell proactively invested in an email data loss prevention ('DLP') tool, which is in the process of being implemented in the human resources and finance departments. Part of the DLP strategy is to ensure compliance with POPIA and GDPR. This strategic investment safeguards sensitive data, protects personally identifiable information and reinforces our commitment to data privacy.

In 2024, Bell engaged the services of an internationally renowned cybersecurity vendor to conduct a comprehensive audit to assess our cybersecurity landscape. This audit also took into consideration the replacement of our endpoint defence, event analysis, and 24/7 monitoring solutions at the end of 2023. The audit evaluated the effectiveness of our existing investments, identified areas for improvement, and informed a strategic roadmap to enhance the overall cybersecurity posture for Bell. This proactive approach ensures we stay adaptable and resilient in an ever evolving cybersecurity landscape.

The implementation for a manufacturing ERP solution, set to replace our legacy systems, began in 2024 and is set to complete in 2025.

All planned information and technology investment is undertaken to ensure that the business addresses stakeholder expectations and drives long term sustainability.

### **Risk Management**

The board is responsible for the governance of risk management within the Bell Equipment group and has approved a policy and framework to identify, analyse, report and mitigate risks, and thereby govern the group risk management process.

Oversight is delegated to the risk and sustainability committee, which is a committee of the board. The board sets the Bell Equipment group risk appetite and risk tolerances annually on the recommendation from the committee. The strategic risk registers, high impact risks, risk plans, risk appetite and risk tolerances are presented to the committee. The chairperson of the committee reports the most significant risks derived from the above process to the board.

Management assesses risk in accordance with international best practice based on probability, impact, and quality of the existing control environment. These measures produce residual risk scores that indicate the significance of the risk and allow for prioritisation of risk mitigation measures.

The Bell Equipment risk management framework model classifies the risks into types of risk with a potentially positive or negative effect on the ability of the business to meet its strategy and protect or create value. It then goes on to formulate the approach to be followed in managing risks, monitoring controls in place, identifying additional controls required and allocating who is responsible in managing the risk.

Combined assurance is based on identified risks and how assurance is achieved and reported to the board through the various committees.





## Trust, good reputation and legitimacy

### Legal and regulatory environment

The board is responsible for the governance of compliance with applicable laws and with adopted non binding rules, codes and standards.

The company secretary, supported by external counsel, is responsible for providing advice to the operational business units, creating awareness and developing an understanding of the relevant existing, new and amended legislation and regulations. An analysis of the current and pending legislation and regulations relevant to the group is presented to the board and to the relevant committees during the year. The company secretary has unrestricted access to management, employees, activities and all information considered necessary for the proper execution of the legislative compliance function.

Board members are committed to complying with the disclosure, transparency and listing rules of the JSE and King IV™. The group voluntarily complies with a range of non binding rules, codes and standards throughout the group.

The Bell Equipment group takes very seriously its compliance with all regulatory obligations, including compliance with competition law. The group has not been sanctioned for anti competitive practices or for non compliance with the Competition Act during the year. The Bell Equipment group does not condone price fixing or any form of collusion whatsoever.

Bell Equipment continues to engage the services of specialist competition lawyers, including senior counsel, to advise the group in respect of the Competition Commission's referral of a complaint to the Competition Tribunal against the Contractors Plant Hire Association ('CPHA') and its members, including Bell, as an associate member at the time, alleging that the respondents have entered into an agreement and/or are engaged in a concerted practice wherein they have fixed the rate at which they rent out their machinery and plant equipment and/or fixed trading conditions relating to the renting of their machinery and plant equipment in contravention of section 4(1)(b)(i) of the Competition Act.

Bell Equipment is not a plant hire company and its interactions with the CPHA and its members have since come to an end. Bell Equipment is not aware of any wrongdoing regarding its interactions with the CPHA and its other members during the relevant period.

No significant incidents of legislative infringements were recorded during the year reflecting effective compliance management and governance processes that were adhered to across the group. There were no prosecutions of group companies or directors and officers for failure to comply with any applicable legislation or codes of conduct.

### Engagement with stakeholders

The board acknowledges that it is ultimately responsible for the management of relationships with the group's major stakeholders. A strong emphasis is placed on its customers, alliance partners, suppliers, employees and shareholders. Appropriate engagement with shareholders continues to be undertaken via the AGM, SENS announcements, financial reporting and investor presentations.

### Factory visits

Due to our global presence many people are unaware of our South African roots and the extent of our operations. We have found that inviting customers, dealers, and other stakeholders through our Richards Bay factory

is an effective way to showcase who we are and what we do. The immersive experience shows our commitment to driving progress and shaping the future of our industry.

### Richards Bay factory visitors in 2024

International visitors  
72

South African visitors  
109

Financial and non financial information continues to be disseminated timeously and accurately to all stakeholders. The publication of the annual reporting suite, including the integrated annual report was undertaken in 2024 and the annual financial results were presented to investors by executive management.

The voting rights of Bell's shareholders are detailed in the company's MOI and are subject to the requirements and the limitations prescribed by the JSE's Listings Requirements. All shares currently authorised and in issue are ordinary shares, with no differing share classes being provided for.

All authorised and issued ordinary shares have the same voting rights and rank pari passu in all respects.

The AGM took place on 31 May 2024 virtually in order to provide easier access to the meeting by a greater number of shareholders. The annual financial statements, report of the social, ethics and transformation committee and various other resolutions for voting by shareholders were presented.

The board through the social, ethics and transformation committee receives formal feedback from management on a quarterly basis as to the nature of the interaction that has taken place with the relevant stakeholders during the reporting period, and as more detailed in the stakeholder engagement report on page 72.

The social, ethics and transformation committee also receives quarterly reports on forensic and fraud related investigations and progress with initiatives under the prevention of fraud and commercial crime policy.

The board ensures the integrity of the company's integrated annual report. The board also oversees the publication of the group's annual financial statements, the reports of the audit committee, the social, ethics and transformation committee report as well as the remuneration report to ensure that such online or printed information complies with legal requirements and meets the legitimate and reasonable information needs of stakeholders.

### Access to information

Bell Equipment continues to comply with the requirements of the Protection of Access to Information Act ('PAIA') and its corporate manual required to be disclosed in accordance with PAIA, is available on the website at [www.bellir.co.za](http://www.bellir.co.za). During the reporting period no PAIA applications were received.

### Conclusion

The board is satisfied with the manner in which the group has applied the recommendations of King IV™ to achieve good performance and effective control while maintaining legitimacy and an ethical culture. Governance processes are regularly reviewed to align with legislative and regulatory changes and to reflect changes in the business to ensure that processes remain relevant.

# Social, ethics and transformation committee report

The Bell Equipment group social, ethics and transformation committee ('the committee') is a statutory committee which assists the board in monitoring the group's corporate citizenship, transformation, sustainability and ethics. The committee is an integral part of the group's governance and management. It performs an oversight function to ensure that the board and the wider organisation are equipped and on track to deliver on the goal of having an ethical culture; and seeks to ensure that the group is sustainable in the triple contexts of the economy, society and the environment.

Dear shareholders,

I am pleased to present the committee report for the year ended 31 December 2024.

The committee's charter details its composition, functioning and duties in terms of the Companies Act, as amended, the JSE Listings Requirements and King IV™, as well as responsibilities allocated to it by the board. The board approved charter is annually reviewed for relevance.

This report should be read together with the corporate governance report on page 78, the stakeholder engagement report on page 72 and the sustainability report on page 50 which reports will provide stakeholders with a comprehensive review of how the group creates sustainable value.

The United Nations Global Compact ('UNGC') 10 principles are the foundation for companies seeking to advance the 17 Sustainable Development Goals ('SDG's).

Sustainability begins with a company's values and culture. The 10 principles provide a universal definition for responsible business, calling on all companies to operate in ways that, at a minimum, respect fundamental responsibilities in the areas of human rights, labour, the environment and anti corruption.

In line with these principles and goals, and in order to attain true sustainable development in economic, environmental, social and ethical terms, Bell Equipment has embarked on identifying, preventing, mitigating and accounting for any negative impacts it may have on society and the environment, and establishing a culture of integrity and compliance.



## THE GLOBAL GOALS For Sustainable Development



## Role and responsibilities of the committee

The committee assesses the group's actions in relation to the 10 principles of the UNGC as well as the decent work and working conditions provisions in the International Labour Organisation's ('ILO') 2030 agenda for sustainable development.

The committee acts in terms of the board's delegated authority and performs an independent oversight function. It assists the board in monitoring the group's and that of its subsidiaries' activities and disclosures in terms of law and codes of best practice relating to:

- embedding an ethical culture in the organisation;



- the environment, health and public safety, including the impact of its activities and of its products, and the annual review of the group's environmental policy;



- corporate social investment, including sponsorships, donations and charitable giving;



- stakeholder relations including consumer relationships and contribution to the development of the communities in which it operates;



- strategic empowerment and transformation;



- labour and employment, including the group's standing in terms of the ILO protocol on decent work and working conditions, its employment relations and contribution toward the educational development of its employees;



- promotion of equality, prevention of unfair discrimination, and zero tolerance of corruption;



- compliance by the group's supply chain with the group's ethical standards.



Above: KwaNgwane Consulting, owned by Joy Hlongwane, won two awards at the Forty Under 40 Awards and was named the Top SMME of the Year at the Standard Bank Women in Business Awards. Joy is part of BESSA's ESD initiatives and it's truly rewarding to see her hard work and determination being recognised.



Above: Bell Equipment partnered with the South African Medical and Education Foundation ('SAME Foundation') to refurbish the science laboratory at Forte Secondary School in Soweto, which was handed over in August 2024.



# Composition and functioning of the committee

In line with the Companies Act amendments that took effect in December 2024, the committee remained compliant, with its five appointed members, three of whom are non executive directors who have not been involved in the management of the company during the previous three financial years. The committee comprises two independent non executive directors, Mamokete Ramathe, the chairperson, and Rajendran Naidu. The chairman of the board and non executive director, Gary Bell, Ashley Bell, chief executive, and Karen van Haght, the executive group finance director, are also members of the committee. The five suitably skilled and experienced members have an appropriate mix of talent. Both the human resource executive and the group commercial executive attend the meetings of the committee as standing invitees.

The above members of the committee have been nominated by the board for election by the shareholders at the group's AGM on 3 June 2025.

## Attendance at committee meetings in 2024

	February	August	November
Mamokete Ramathe	✓	✓	✓
Rajendran Naidu	✓	✓	✓
Gary Bell	✓	✓	✓
Ashley Bell	✓	✓	✓
Karen van Haght	✓	✓	✓

Fees paid to the chairperson per meeting

R24 330 in 2024  
(R22 950 in 2023)

Fees paid to the committee (including the chairperson) per member per meeting

R24 330 in 2024  
(R22 950 in 2023)

## Focus areas of the committee

During the course of the reporting period the committee met three times. The following focus areas were considered by the committee:

An annual review of the group environmental policy was undertaken by the committee with a specific emphasis on the environmental, social and governance ('ESG') risks and opportunities affecting the organisation's strategy, specifically climate change and its financial and materiality impacts on the group. ESG remains a standing agenda item for each meeting in order for the committee to focus on meaningful disclosure of such ESG factors.

The external service provider, appointed in early 2024 to assist the group with commencing its ESG journey by developing a framework to ensure compliance required from an ESG reporting perspective, is undertaking a scoping exercise to understand the applicable ESG legislation's reporting

requirements and the timing of such ESG disclosures for each of the Bell legal entities in the various geographical regions.

## Good corporate citizenship

The committee supported the importance of maintaining the ethical culture of the organisation by evaluating the progress made towards the maturation of the ethical culture within the group and reporting such progress to the board. The committee continued to monitor the code of ethics and the application of such ethical leadership principles throughout the group to ensure continued ethics awareness remains a key focus area for the committee.

The committee monitored the group's continued commitment to zero tolerance of fraud, theft, corruption or any similar illegal behaviour. It noted its commitment to compliance with all applicable anti bribery and anti corruption laws and regulations in line with the group's associated compliance framework including the fraud risk assessments undertaken and the internal controls.

The committee also reviewed the implementation of the ethics and compliance policies and management plans that have been developed to combat corruption and fraud. The amendments to the Prevention and Combating of Corrupt Activities Act were also considered and the committee noted the number of risk mitigating controls in place including policies, fraud risk assessments, contractual safeguards and the ongoing training that takes place.

Reports on material disclosures received through the group's anonymous tip offs reporting line administered by Deloitte as well as any resultant investigations that had taken place during 2024 were reviewed, in conformance with the formalised tip offs policy. The committee confirmed that the tip offs reporting line continued to serve its purpose.

R1,24 million  
BECSA spending on SED for FY2024 (FY2023: R1,25 million)

R1,39 million  
BESSA spending on SED for FY2024 (FY2023: R1,74 million)

## Corporate governance

The committee undertook the annual review of its charter to ensure that the correct focus was being maintained by the committee in terms of its roles and responsibilities.

The annual work plan was reviewed to continue to align the plan with the committee's mandate, as guided by the Companies Act and King IV, with ongoing emphasis on ESG matters.

The committee considered the relevant laws and regulations applicable to the group's operations during the reporting period and its ongoing compliance with these, including the amendments to the Companies Act, 2008, the Corporate Sustainability Reporting Directive and the Carbon Border Adjustment Mechanism.

### Social and economic development

The group's subsidiaries, BECSA and BESSA, completed their verification processes in August and September 2024 respectively and achieved a level 3 and level 1 BBBEE contributor respectively, based on the measurement criteria contained in the BBBEE Codes of Good Practice.

The committee continues to monitor the progress of the group's South African operations in relation to its transformation targets to ensure alignment with the group's business objectives and strategies. The committee monitors the company's compliance with BBBEE requirements to ensure improvement in the group's competitiveness within the South African environment.

33 apprentices successfully completed their training at Bell during the reporting period although the committee noted the challenges that the group continues to face in respect of the sustainable absorption of black apprentices in the industry who have successfully completed their training.

The board published its voluntary commitment to reach more than 25% female representation on its board and black member representation on its board of 30%, noting that the current composition of the board was in line with the board approved diversity policy and the voluntary race and gender diversity targets as the board had reached its race measurable target and exceeded its gender measurable target. The committee continued to deliberate on matters of diversity in a much broader sense in the past year and will continue to review progress at all levels of the organisation to promote diversity in terms of gender, race, culture, age, field of knowledge, skills and experience.

The committee considered the annual budget in line with the group's social and economic development policy which is in the process of being reviewed from a greater global perspective going forward. During 2024 Bell ensured its CSI/SED spend was undertaken with an ongoing focus on education and the group CSI and SED spend for 2024 was directed at community based projects as highlighted in the sustainability report on page 50.

### Labour and employment activities

In line with the Employment Equity Act, the committee monitored the group's development in employment practices locally and internationally and monitored progress against transformation targets and the group's employment equity plan, a summary of such plan can be found in the sustainability report on page 50. The committee noted that both the current employment equity policy and employment equity plan that were approved by the Department of Labour comply with the provisions of the newly promulgated amended Employment Equity Act.

Bell has participated successfully in the YES programme for 7 years and continued to enjoy the benefits of hosting the candidates inhouse, giving Bell the opportunity to monitor the candidates and identify potential full time employees, trained with the skills required within Bell, that can be absorbed into the company on completion of the twelve month programme and thereby improve the absorption statistics.

The ongoing emphasis by the group in its reporting to the committee of the global view of the group's international operations, specifically from an employee and trade union perspective was provided and assurance was received that the group remains committed to promoting equal opportunities and fair employment practices, globally, across all its businesses, and observing the principles

advocated by the International Labour Organisation Protocol on decent work conditions.

The Committee noted the implementation of a grading system subscribed to by the German workers union in the Kindel operation in Germany, with a view of rolling it out to the rest of the German operation during the upcoming year.

A great deal of time and money continues to be invested in the recruitment, training and development of employees and as such every effort is made to retain its current scarce and critical skills, and to recruit new talent with already developed scarce and critical skills. Bell is a significant trainer and supplier of artisans for the earthmoving industry in southern Africa.

Further plans are being considered to ensure that the group continues to invest, develop, upskill and retain its human capital from a global perspective, in line with the formalised remuneration policy adopted by the remuneration committee during 2024.

### Environment, health and safety

Reports on the environment, health and public safety, including the impact of the group's activities and products on the environment and society and the group's continued responsible use of natural resources were considered by the committee and any issues relating to potential risk of non compliance were addressed. All risk mitigations put in place were applied and there was strict adherence to rules when it comes to matters of environment, health and safety. The committee ensured continued use of the group's safety management system that applies a behaviour based approach and the use of appropriate control measures to mitigate risks.

### Stakeholder relationships

The committee reviewed the group's consumer relationships reports, including the group's engagement with its customers, employees and other material stakeholder groups; and considered the group's public relations publications, both internal and external, undertaken during 2024. Further detail can be found in the stakeholder engagement report on page 72.

The effectiveness of the committee will again be assessed as part of the board and committee self evaluation process towards the end of 2025 and the outcome of such assessment will be reported on in the following year.

On behalf of the committee, we are satisfied that it has fulfilled its mandate as set out in the Companies Act, duly amended, read with regulation 43 of the Companies Act and its terms of reference. For the period under review there have been no instances of material non compliance with relevant legislation or non adherence to codes of best practice that fall within the committee's mandate.

In line with the amendments to the Companies Act, the committee report will be presented at the group's AGM to be held on 3 June 2025 and I, as chairperson of this committee, will be available at the AGM to respond to any enquiries regarding the statutory obligations of the committee.



Mamokete Ramathe  
Chairperson  
Social, ethics and transformation committee  
26 March 2025

# Remuneration committee report

Bell Equipment group's remuneration philosophy and strategy are aimed at driving an ethical, high performance culture that creates sustainable long term value for shareholders. The remuneration policy is designed to attract, motivate, reward and retain competent, talented employees to deliver sustained business growth in an ethical manner. The policy sets out clear guidelines to develop relevant, timely, market related total reward practices aimed at achieving the group's business objectives.

## About this report

This report provides an overview of the remuneration framework for the Bell Equipment group employees and details how the policy and practices were implemented in the reporting period to align with shareholder value creation.

The structure of this report includes a background statement, the group's remuneration policy and implementation report.

It is informed by regulatory requirements, standards and guidance which include:

- Companies Act, 2008, as amended
- JSE Listings Requirements
- King IV Code of Governance for South Africa ('King IV™').

The remuneration paid to executive and non executive directors for the 2024 financial year is detailed on page 100.

This report aims to enable investors to make informed decisions when voting on the group's remuneration policy and its implementation.

The following remuneration related resolutions will be tabled for consideration by shareholders at the annual general meeting ('AGM') on 3 June 2025.

- 1 An advisory non binding vote on the group's remuneration policy (set out on page 128).
- 2 An advisory non binding vote on the group's remuneration implementation report (set out on page 128).
- 3 Approval of the proposed non executive directors' fees (refer to page 130 of this report).

The group seeks to continually enhance the quality of its remuneration disclosures and reporting and welcomes feedback from stakeholders on this report. Feedback should be directed to the company secretary at [diana.mcilrath@bellequipment.com](mailto:diana.mcilrath@bellequipment.com).

## SECTION A

### BACKGROUND STATEMENT

On behalf of the board, I am pleased to present our remuneration committee report for the financial period ended 31 December 2024. The report details the focus areas for the 2024 financial period and enhancements to our remuneration policy. It further details the remuneration outcomes for the period and planned focus areas for the 2025 financial period.

The delivery of Bell Equipment's strategy is dependent on the values, talent and skills of all employees across the group and the committee has been mandated to ensure that the group's remuneration policy remains fair, transparent and relevant in order to drive a growing and sustainable business. This requires that there is a meaningful consideration of the group's external and internal operating environments together with the competitive landscape in respect of levels of remuneration required to ensure that the right talent is attracted and retained at appropriate levels and/or positions.

The group's employee value proposition supports this objective through a holistic approach to reward by promoting fair and responsible remuneration practices and enhanced employee well being through our employee wellness, employee development, and organisational diversity and inclusion initiatives.

The group continues to implement policies and undertake training in order to remain current with developing health and safety issues





and ensuring safety standards are maintained. A number of in person and online courses are provided to employees which are aligned to its strategic and operational imperatives.

We remain focused on rewarding executives and employees in a responsible, fair and sustainable manner to ensure the retention of key executives and employees to achieve our objectives, which include implementing our succession plans and our ongoing focus on transformation. We continue to monitor both the internal and external landscape, taking cognisance of all stakeholders, to ensure our remuneration policy remains relevant and fulfils its purpose in the short, medium and long term.

### Committee governance

The committee has conducted its affairs in compliance with its terms of reference, which are reviewed annually, and has discharged its responsibilities in accordance therewith. The board remains ultimately responsible for remuneration policy and will refer matters to shareholders for approval when required.

The board accepted all the recommendations made by the committee during the year and the committee's terms of reference continue to be subject to the provisions of the Companies Act, the MOI and any other applicable laws or regulatory provisions. In this regard, the committee has reviewed and implemented the King IV™ principles in the policy design and implementation and with specific reference to Principle 14 addressing fair and transparent remuneration. It continues to consider and interpret the recommended practices in the context of King IV™ in a way that is appropriate for the group and the sector in which it operates.

### Committee composition

In line with the recommendations of King IV™, the committee comprises of one non executive director and two independent non executive directors and as further detailed in the leadership report on page 34. The three suitably skilled and experienced members have an appropriate mix of talent required to undertake the responsibility of effectively executing the mandate of the committee.

The chief executive attends meetings by invitation to ensure that the strategic imperatives of the business and its trading environment provide context to the many and varied considerations with which this committee engages. However, he has no voting rights and is recused when his own remuneration is reviewed. In addition, other members of executive management, including but not limited to the group human resources executive, may be invited to committee meetings from time to time when appropriate, but they too have no voting rights and are not present when their particular performance is evaluated and/or when their remuneration is discussed.

The company secretary serves in her capacity as secretary to this committee which is convened on four occasions during the year. The attendance details of members of the committee who participated therein are set out in the leadership report on page 34.

### Key activities of the committee during the reporting period

The activities undertaken by the committee during the reporting period included the following:

- the basis for remuneration of non executive directors for the 2026 financial year was approved by the committee subject to approval by the shareholders at the AGM scheduled to take place on 3 June 2025;
- the committee approved the increments and pay levels for the group employees' salaries and wages effective from 1 July 2024;
- the committee considered changes to the LTIS rules as recommended by DG Capital (Pty) Ltd and ENS Attorneys which included clarifying certain aspects of the rules, building in flexibility, specifically in respect of any corporate action, and introducing specific malus and claw back provisions. A separate malus and clawback policy was prepared by ENS and approved by the committee;
- the appointment of ShareForce, a web based platform that provides automated incentive plan management, administration, and accounting, to undertake the administration of the LTIS going forward and to assist management with the required accounting and financial reporting process;
- the board approved the allocation of the strike based and zero strike LTIS awards per GEC member for the 2024 financial year, in line with the amended LTIS rules;
- the board approved the payment to LTIS participants of certain of the 2019, 2020 and 2021 awards which vested in quarter 1 of 2024;
- the committee considered and approved the amended scheme rules in respect of the 2024 group bonus scheme, in which all employees of Bell Equipment were participants;
- following certain demands by the Bell employees at the Kindel operation in Germany, a grading system in line with the German labour union's subscribed grading system was introduced in the Kindel operations and a guaranteed bonus incentive payment according to a collective sectoral agreement of metal industries was negotiated with the workers council where the incentive bonus payment would be split in two, one half at summer break in July and the other half in December of the same year;
- in December 2024, the board approved the payment of 25% of a 13th cheque for all employees, other than the scheduled employees who received a 13th cheque and certain Bell Germany employees who already participated in a separately negotiated bonus arrangement, and excluding the GEC (who did not receive any percentage of a 13th cheque);
- the current retirement fund status and the group risk benefits were considered;
- the updated group remuneration policy was formalised and approved by the committee, the objectives of which included the enablement of consistency, fairness, and compliance with the concept of equal pay for work of equal value, in South Africa as per the Employment Equity Act, recognising the importance of pay parity for employees with similar responsibilities and levels of performance and the management of remuneration expenditure in an appropriate manner that yields the desired behaviour and performance of employees in line with Bell's values and performance standards;
- the impact from a remuneration committee perspective of the proposed South African Companies Act amendments were reviewed;
- consideration of the report on the outcome of the committee's self evaluation exercise that was undertaken at the end of 2023.

### Future focus areas of the committee

During the 2025 financial year the committee will continue to focus on the execution of its mandate according to its terms of reference, and will primarily focus on the following key areas:

- reviewing our remuneration strategy and policies to ensure equity in a global market where Bell is competing for talent. We will continue to evaluate our international remuneration practices to ensure we are compliant with international legislation and competitive in the everchanging employee remuneration and benefits environment;
- continuing to ensure that the group's internal human resources and remuneration policies support transformation across the business;
- ensuring compliance with the amendments to the Employment Equity Act, specifically the sectoral targets for the representation of black women and persons with disabilities;
- the allocation of the LTIS awards for the 2025 financial year.

### Independent external advisers

During the reporting period, the committee contracted ENS Attorneys, DG Capital (Pty) Ltd, ShareForce, Investec, Deloitte Human Capital and Global Business Solutions for independent external advice. The committee was satisfied with their independence and objectivity.

The group remains focused on rewarding in a responsible, fair and sustainable manner to ensure the retention of key employees so as not to hamper succession plans, whilst also continuing to focus on transformation. The remuneration philosophy and reward principles have remained consistent, and the group continues to focus on maintaining the long term sustainability of the business and achieving balance for all stakeholders by setting appropriate performance targets that are aligned with the group's strategic plan.

### Approval of remuneration policy and implementation report

In terms of King IV™ principles and the JSE Listings Requirements, the group's remuneration policy and implementation report, as set out in sections B and C which follow, are required to be approved by separate non binding advisory votes at the AGM of shareholders scheduled for 3 June 2025.

Should 25% or more votes be cast against either or both of the non binding advisory resolutions, the company undertakes to engage with shareholders to ascertain the reasons for the dissenting votes. Details of the engagement process, if applicable, will be published on SENS after the AGM. The steps taken to address legitimate and reasonable concerns (if any) of shareholders will be disclosed in the following year's remuneration committee report.

For ease of reference, the six previous AGMs rendered the following voting results pertaining to the company's remuneration policy and the remuneration implementation report, which meant that the group was not required to engage with shareholders on the remuneration policy or implementation report.

AGM Date	Resolution	Vote in favour
15 May 2019	Remuneration policy	91,49%
15 May 2019	Implementation report	95,06%
15 July 2020	Remuneration policy	87,86%
15 July 2020	Implementation report	96,40%
18 June 2021	Remuneration policy	95,38%
18 June 2021	Implementation report	95,49%
31 May 2022	Remuneration policy	94,23%
31 May 2022	Implementation report	99,67%
31 May 2023	Remuneration policy	97,01%
31 May 2023	Implementation report	97,01%
31 May 2024	Remuneration policy	97,60%
31 May 2024	Implementation report	97,60%

This report of the committee, approved by the board of directors of Bell Equipment Limited, provides an overview of the organisation wide remuneration policy. The committee has applied its collective mind to the preparation and presentation of the information in this report and believes that this report addresses the material issues and presents a balanced and fair account of the group's remuneration policy.



Derek Lawrance  
Chairman  
Remuneration committee  
26 March 2025

## SECTION B

### REMUNERATION POLICY

The remuneration policy is aligned with King IV™ and outlines the group's approach to fair, responsible and transparent remuneration processes.

This policy is applicable to all directors, prescribed officers and employees. Its purpose is to provide the philosophy, framework and approach in matters pertaining to employee remuneration and reward in order to ensure the attraction, motivation and retention of employees, as well as compliance with good corporate governance under appropriate statutes and regulations. The latter requires the alignment of the remuneration policy with shareholder interests as well as fair practices in this regard based on prevailing statute. The information provided in this policy has been approved by the board on recommendation by the committee. This remuneration policy will be put to a non binding advisory vote by shareholders at the next AGM on 3 June 2025 and the committee is confident of constructive engagement and a positive outcome in this regard.

The remuneration of employees should direct employee behaviour in a manner which aligns such behaviour with the business strategy and objectives of the company. Put differently, remuneration and reward are viewed as sub functions of how the business goals and governance standards will be achieved and maintained. As an ethical employer, Bell requires its remuneration and rewards policy to be discrimination free, fair and market related to reflect employee skill levels, functions and roles.

The design principles underpinning the remuneration policy take the following primary drivers into account:

- best practice in terms of market comparability;
- benchmarking based on peer group and competitor reviews;
- alignment with shareholder interests;
- mechanisms to ensure that executive remuneration is fair, transparent and responsible in the context of overall group remuneration;
- mechanisms for remuneration structures to be consistent with the group's long term requirements;
- the need to attract and retain exceptional talent as well as support career and succession planning;
- the provisions of statute, including the Employment Equity Act;
- pay for performance based on defined ranges of financial metrics;
- alignment of performance to the overall business strategy of the company and linked to strategic business objectives;
- best in practice and standardised employment contracts and policies in support of the above.

From a sustainability viewpoint, remuneration policy needs to be evaluated in the context of internal and external factors as well as the prevailing and future anticipated trading and operating conditions. The company understands its responsibility for maintaining a fully engaged workforce in order to secure the group's future and the committee understands the importance of effective communication, recognition and reward.

The effective date of the Employment Equity Amendment Act is 1 January 2025, and these amendments will introduce sectoral numerical targets for the representation of black

women and persons with disabilities. These amendments are being considered and complied with within the South African operations.

The group's remuneration policy seeks to position remuneration levels appropriately and competitively by providing a blended and weighted approach to the composition of pay packages which comprise both fixed and variable components linked to the primary strategic objectives of value creation and talent retention.

#### Elements of remuneration

The group operates a total cost to company ('CTC') philosophy whereby cash remuneration, and certain guaranteed benefits form part of the employees fixed total CTC remuneration.

All employees participate in a group bonus scheme as set out in this report. GEC members also participate in a cash settled long term incentive scheme. There are also a number of non financial incentives associated with working for Bell Equipment which encompass shared values on governance and social responsibility, and an inclusive culture which promotes a safe and sustainable working environment, personal development and career opportunities.

#### Guaranteed remuneration

##### Annual review process

The committee conducts an annual review of the individual total CTC packages for executives and approves an overall annual percentage increase for employees below the executive level, unless no increase is granted. Increases are based on external factors such as the prevailing rate of inflation and market forces as well as on individual performance, skills, experience and effort.

The chief executive, who generally attends committee meetings by invitation, can make submissions regarding proposed CTC remuneration package increases, with the exception of his own, during the said review meetings.

#### Variable remuneration

##### Group bonus scheme

- The group bonus scheme consists of two parts, namely:
- an annual bonus payable with the December salaries. For scheduled employees including labour broker employees, a one month's leave enhancement pay is guaranteed, in accordance with the MEIBC Main Agreement; for the non scheduled employees from task grade 1 to 10, one month's salary is guaranteed; and for non scheduled employees from task grade 11 and above, a maximum of one month's salary is payable at the discretion of the board if the group's financial performance allowed for such a bonus; and
  - an incentive bonus payable to all permanent employees in April of each year after the release of the audited group results, provided the group hurdle NPAT and inventory days targets are met.

The incentive bonus:

- is based on an incentive pool of 50% of the excess audited Bell group NPAT above the hurdle NPAT for the relevant financial year;



- includes a working capital hurdle, in the form of budgeted inventory days that must also be met for an incentive to be earned;
- is limited to one month's salary;
- rules make provision for an additional bonus for the GEC at the discretion of the board, to enhance the 1 month pay incentive for executives, provided that the executives have met their personal performance targets;
- measures and rules are reviewed annually and changes are approved by the committee.

The separate bonus scheme for the Kindel employees in Germany results in the annual bonus being paid in two tranches, 50% of the agreed bonus payable with the July salaries and 50% payable with the December salaries. This bonus scheme is reviewed annually.

### Cash settled LTIS

The cash settled LTIS makes provision for long term incentivisation in the form of a notional share appreciation rights scheme:

- the board has awarded annual strike based and zero strike awards to GEC members since 2018. The annual number of awards granted to GEC members is determined with reference to market norms for long term incentive schemes and a multiple of the salary packages of the participants;
- the objective and purpose of the LTIS is to grant forfeitable phantom share awards to key executives to enable them to benefit from an increase in Bell Equipment's share price;
- the awards comprise a blend of zero strike and strike based awards, with the zero strike portion subject to a 50% split between HEPS and ROIC performance conditions;
- the weighting of the strike versus zero strike based options is 40% strike based options and 60% zero strike based options;
- in respect of the strike based awards, qualifying employees benefit from the cash equivalent of the growth in the share price between the strike price and the market price;
- in respect of the zero strike awards, qualifying employees benefit from the cash equivalent of the market value of the shares, without any strike price reduction, if the HEPS and ROIC performance conditions are met;
- the total benefit paid to employees in any financial year shall not exceed 6% of the NPAT as reflected in the audited results of the group;
- a clawback provision applies if the audited results are subsequently restated and the NPAT is revised downwards;
- one third of each annual award vests in years three, four and five after the award date and the awards are forfeited on a participant ceasing to be an employee, for reasons other than incapacity, death or retirement, when all the awards held by such participant, whether or not they have vested, will be deemed to have vested upon termination of employment and shall be settled within three months or in the case of death, within twelve months thereafter;
- in the event of a change in control of the company which results in the retrenchment of or a material adverse change in the conditions of employment of the participant, the full number of phantom share units determined will be deemed to be awarded and the vesting period in respect of this full award will be advanced in accordance with the rules of the scheme.

With effect from the 2020 awards, the ROIC was introduced as a performance hurdle. In respect of the 2020 and 2021 awards, the annual ROIC performance hurdles were based on a sliding scale from 6,5% to 12,9%. In respect of the 2022 and 2023 awards, the ROIC performance hurdle was calculated according to a table using an average of the ROIC's earned during the 3, 4 and 5 year vesting periods, other than that no pay out would be made on a ROIC lower than 15% per annum:

- the HEPS performance condition is that the annual compounded HEPS growth rate over the three, four and five year periods ending on the last day of the financial year end of the group prior to the vesting date, must meet or exceed the HEPS growth rate of inflation plus 5% for awards granted from 2018 to 2021 and inflation plus 3% for awards granted in 2022 and 2023;
- the strike price for all of the awards prior to the 2024 awards was the thirty day volume weighted average of the closing market share price on 31 December of the preceding year.

Following the review of the LTIS rules in 2024, the awards granted in 2024 were calculated and approved by the board as follows and were granted to the GEC members on 29 November 2024, with an effective grant date of 1 January 2024:

- the strike price was the thirty day volume weighted average of the closing market share price on 29 November 2024;
- the HEPS performance condition was as follows, with the prior year actual full year HEPS being the base:
  - If HEPS increased by the consumer price index ('CPI');
  - +1% over the vesting period, 50% of the number of phantom share units which are subject to the HEPS performance condition will vest;
  - +2% over the vesting period, 75% of the number of phantom share units which are subject to the HEPS performance condition will vest;
  - +3% over the vesting period, 100% of the number of phantom share units which are subject to the HEPS performance condition will vest.
- in respect of the ROIC performance condition, if the ROIC:
  - is equal to the weighted average cost of capital over the vesting period, 50% of the number of phantom share units which are subject to the ROIC performance condition will vest;
  - is equal to the weighted average cost of capital +1% over the vesting period, 75% of the number of phantom share units which are subject to the ROIC performance condition will vest; and
  - is equal to the weighted average cost of capital +2% over the vesting period, 100% of the number of phantom share units which are subject to the ROIC performance condition will vest.

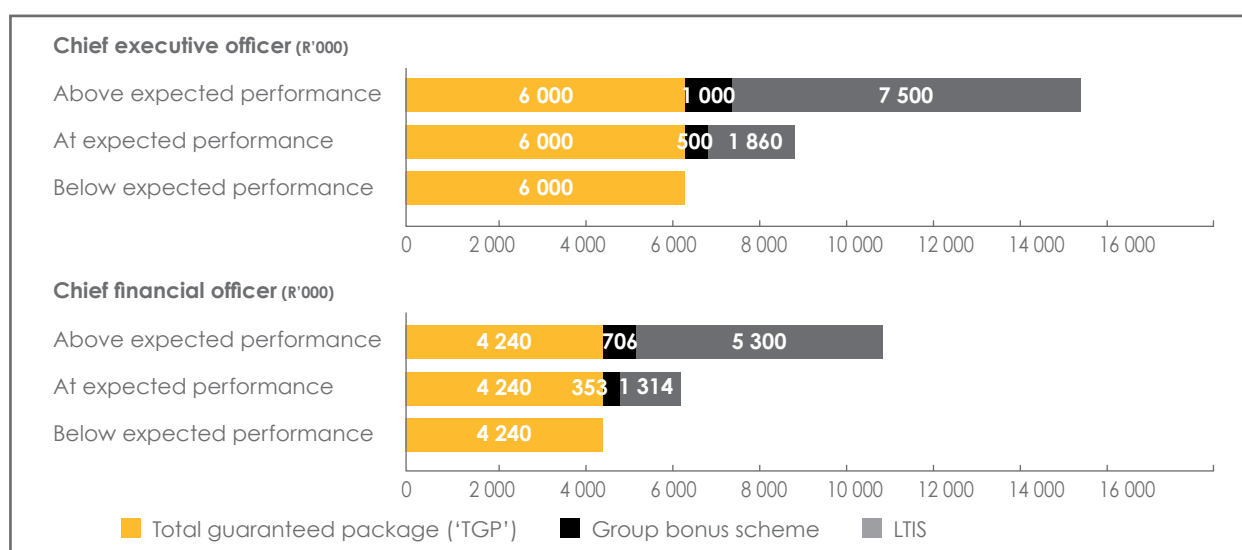
Performance Condition			Weighting %	Targets		
				Vesting %	50%	75%
Type	Metric			Threshold	On Target	Stretch
Financial	HEPS	50%		CPI +1%	CPI + 2%	CPI + 3%
Financial	ROIC	50%		WACC	WACC + 1%	WACC + 2%

100%

The committee will set these targets at each respective grant date.

The scenario graphs below provide an overview of potential pay outcomes at below expected performance, at expected performance and at stretch performance levels taking into account the changes that were approved in 2024:

#### Non executive director remuneration



Group policy is to pay non executive directors competitively and to recognise commitments made by them in terms of time invested in the business. Bell Equipment also pays for travelling expenses reasonably and properly incurred in order to attend meetings and to attend to the business of the company. Fees are benchmarked against a comparator peer group of JSE listed companies. There are no contractual arrangements that have been entered into in order to compensate non executive directors for loss of office and they do not participate in any incentive schemes.

The committee reviews and approves the non executive director fees annually and recommendations are made to the board who in turn propose fees for approval by the shareholders at the AGM.

A special resolution by the shareholders of Bell Equipment is required to approve the basis of remuneration payable to non executive directors in order to comply with the requirements of the Companies Act. The fees payable to non executive directors for their services are based on an assessment of the responsibility placed on them arising from their obligations for regulatory oversight. The total fees proposed for non executive directors for the 2026 calendar year represent an increase of 6% over the previous year.

## SECTION C

### IMPLEMENTATION REPORT 2024

This report summarises the outcomes of implementing the remuneration policy as approved by the remuneration committee for the 2024 financial year.

The group applied the remuneration policy as set out in Section B without any deviations for the reporting period, and no payments were made as a result of termination of office or employment.

#### CTC outcome

The committee approved an inflation related increment for the salary and wages, effective from 1 July 2024.

#### Share based payment arrangements with employees

##### Cash settled employee share award plan

The phantom share incentive scheme was implemented in 2018 and makes provision for long-term incentivisation of key executives of the Bell group in the structure of a share appreciation rights scheme. The object and purpose of the scheme is to grant forfeitable phantom share awards to key executives of the Bell group to enable them to benefit if the company's share price improves and if the applicable performance criteria are achieved, so as to retain and motivate employees and increase the profitability of the company.

The number of awards granted to executives was determined with reference to market norms for long-term incentive schemes and a multiple of the annual salary packages of the participants.

Each award comprises of three equal tranches. The three tranches vest as follows:

- in respect of tranche 1, on the first trading day after expiry of a period of three years after the award date;
- in respect of tranche 2, on the first trading day after expiry of a period of four years after the award date;
- in respect of tranche 3, on the first trading day after expiry of a period of five years after the award date.

The awards held by participants comprise a mixture of zero-strike and strike based awards. HEPS and ROIC performance conditions are applicable to the zero-strike awards.

The HEPS performance conditions are as follows:

- in respect of awards granted in 2020 and 2021, the annual compounded HEPS growth rate over the three, four and five year periods ending on the last day of the financial year-end of the Bell group prior to the vesting date, must meet or exceed SA inflation plus 5%.
- in respect of awards granted in 2022 and 2023, the annual compounded HEPS growth rate over the three, four and five year periods ending on the last day of the financial year-end of the Bell group prior to the vesting date, must meet or exceed SA inflation plus 3%.
- in respect of awards granted in 2024, the performance scorecard reflected below applies:

Performance condition		Weighting %	Targets			
			Vesting %	50%	75%	100%
Type	Metric		Threshold	On Target	Stretch	
Financial	HEPS	50%	CPI +1%	CPI +2%	CPI +3%	
Financial	ROIC	50%	WACC	WACC +1%	WACC +2%	
Total share units		100%				

The ROIC performance conditions are as follows:

- in respect of awards granted in 2020 and 2021, the annual ROIC hurdle is based on operational returns in excess of the cost of capital plus a margin.
- in respect of awards granted in 2022 and 2023, a minimum ROIC hurdle of 15% applies and the payout is based on a sliding scale of the rolling three year average ROIC as follows:
 

Rolling three year average ROIC	Payout
< 15%	0%
≥ 15% < 16%	78%
≥ 16% < 17%	89%
≥ 17% < 18%	100%
≥ 18% < 19%	111%
≥ 19% < 20%	122%
- in respect of awards granted in 2024, the performance scorecard reflected above applies.

Employees will acquire the cash equivalent of the difference between the strike price and the market value of shares upon realisation of their awards, subject to the performance conditions specified.



Awards are forfeited in certain circumstances, including on a participant ceasing to be an employee, for reasons other than incapacity, death or retirement at the pensionable age in terms of the rules of the pension and/or provident fund, when all the awards held by the participant, whether or not they have vested, will be deemed to have vested upon termination of employment and shall be settled within three months or in the case of death, within 12 months thereafter.

The total benefit paid to employees in respect of the scheme in any financial year shall not exceed 6% of the NPAT as reflected in the audited results of the Bell group, except in certain circumstances relating to mergers, takeovers and corporate action.

In the event of a change in control of the company which results in the retrenchment or other no fault termination, or a material adverse change in the conditions of employment of the participant then the vesting period in respect of any unvested phantom share units held by that participant will be advanced in accordance with the rules of the scheme.

Awards are subject to the group's malus and clawback policy.

#### Share awards granted

The following awards were in existence during the reporting period:

Grant date	Phantom share units								Strike price of units with a strike price
	With a strike price	With a strike price of zero	Total	Vesting January 2025	Vesting January 2026	Vesting January 2027	Vesting January 2028	Vesting January 2029	
1 January 2020	191 330	107 662	298 992	298 992	-	-	-	-	R 8.88
1 January 2021	382 665	215 334	597 999	299 000	298 999	-	-	-	R 6.52
1 January 2022	760 000	428 000	1 188 000	396 000	396 000	396 000	-	-	R 12.43
1 January 2023	2 646 000	1 764 000	4 410 000	-	1 470 000	1 470 000	1 470 000	-	R 14.88
1 January 2024	1 387 000	778 000	2 165 000	-	-	721 667	721 667	721 666	R 41.75
Total share units	5 366 995	3 292 996	8 659 991	993 992	2 164 999	2 587 667	2 191 667	721 666	

These 8 659 991 (2023: 8 492 999) share awards were held by executive directors and prescribed officers as disclosed on pages 101 to 103.

#### Fair value of share awards granted

The fair value of the phantom share awards was measured at the end of the year using the Black-Scholes pricing model.

A liability of R90,6 million (2023: R60,7 million) was raised for this cash-settled employee share award plan.

Inputs into the model	Measurement date	
	31 December 2024	31 December 2023
Spot price of the option	R 38.66	R 23.00
Dividend yield	2.4%	3.9%
Expected volatility of the share price	43.7% - 78.0%	35.1%
Risk-free interest rate	7.3% - 7.7%	7.8% - 8.1%
HEPS	465	798
ROIC	8.5%	12.8%

#### Movement in share awards granted

The following reconciles the share awards outstanding at the beginning and end of the year:

	2024		2023	
	Number of awards	Weighted average strike price R	Number of awards	Weighted average strike price R
Balance at beginning of the year	8 492 999	7.81	5 806 999	6.60
Vested during the year	(1 379 009)	5.99	(1 379 000)	7.49
Granted during the year	2 165 000	26.75	5 650 000	8.93
Forfeited during the year	(618 999)	8.11	(1 585 000)	7.67
<b>Balance at end of the year</b>	<b>8 659 991</b>	<b>12.81</b>	<b>8 492 999</b>	<b>7.81</b>

The share awards outstanding at the end of the year under the cash-settled employee share award plan had a weighted average remaining contractual life of 2,9 years (2023: 3,1 years).

Phantom share awards of R21,8 million (2023: R9,0 million) were settled during the year.

## Directors' and prescribed officers' remuneration

The remuneration of directors and key management is determined by the board having regard to the performance of individuals and market trends.

Paid to executive directors of the company by the company's subsidiary:

	Salary R'000	Pension/ Provident fund R'000	Incentive payment R'000	Other benefits and allowances R'000	2024 Total R'000	2023 Total R'000
<b>Executive directors</b>						
AJ Bell (appointed group chief executive officer with effect from 1 January 2024)	4 806	360	-	56	5 222	-
KJ van Haght	3 797	287	3 380	114	7 578	6 307
A Goordeen	3 138	241	3 363	153	6 895	6 191
L Goosen (resigned with effect from 31 December 2023)	-	-	-	-	-	11 404
<b>Total</b>	<b>11 741</b>	<b>888</b>	<b>6 743</b>	<b>323</b>	<b>19 695</b>	<b>23 902</b>

Paid to prescribed officers of the company's subsidiaries by the company's subsidiaries:

<b>Prescribed officers</b>						
JP Bell (appointed 1 April 2024)	1 916	144	48	26	2 134	-
DB Chinnappen	3 408	262	1 645	287	5 602	5 400
SR Jones	3 299	247	1 637	57	5 240	4 912
A Mayer (expatriate salary)	5 012	634	1 660	-	7 306	8 427
DE Morris (resigned 30 November 2024)	3 113	237	1 644	516	5 510	5 225
JJ van Wyngaardt	2 717	212	1 625	166	4 720	4 351
D McIlrath	2 300	172	1 607	44	4 123	3 507
JM Fleetwood	3 054	236	95	128	3 513	4 064
TM Du Pisanie	2 304	180	73	121	2 678	3 096
PW Badenhorst	2 523	194	73	193	2 983	3 196
<b>Total</b>	<b>29 646</b>	<b>2 518</b>	<b>10 107</b>	<b>1 538</b>	<b>43 809</b>	<b>42 178</b>

Other benefits and allowances comprise vehicle allowances, travel allowances and reimbursive allowances, annual leave encashments and the group's contributions to medical aid and life insurance.

	<b>2024 Fees R'000</b>	<b>2023 Fees R'000</b>
Paid to non-executive directors of the company by the company:		
<b>Non-executive directors</b>		
AJ Bell (appointed group chief executive officer with effect from 1 January 2024)	-	559
GW Bell	1 080	1 082
DH Lawrance	1 118	1 077
R Naidu	951	910
ME Ramathe	957	727
HR van der Merwe	1 414	1 278
U Maharaj	633	542
M Geyer	681	420
<b>Total</b>	<b>6 834</b>	<b>6 595</b>

## Directors' and prescribed officers' remuneration *continued*

The following reconciles the number of phantom share awards held by directors and prescribed officers at the end of the year. Details of this cash-settled share award plan are disclosed on pages 98 to 100.

		Number of awards										
Grant date 1 January	Strike price	Balance at 31 December 2022	Granted	Vested - settled	Vested - expired	Forfeited	Balance at 31 December 2023	Granted	Vested - settled	Vested - expired	Forfeited	Balance at 31 December 2024
AJ Bell (appointed group chief executive officer with effect from 1 January 2024)												
2024	41.75	-	-	-	-	-	-	176 000	-	-	-	176 000
	-	-	-	-	-	-	-	99 000	-	-	-	99 000
Total		-	-	-	-	-	-	275 000	-	-	-	275 000
KJ van Haght												
2018	13.53	44 000	-	(44 000)	-	-	-	-	-	-	-	-
	-	24 668	-	(24 668)	-	-	-	-	-	-	-	-
2019	12.68	88 000	-	(44 000)	-	-	44 000	-	(44 000)	-	-	-
	-	49 334	-	(24 666)	-	-	24 668	-	(24 668)	-	-	-
2020	8.88	132 000	-	(44 000)	-	-	88 000	-	(44 000)	-	-	44 000
	-	74 000	-	(12 333)	(12 333)	-	49 334	-	(12 334)	(12 334)	-	24 666
2021	6.52	132 000	-	-	-	-	132 000	-	(44 000)	-	-	88 000
	-	74 000	-	-	-	-	74 000	-	(24 668)	-	-	49 332
2022	12.43	132 000	-	-	-	-	132 000	-	-	-	-	132 000
	-	74 000	-	-	-	-	74 000	-	-	-	-	74 000
2023	14.88	-	303 000	-	-	-	303 000	-	-	-	-	303 000
	-	-	202 000	-	-	-	202 000	-	-	-	-	202 000
2024	41.75	-	-	-	-	-	-	141 000	-	-	-	141 000
	-	-	-	-	-	-	-	79 000	-	-	-	79 000
Total		824 002	505 000	(193 667)	(12 333)	-	1 123 002	220 000	(193 670)	(12 334)	-	1 136 998
A Goordeen												
2018	13.53	44 000	-	(44 000)	-	-	-	-	-	-	-	-
	-	24 668	-	(24 668)	-	-	-	-	-	-	-	-
2019	12.68	88 000	-	(44 000)	-	-	44 000	-	(44 000)	-	-	-
	-	49 334	-	(24 666)	-	-	24 668	-	(24 668)	-	-	-
2020	8.88	132 000	-	(44 000)	-	-	88 000	-	(44 000)	-	-	44 000
	-	74 000	-	(12 333)	(12 333)	-	49 334	-	(12 334)	(12 334)	-	24 666
2021	6.52	132 000	-	-	-	-	132 000	-	(44 000)	-	-	88 000
	-	74 000	-	-	-	-	74 000	-	(24 668)	-	-	49 332
2022	12.43	132 000	-	-	-	-	132 000	-	-	-	-	132 000
	-	74 000	-	-	-	-	74 000	-	-	-	-	74 000
2023	14.88	-	303 000	-	-	-	303 000	-	-	-	-	303 000
	-	-	202 000	-	-	-	202 000	-	-	-	-	202 000
2024	41.75	-	-	-	-	-	-	107 000	-	-	-	107 000
	-	-	-	-	-	-	-	60 000	-	-	-	60 000
Total		824 002	505 000	(193 667)	(12 333)	-	1 123 002	167 000	(193 670)	(12 334)	-	1 083 998
L Goosen (resigned with effect from 31 December 2023)												
2018	13.53	82 338	-	(82 338)	-	-	-	-	-	-	-	-
	-	46 000	-	(46 000)	-	-	-	-	-	-	-	-
2019	12.68	164 669	-	(82 331)	-	-	82 338	-	(82 338)	-	-	-
	-	92 000	-	(46 000)	-	-	46 000	-	(46 000)	-	-	-
2020	8.88	247 000	-	(82 331)	-	(82 334)	82 335	-	(82 335)	-	-	-
	-	138 000	-	(23 000)	(23 000)	(46 000)	46 000	-	(23 000)	(23 000)	-	-
2021	6.52	247 000	-	-	-	(164 666)	82 334	-	(82 334)	-	-	-
	-	138 000	-	-	-	(92 000)	46 000	-	(46 000)	-	-	-
2022	12.43	247 000	-	-	-	(247 000)	-	-	-	-	-	-
	-	138 000	-	-	-	(138 000)	-	-	-	-	-	-
2023	14.88	-	489 000	-	-	(489 000)	-	-	-	-	-	-
	-	-	326 000	-	-	(326 000)	-	-	-	-	-	-
Total		1 540 007	815 000	(362 000)	(23 000)	(1 585 000)	385 007	-	(362 007)	(23 000)	-	-
DE Morris (resigned 30 November 2024)												
2018	13.53	20 666	-	(20 666)	-	-	-	-	-	-	-	-
	-	11 666	-	(11 666)	-	-	-	-	-	-	-	-
2019	12.68	41 333	-	(20 667)	-	-	20 666	-	(20 666)	-	-	-
	-	23 333	-	(11 667)	-	-	11 666	-	(11 666)	-	-	-
2020	8.88	62 000	-	(20 667)	-	-	41 333	-	(20 667)	-	(20 666)	-
	-	35 000	-	(5 834)	(5 833)	-	23 333	-	(5 834)	(5 833)	(11 666)	-
2021	6.52	62 000	-	-	-	-	62 000	-	(20 667)	-	(41 333)	-
	-	35 000	-	-	-	-	35 000	-	(11 666)	-	(23 334)	-
2022	12.43	62 000	-	-	-	-	62 000	-	-	-	(62 000)	-
	-	35 000	-	-	-	-	35 000	-	-	-	(35 000)	-
2023	14.88	-	255 000	-	-	-	255 000	-	-	-	(255 000)	-
	-	-	170 000	-	-	-	170 000	-	-	-	(170 000)	-
Total		387 998	425 000	(91 167)	(5 833)	-	715 998	-	(91 166)	(5 833)	(618 999)	-



Directors' and prescribed officers' remuneration *continued*

		Number of awards										
Grant date 1 January	Strike price	Balance at 31 December 2022	Granted	Vested - settled	Vested - expired	Forfeited	Balance at 31 December 2023	Granted	Vested - settled	Vested - expired	Forfeited	Balance at 31 December 2024
DB Chinnappen												
2018	13.53	20 666	-	(20 666)	-	-	-	-	-	-	-	-
	-	11 666	-	(11 666)	-	-	-	-	-	-	-	-
2019	12.68	41 333	-	(20 667)	-	-	20 666	-	(20 666)	-	-	-
	-	23 333	-	(11 667)	-	-	11 666	-	(11 666)	-	-	-
2020	8.88	62 000	-	(20 667)	-	-	41 333	-	(20 667)	-	-	20 666
	-	35 000	-	(5 834)	(5 833)	-	23 333	-	(5 834)	(5 833)	-	11 666
2021	6.52	62 000	-	-	-	-	62 000	-	(20 667)	-	-	41 333
	-	35 000	-	-	-	-	35 000	-	(11 666)	-	-	23 334
2022	12.43	62 000	-	-	-	-	62 000	-	-	-	-	62 000
	-	35 000	-	-	-	-	35 000	-	-	-	-	35 000
2023	14.88	-	255 000	-	-	-	255 000	-	-	-	-	255 000
	-	-	170 000	-	-	-	170 000	-	-	-	-	170 000
2024	41.75	-	-	-	-	-	-	107 000	-	-	-	107 000
	-	-	-	-	-	-	-	60 000	-	-	-	60 000
Total		387 998	425 000	(91 167)	(5 833)	-	715 998	167 000	(91 166)	(5 833)	-	785 999
SR Jones												
2018	13.53	20 666	-	(20 666)	-	-	-	-	-	-	-	-
	-	11 666	-	(11 666)	-	-	-	-	-	-	-	-
2019	12.68	41 333	-	(20 667)	-	-	20 666	-	(20 666)	-	-	-
	-	23 333	-	(11 667)	-	-	11 666	-	(11 666)	-	-	-
2020	8.88	62 000	-	(20 667)	-	-	41 333	-	(20 667)	-	-	20 666
	-	35 000	-	(5 834)	(5 833)	-	23 333	-	(5 834)	(5 833)	-	11 666
2021	6.52	62 000	-	-	-	-	62 000	-	(20 667)	-	-	41 333
	-	35 000	-	-	-	-	35 000	-	(11 666)	-	-	23 334
2022	12.43	62 000	-	-	-	-	62 000	-	-	-	-	62 000
	-	35 000	-	-	-	-	35 000	-	-	-	-	35 000
2023	14.88	-	255 000	-	-	-	255 000	-	-	-	-	255 000
	-	-	170 000	-	-	-	170 000	-	-	-	-	170 000
2024	41.75	-	-	-	-	-	-	107 000	-	-	-	107 000
	-	-	-	-	-	-	-	60 000	-	-	-	60 000
Total		387 998	425 000	(91 167)	(5 833)	-	715 998	167 000	(91 166)	(5 833)	-	785 999
D McIlraith												
2018	13.53	20 666	-	(20 666)	-	-	-	-	-	-	-	-
	-	11 666	-	(11 666)	-	-	-	-	-	-	-	-
2019	12.68	41 333	-	(20 667)	-	-	20 666	-	(20 666)	-	-	-
	-	23 333	-	(11 667)	-	-	11 666	-	(11 666)	-	-	-
2020	8.88	62 000	-	(20 667)	-	-	41 333	-	(20 667)	-	-	20 666
	-	35 000	-	(5 834)	(5 833)	-	23 333	-	(5 834)	(5 833)	-	11 666
2021	6.52	62 000	-	-	-	-	62 000	-	(20 667)	-	-	41 333
	-	35 000	-	-	-	-	35 000	-	(11 666)	-	-	23 334
2022	12.43	62 000	-	-	-	-	62 000	-	-	-	-	62 000
	-	35 000	-	-	-	-	35 000	-	-	-	-	35 000
2023	14.88	-	255 000	-	-	-	255 000	-	-	-	-	255 000
	-	-	170 000	-	-	-	170 000	-	-	-	-	170 000
2024	41.75	-	-	-	-	-	-	107 000	-	-	-	107 000
	-	-	-	-	-	-	-	60 000	-	-	-	60 000
Total		387 998	425 000	(91 167)	(5 833)	-	715 998	167 000	(91 166)	(5 833)	-	785 999
A Mayer												
2018	13.53	20 666	-	(20 666)	-	-	-	-	-	-	-	-
	-	11 666	-	(11 666)	-	-	-	-	-	-	-	-
2019	12.68	41 333	-	(20 667)	-	-	20 666	-	(20 666)	-	-	-
	-	23 333	-	(11 667)	-	-	11 666	-	(11 666)	-	-	-
2020	8.88	62 000	-	(20 667)	-	-	41 333	-	(20 667)	-	-	20 666
	-	35 000	-	(5 834)	(5 833)	-	23 333	-	(5 834)	(5 833)	-	11 666
2021	6.52	62 000	-	-	-	-	62 000	-	(20 667)	-	-	41 333
	-	35 000	-	-	-	-	35 000	-	(11 666)	-	-	23 334
2022	12.43	62 000	-	-	-	-	62 000	-	-	-	-	62 000
	-	35 000	-	-	-	-	35 000	-	-	-	-	35 000
2023	14.88	-	255 000	-	-	-	255 000	-	-	-	-	255 000
	-	-	170 000	-	-	-	170 000	-	-	-	-	170 000
2024	41.75	-	-	-	-	-	-	107 000	-	-	-	107 000
	-	-	-	-	-	-	-	60 000	-	-	-	60 000
Total		387 998	425 000	(91 167)	(5 833)	-	715 998	167 000	(91 166)	(5 833)	-	785 999

Directors' and prescribed officers' remuneration *continued*

		Number of awards										
Grant date	Strike price	Balance at 31 December 2022	Granted	Vested - settled	Vested - expired	Forfeited	Balance at 31 December 2023	Granted	Vested - settled	Vested - expired	Forfeited	Balance at 31 December 2024
1 January												
JJ van Wyngaardt												
2018	13.53	20 666	-	(20 666)	-	-	-	-	-	-	-	-
	-	11 666	-	(11 666)	-	-	-	-	-	-	-	-
2019	12.68	41 333	-	(20 667)	-	-	20 666	-	(20 666)	-	-	-
	-	23 333	-	(11 667)	-	-	11 666	-	(11 666)	-	-	-
2020	8.88	62 000	-	(20 667)	-	-	41 333	-	(20 667)	-	-	20 666
	-	35 000	-	(5 834)	(5 833)	-	23 333	-	(5 834)	(5 833)	-	11 666
2021	6.52	62 000	-	-	-	-	62 000	-	(20 667)	-	-	41 333
	-	35 000	-	-	-	-	35 000	-	(11 666)	-	-	23 334
2022	12.43	62 000	-	-	-	-	62 000	-	-	-	-	62 000
	-	35 000	-	-	-	-	35 000	-	-	-	-	35 000
2023	14.88	-	255 000	-	-	-	255 000	-	-	-	-	255 000
	-	-	170 000	-	-	-	170 000	-	-	-	-	170 000
2024	41.75	-	-	-	-	-	-	107 000	-	-	-	107 000
	-	-	-	-	-	-	-	60 000	-	-	-	60 000
Total		387 998	425 000	(91 167)	(5 833)	-	715 998	167 000	(91 166)	(5 833)	-	785 999
JM Fleetwood												
2022	12.43	62 000	-	-	-	-	62 000	-	-	-	-	62 000
	-	35 000	-	-	-	-	35 000	-	-	-	-	35 000
2023	14.88	-	255 000	-	-	-	255 000	-	-	-	-	255 000
	-	-	170 000	-	-	-	170 000	-	-	-	-	170 000
2024	41.75	-	-	-	-	-	-	107 000	-	-	-	107 000
	-	-	-	-	-	-	-	60 000	-	-	-	60 000
Total		97 000	425 000	-	-	-	522 000	167 000	-	-	-	689 000
TM Du Pisanie												
2022	12.43	62 000	-	-	-	-	62 000	-	-	-	-	62 000
	-	35 000	-	-	-	-	35 000	-	-	-	-	35 000
2023	14.88	-	255 000	-	-	-	255 000	-	-	-	-	255 000
	-	-	170 000	-	-	-	170 000	-	-	-	-	170 000
2024	41.75	-	-	-	-	-	-	107 000	-	-	-	107 000
	-	-	-	-	-	-	-	60 000	-	-	-	60 000
Total		97 000	425 000	-	-	-	522 000	167 000	-	-	-	689 000
PW Badenhorst												
2022	12.43	62 000	-	-	-	-	62 000	-	-	-	-	62 000
	-	35 000	-	-	-	-	35 000	-	-	-	-	35 000
2023	14.88	-	255 000	-	-	-	255 000	-	-	-	-	255 000
	-	-	170 000	-	-	-	170 000	-	-	-	-	170 000
2024	41.75	-	-	-	-	-	-	107 000	-	-	-	107 000
	-	-	-	-	-	-	-	60 000	-	-	-	60 000
Total		97 000	425 000	-	-	-	522 000	167 000	-	-	-	689 000
JP Bell (appointed 01 April 2024)												
2024	41.75	-	-	-	-	-	-	107 000	-	-	-	107 000
	-	-	-	-	-	-	-	60 000	-	-	-	60 000
Total		-	-	-	-	-	-	167 000	-	-	-	167 000
GRAND TOTAL		5 806 999	5 650 000	(1 296 336)	(82 664)	(1 585 000)	8 492 999	2 165 000	(1 296 343)	(82 666)	(618 999)	8 659 991

# Summarised consolidated statement of financial position

as at 31 December 2024

	2024 R'000	2023 R'000
<b>ASSETS</b>		
<b>Non-current assets</b>	<b>2 038 327</b>	<b>2 025 089</b>
Property, plant and equipment	1 040 657	1 006 083
Right-of-use assets	342 081	414 557
Intangible assets	320 943	279 430
Investments	23 943	35 731
Interest-bearing receivables and contract assets	27 581	15 067
Deferred taxation	283 122	274 221
<b>Current assets</b>	<b>7 053 783</b>	<b>8 509 494</b>
Inventory	5 076 477	5 726 561
Trade and other receivables	1 339 633	1 989 385
Interest-bearing receivables and contract assets	186 733	179 042
Prepayments and other assets	132 477	318 923
Current taxation assets	35 094	43 797
Cash and bank balances	283 369	251 786
<b>TOTAL ASSETS</b>	<b>9 092 110</b>	<b>10 534 583</b>
<b>EQUITY AND LIABILITIES</b>		
<b>Capital and reserves</b>	<b>5 676 940</b>	<b>5 285 016</b>
Stated capital (note 7)	235 541	235 541
Non-distributable reserves	1 146 183	1 222 677
Retained earnings	4 192 403	3 753 260
Attributable to owners of Bell Equipment Limited	5 574 127	5 211 478
Non-controlling interest	102 813	73 538
<b>Non-current liabilities</b>	<b>969 032</b>	<b>1 030 692</b>
Interest-bearing liabilities	151 435	157 466
Lease liabilities	358 781	433 451
Contract liabilities (note 12)	189 709	226 526
Repurchase obligations and refund liabilities	27 061	-
Provisions	101 599	92 852
Share-based payments and other liabilities	65 233	38 824
Deferred taxation	75 214	81 573
<b>Current liabilities</b>	<b>2 446 138</b>	<b>4 218 875</b>
Trade and other payables	1 046 553	1 903 599
Interest-bearing liabilities	250 851	637 909
Lease liabilities	93 429	76 403
Contract liabilities (note 12)	276 038	281 446
Repurchase obligations and refund liabilities	37 944	34 287
Provisions	217 584	206 114
Share-based payments and other liabilities	47 717	24 301
Current taxation liabilities	53 116	62 793
Bank overdrafts and overnight call loans	422 906	992 023
<b>TOTAL EQUITY AND LIABILITIES</b>	<b>9 092 110</b>	<b>10 534 583</b>



# Summarised consolidated statement of profit or loss

for the year ended 31 December 2024

	2024 R'000	2023 R'000
<b>Revenue (note 2)</b>	<b>11 696 666</b>	13 513 560
Cost of sales	<b>(9 229 079)</b>	(10 812 025)
<b>Gross profit</b>	<b>2 467 587</b>	2 701 535
Other operating income	<b>311 114</b>	339 514
Distribution costs	<b>(959 402)</b>	(971 116)
Administration expenses	<b>(148 514)</b>	(151 046)
Factory and group services operating expenses	<b>(916 388)</b>	(725 176)
<b>Profit from operating activities (note 3)</b>	<b>754 397</b>	1 193 711
Interest expense (note 4)	<b>(185 050)</b>	(196 768)
Interest income (note 5)	<b>102 910</b>	83 205
<b>Profit before taxation</b>	<b>672 257</b>	1 080 148
Taxation	<b>(201 193)</b>	(286 582)
<b>Profit for the year</b>	<b>471 064</b>	793 566
Profit for the year attributable to:		
- Owners of Bell Equipment Limited	<b>440 435</b>	763 606
- Non-controlling interest	<b>30 629</b>	29 960
<b>Earnings per share (basic)(cents) (note 6)</b>	<b>461</b>	799
<b>Earnings per share (diluted)(cents) (note 6)</b>	<b>414</b>	744

# Summarised consolidated statement of other comprehensive income

for the year ended 31 December 2024

	2024 R'000	2023 R'000
<b>Profit for the year</b>	<b>471 064</b>	793 566
<b>Other comprehensive (loss) income</b>		
<b>Items that may be reclassified subsequently to profit or loss:</b>		
Exchange differences arising during the year	(69 187)	249 246
Exchange differences on translating foreign operations	(71 105)	249 246
Reclassification to profit or loss of foreign currency translation reserve	1 918	-
<b>Items that may not be reclassified subsequently to profit or loss:</b>	<b>(6 962)</b>	<b>(34 603)</b>
Net fair value loss on investments designated as at fair value through other comprehensive income *	(6 962)	(34 603)
<b>Other comprehensive (loss) income for the year, net of taxation</b>	<b>(76 149)</b>	214 643
<b>Total comprehensive income for the year</b>	<b>394 915</b>	1 008 209
<b>Total comprehensive income for the year attributable to:</b>		
- Owners of Bell Equipment Limited	364 286	978 249
- Non-controlling interest	30 629	29 960

\* There were no corresponding tax implications on fair value loss on investments designated as at fair value through other comprehensive income.

# Summarised consolidated statement of cash flows

for the year ended 31 December 2024

	2024 R'000	Restated* 2023 R'000
Cash generated from operations before working capital changes **	1 047 768	1 488 288
Cash generated from (utilised in) working capital **	1 187 618	(816 319)
Cash generated from operations	2 235 386	671 969
Interest paid	(191 261)	(214 079)
Interest received	98 215	123 955
Taxation paid	(216 202)	(330 487)
<b>Net cash generated from operating activities</b>	<b>1 926 138</b>	<b>251 358</b>
Purchase of additional property, plant and equipment and intangible assets	(180 313)	(212 311)
Proceeds on disposal of property, plant and equipment	15 692	4 481
Proceeds on disposal of listed investments	4 177	-
<b>Net cash utilised in investing activities</b>	<b>(160 444)</b>	<b>(207 830)</b>
Interest-bearing liabilities raised	290 684	966 599
Interest-bearing liabilities repaid	(1 365 327)	(1 294 464)
Overnight call loans - drawdowns *	3 978 760	3 781 909
Overnight call loans - repaid *	(4 121 128)	(3 848 528)
Lease liabilities repaid	(87 360)	(65 186)
Dividends paid	(2 991)	(87 951)
<b>Net cash utilised in financing activities</b>	<b>(1 307 362)</b>	<b>(547 621)</b>
Net increase (decrease) in cash for the year	458 332	(504 093)
Net bank overdrafts at beginning of the year	(486 307)	17 786
<b>Net bank overdrafts at end of the year ***</b>	<b>(27 975)</b>	<b>(486 307)</b>
* These overnight call loans did not meet the definition of cash and cash equivalents. Refer to restatements of prior periods in note 15.		
** In the current year the comparative increase of R41,4 million in share-based payment liability was re-allocated from cash generated from operations before working capital changes to cash utilised in operations after working capital changes.		
<b>*** Comprising:</b>		
Bank overdrafts and overnight call loans	(422 906)	(992 023)
Overnight call loans *	111 562	253 930
Bank overdrafts	(311 344)	(738 093)
Cash and bank balances	283 369	251 786
<b>Net bank overdrafts at end of the year</b>	<b>(27 975)</b>	<b>(486 307)</b>



# Summarised consolidated statement of changes in equity

for the year ended 31 December 2024

	Attributable to owners of Bell Equipment Limited				Non-controlling interest R'000	Total capital and reserves R'000
	Stated capital R'000	Non-distributable reserves R'000	Retained earnings R'000	Total R'000		
<b>Balance at 31 December 2022</b>	235 541	1 008 484	3 076 317	4 320 342	44 866	4 365 208
Total comprehensive income attributable to owners of Bell Equipment Limited	-	214 643	763 606	978 249	-	978 249
Total comprehensive income attributable to non-controlling interest	-	-	-	-	29 960	29 960
Decrease in BBBEE share-based payment reserve	-	(450)	-	(450)	-	(450)
Dividends paid	-	-	(86 663)	(86 663)	(1 288)	(87 951)
<b>Balance at 31 December 2023</b>	<b>235 541</b>	<b>1 222 677</b>	<b>3 753 260</b>	<b>5 211 478</b>	<b>73 538</b>	<b>5 285 016</b>
Total comprehensive (loss) income attributable to owners of Bell Equipment Limited	-	(76 149)	440 435	364 286	-	364 286
Total comprehensive income attributable to non-controlling interest	-	-	-	-	30 629	30 629
Transfer between reserves relating to disposal of investments classified as at fair value through other comprehensive income	-	(345)	345	-	-	-
Dividends paid	-	-	(1 637)	(1 637)	(1 354)	(2 991)
<b>Balance at 31 December 2024</b>	<b>235 541</b>	<b>1 146 183</b>	<b>4 192 403</b>	<b>5 574 127</b>	<b>102 813</b>	<b>5 676 940</b>

# Notes to the summarised consolidated results

for the year ended 31 December 2024

## 1. BASIS OF PREPARATION

The recognition and measurement criteria applied in the preparation of these summarised consolidated financial statements are in terms of IFRS® Accounting Standards (IFRS). The same accounting policies and methods of computation are followed in the summarised consolidated financial statements as compared with the most recent consolidated annual financial statements. These summarised consolidated financial statements contain, as a minimum, the presentation and disclosures as required by IAS 34 *Interim Financial Reporting*. There were no assets held for sale, discontinued operations or significant acquisitions within the group during the current year.

The group has adopted all of the amended accounting standards relevant to its operations and effective for annual reporting periods beginning 1 January 2024. The adoption of these amended standards has not had any significant impact on the amounts reported in the summarised consolidated financial statements or the disclosures herein.

The summarised consolidated financial statements are prepared in accordance with the requirements of the JSE Limited's Listings Requirements for summarised reports and the requirements of the Companies Act in South Africa. The summarised consolidated financial statements do not include all the disclosures required for complete annual financial statements prepared in accordance with IFRS. The Listings Requirements require summarised reports to be prepared in accordance with and containing the information required by IAS 34 *Interim Financial Reporting*, as well as the SAICA Financial Reporting Guides as issued by the Accounting Practices Committee and Financial Pronouncements as issued by the Financial Reporting Standards Council. The preparation of this summarised report was supervised by the Group Finance Director, KJ van Haght CA(SA).

The summarised consolidated financial statements are the responsibility of the directors. The directors take full responsibility for the preparation of the summarised consolidated financial statements.

# Notes to the summarised consolidated results *continued*

for the year ended 31 December 2024

## 2. REVENUE

The group derives its revenue from the sale of equipment and aftermarket products, which includes the sale of parts, service contracts and transport revenue, extended warranty and rental revenue.

This disaggregation is consistent with the external revenue information that is disclosed for each reportable segment (refer to note 9) and the information that is provided to the group's chief operating decision maker on a regular basis.

### Disaggregation of revenue

	Manufacturing, Assembly, Logistics and Dealer Sales Operations		Direct Sales Operations		
	South Africa R'000	Europe R'000	South Africa R'000	Rest of Africa R'000	Total Revenue R'000
<b>December 2024</b>					
<b>Revenue</b>					
Sale of equipment	1 668 155	3 519 378	3 024 936	523 187	8 735 656
Sale of parts	649 349	293 683	1 134 151	233 350	2 310 533
Service contracts and transport revenue	127 636	53 632	281 513	17 158	479 939
Extended warranty	142 437	-	-	-	142 437
Rental revenue	-	2 283	25 818	-	28 101
<b>Total revenue</b>	<b>2 587 577</b>	<b>3 868 976</b>	<b>4 466 418</b>	<b>773 695</b>	<b>11 696 666</b>
<b>December 2023</b>					
<b>Revenue</b>					
Sale of equipment	1 656 041	5 324 830	2 921 037	634 374	10 536 282
Sale of parts	654 451	282 672	1 123 711	227 826	2 288 660
Service contracts and transport revenue	149 574	52 095	291 912	26 541	520 122
Extended warranty	115 077	-	-	-	115 077
Rental revenue	-	4 137	49 282	-	53 419
<b>Total revenue</b>	<b>2 575 143</b>	<b>5 663 734</b>	<b>4 385 942</b>	<b>888 741</b>	<b>13 513 560</b>

The transfer of goods and services occurs over time and at a point in time as reflected below.

	2024 R'000	2023 R'000
<b>Timing of revenue recognition</b>		
<b>At a point in time</b>		
Sale of equipment	8 735 656	10 536 282
Sale of parts	2 310 533	2 288 660
<b>Total</b>	<b>11 046 189</b>	<b>12 824 942</b>
<b>Over time</b>		
Service contracts and transport revenue *	479 939	520 122
Extended warranty	142 437	115 077
<b>Total</b>	<b>622 376</b>	<b>635 199</b>
<b>Revenue from lease arrangements</b>		
Rental revenue **	28 101	53 419
<b>Total revenue</b>	<b>11 696 666</b>	<b>13 513 560</b>

Included in revenue for the year is an amount of R104,9 million (2023: R125,7 million) relating to bill and hold arrangements for the sale of equipment to certain customers. Control of the equipment has passed to these customers and management's assessment is that the likelihood of revenue reversal in future periods is remote.

The group had remaining and unsatisfied performance obligations at year end in terms of extended warranty contracts, service contracts, and in terms of certain equipment sales contracts where the consideration was received in advance from customers. These obligations are reflected as contract liabilities in the statement of financial position. Refer to note 12.

\* In the current year the classification of the timing of revenue recognition of service contracts and transport revenue was restated from at a point in time to over time.

\*\* In the current year rental revenue was restated from revenue from contracts with customers to revenue from lease arrangements.



# Notes to the summarised consolidated results *continued*

for the year ended 31 December 2024

## 3. PROFIT FROM OPERATING ACTIVITIES

	2024 R'000	2023 R'000
Profit from operating activities is arrived at after taking into account:		
<b>Income</b>		
Currency exchange gains	336 202	414 200
APDP - production incentives (i)	211 324	239 036
Net surplus on disposal of property, plant and equipment	2 500	336
<b>Expenditure</b>		
Amortisation of intangible assets	34 952	35 992
Amounts written off as credit impaired	12 970	1 257
Auditors' remuneration - audit and other services	19 394	20 445
Cash-settled employee share awards	51 801	41 403
Consulting fees	46 653	42 076
Currency exchange losses	336 386	491 143
Decrease in allowance for expected credit losses	(12 514)	(5 338)
Depreciation of property, plant and equipment (ii)	87 232	115 056
Depreciation of right-of-use assets	100 396	85 274
Impairment loss recognised on intangible assets	5 112	-
Increase in contract provision - warranty	15 299	68 942
Lease expenses	38 444	47 259
Research expenses (excluding staff costs)	51 112	37 598
Staff costs (including directors' remuneration)	1 985 334	2 063 442

(i) Income from production incentives decreased by 11,6% (2023: increased by 65,6%) due to a decrease in production volumes in the current period.

(ii) Total depreciation expense above, expressed by the nature of this expense, includes depreciation included in cost of sales and in distribution costs, administration expenses and factory operating expenses in the consolidated statement of profit or loss.

## 4. INTEREST EXPENSE

Interest expense incurred on the following:		
Bank overdrafts and loans	75 166	79 167
Lease liabilities	49 593	47 820
Industrial Development Corporation (IDC) of South Africa working capital facility	20 992	62 725
ABSA Bank of South Africa - supply chain finance	32 659	4 587
Other interest expenses *	6 640	2 469
<b>Total interest expense</b>	<b>185 050</b>	<b>196 768</b>

\* Includes interest expenses relating to extended credit terms granted to the group for goods purchased in the normal course of business.

## 5. INTEREST INCOME

Interest income earned on the following:		
Service contracts	7 979	5 780
Extended warranty contracts	44 393	35 419
Instalment sale agreements	12 483	19 938
Other interest income *	38 055	22 068
<b>Total interest income</b>	<b>102 910</b>	<b>83 205</b>

\* Includes interest income received from financial institutions and from customers on credit terms provided.

# Notes to the summarised consolidated results *continued*

for the year ended 31 December 2024

## 6. EARNINGS PER SHARE, NET ASSET VALUE PER SHARE AND GEARING RATIO

		2024	2023
Basic earnings per share is arrived at as follows:			
Profit for the year attributable to owners of Bell Equipment Limited	(R'000)	440 435	763 606
Weighted average number of shares in issue	('000)	95 629	95 629
<b>Earnings per share (basic)</b>	<b>(cents)</b>	<b>461</b>	<b>799</b>
Diluted earnings per share is arrived at as follows:			
Profit for the year attributable to owners of Bell Equipment Limited	(R'000)	440 435	763 606
Fully converted weighted average number of shares	('000)	106 488	102 639
<b>Earnings per share (diluted)</b>	<b>(cents)</b>	<b>414</b>	<b>744</b>
The group has potential ordinary shares relating to the shareholding of BEE parties in certain group entities. These BEE parties are required to sell their shares to the group at the end of the lock-in period in exchange for cash, shares in the company or in another group entity or for a combination of cash and shares, at the company's discretion. The number of shares has been adjusted for the effect of the dilutive potential shares relating to these options.			
Headline earnings per share is arrived at as follows:			
Profit attributable to owners of Bell Equipment Limited	(R'000)	440 435	763 606
Net surplus on disposal of property, plant and equipment	(R'000)	(2 500)	(336)
Taxation effect of net surplus on disposal of property, plant and equipment	(R'000)	664	81
Impairment loss recognised on intangible assets	(R'000)	5 112	-
Taxation effect of impairment loss on intangible assets	(R'000)	(1 380)	-
Reclassification to profit or loss of foreign currency translation reserve	(R'000)	1 918	-
Headline earnings	(R'000)	444 249	763 351
Weighted average number of shares in issue	('000)	95 629	95 629
<b>Headline earnings per share (basic)</b>	<b>(cents)</b>	<b>465</b>	<b>798</b>
Diluted headline earnings per share is arrived at as follows:			
Headline earnings calculated above	(R'000)	444 249	763 351
Fully converted weighted average number of shares	('000)	106 488	102 639
<b>Headline earnings per share (diluted)</b>	<b>(cents)</b>	<b>417</b>	<b>744</b>
Headline earnings is calculated in accordance with <i>Circular 1/2023</i> Headline Earnings issued by the South African Institute of Chartered Accountants.			
Net asset value per share is arrived at as follows:			
Total capital and reserves	(R'000)	5 676 940	5 285 016
Number of shares in issue	('000)	95 629	95 629
<b>Net asset value per share</b>	<b>(cents)</b>	<b>5 936</b>	<b>5 527</b>
The gearing ratio at the end of the year was as follows:			
Short-term and long-term borrowings	(R'000)	825 192	1 787 398
Cash and bank balances	(R'000)	(283 369)	(251 786)
Net debt	(R'000)	541 823	1 535 612
Total equity	(R'000)	5 676 940	5 285 016
<b>Net debt to equity ratio</b>	<b>(%)</b>	<b>9.5</b>	<b>29.1</b>

# Notes to the summarised consolidated results *continued*

for the year ended 31 December 2024

## 7. STATED CAPITAL

	2024 R'000	2023 R'000
<b>Authorised</b>		
100 000 000 (2023: 100 000 000) ordinary shares of no par value		
<b>Issued and fully paid</b>		
95 629 385 (2023: 95 629 385) ordinary shares of no par value	<b>235 541</b>	235 541

## 8. CAPITAL EXPENDITURE COMMITMENTS

Contracted	<b>9 543</b>	27 452
Authorised, but not contracted - property, plant and equipment *	<b>132 699</b>	268 562
Authorised, but not contracted - intangible assets *	<b>41 614</b>	48 570
<b>Total capital expenditure commitments</b>	<b>183 856</b>	344 584

This capital expenditure is to be financed from internal resources.

\* In the current year, the authorised, but not contracted capital expenditure commitments were split between property, plant and equipment and intangibles.

## 9. SUMMARISED SEGMENTAL ANALYSIS

Information regarding the group's reportable segments is presented below in a manner consistent with information reported to the group's chief operating decision maker for purposes of resource allocation and assessment of segment performance.

The group conducts two main business operations:

### **Manufacturing, assembly, logistics and dealer sales operations**

- OEM operations comprising manufacturing, assembly and sales of equipment and aftermarket products to independent dealers for their distribution to market.

### **Direct Sales operations**

- owned distribution operations for direct sales of own manufactured products, other third party products and the supply of aftermarket support and products to market.

The Manufacturing, assembly, logistics and dealer sales operations comprise operations in South Africa and Europe:

- South Africa includes the group's main OEM and manufacturing operations in Richards Bay and the group's global parts logistics centre in Johannesburg. The main function of these operations is to manufacture and distribute product to the rest of the group and to independent dealers in North America, Africa, South America and Australasia.
- Europe includes dealer support operations in the United Kingdom, France and Germany as well as an assembly and manufacturing plant and a parts logistics centre in Germany which distribute product to independent dealers in North America, Europe and Asia.

The Direct Sales operations comprise operations in South Africa and Rest of Africa:

- South Africa includes a number of customer service centres in South Africa and Eswatini.
- Rest of Africa includes customer service centres in Zambia and Zimbabwe. The customer service centre in Zimbabwe ceased trading during 2024.

Other operations include the results of the group's holding companies, property investment company and BBBEE companies and trust.

The accounting policies of the reportable segments are the same as the group's accounting policies except for goods in transit between the Richards Bay and Germany manufacturing plants which is included as revenue in the Manufacturing, assembly, logistics and dealer sales South Africa segment at the time the goods are shipped at Richards Bay rather than in accordance with the contractual shipping terms.

Each reportable segment, except for the other operations and inter-segmental eliminations segment, derives its revenue mainly from the sale of equipment and aftermarket products.



# Notes to the summarised consolidated results *continued*

for the year ended 31 December 2024

## 9. SUMMARISED SEGMENTAL ANALYSIS *continued*

	External Revenue R'000	Inter- segment Revenue R'000	Total Revenue R'000	Operating profit (loss) R'000	Assets R'000	Liabilities R'000
<b>December 2024</b>						
<b>Manufacturing, assembly, logistics and dealer sales operations</b>						
South Africa	2 587 577	5 823 809	8 411 386	477 157	5 677 583	4 381 303
Europe	3 868 976	365 584	4 234 560	159 448	2 691 171	1 002 364
<b>Direct Sales operations</b>						
South Africa	4 466 418	17 953	4 484 371	247 772	2 039 728	1 583 411
Rest of Africa	773 695	-	773 695	12 051	333 407	69 938
<b>Other operations and inter-segmental eliminations *</b>	-	(6 207 346)	(6 207 346)	(142 031)	(1 649 779)	(3 621 846)
<b>Total</b>	<b>11 696 666</b>	<b>-</b>	<b>11 696 666</b>	<b>754 397</b>	<b>9 092 110</b>	<b>3 415 170</b>
<b>December 2023</b>						
<b>Manufacturing, assembly, logistics and dealer sales operations</b>						
South Africa	2 575 143	6 109 345	8 684 488	833 988	6 809 847	5 335 416
Europe	5 663 734	512 328	6 176 062	158 280	3 551 137	1 776 828
<b>Direct Sales operations</b>						
South Africa	4 385 942	23 024	4 408 966	220 396	1 677 347	1 350 701
Rest of Africa	888 741	166	888 907	113 775	330 002	64 598
<b>Other operations and inter-segmental eliminations *</b>	-	(6 644 863)	(6 644 863)	(132 728)	(1 833 750)	(3 277 976)
<b>Total</b>	<b>13 513 560</b>	<b>-</b>	<b>13 513 560</b>	<b>1 193 711</b>	<b>10 534 583</b>	<b>5 249 567</b>

### Information about major customers

Included in the manufacturing, assembly, logistics and dealer sales operations segment in Europe are sales of R2,4 billion (2023: R3,8 billion) to a distributor in the United States of America which represent more than 10% of the group's external revenue. No other single customer contributed 10% or more to the group's revenue in either 2024 or 2023.

\* Inter-segmental eliminations above relate to the following:

- Revenue - the elimination of intra-group sales transactions, mainly sales from the manufacturing, assembly, logistics and dealer sales operations to other group operations.
- Operating profit - the elimination of profit or loss on intra-group transactions, mainly sales transactions from the manufacturing, assembly, logistics and dealer sales operations to the other group operations, where the inventory has not yet been on-sold to a third party at period end.
- Assets and liabilities - the intra-group transactions result in intra-group receivables and payables balances and furthermore intra-group loans are in place between certain group operations. These are eliminated on consolidation.

# Notes to the summarised consolidated results *continued*

for the year ended 31 December 2024

## 10. CONTINGENT ASSETS AND LIABILITIES

### 10.1 Contingent assets

	2024 R'000	2023 R'000
<b>10.1.1 Reimbursement right relating to standard warranty in respect of manufactured goods</b>		
Reimbursement right from component suppliers in respect of standard warranties where virtual certainty of recovery has not yet been established	<b>69 420</b>	69 280

### 10.2 Contingent liabilities

#### 10.2.1 Credit risk undertakings with financial institutions

The group entered into credit risk arrangements with certain financial institutions with recourse to the group to facilitate the financing of equipment for certain of the group's customers

##### Transactions where the group carries all the credit risk (100%)

In terms of these arrangements the group is liable for the full balance due to the financial institution in the event of default by the customer. At year-end the group's credit risk exposure under these arrangements totalled

**82 417** 37 666

In the event of default, the equipment financed would be recovered and it is estimated that on re-sale the equipment would presently realise the following towards the above liability

**92 154** 58 543

**(9 737)** (20 877)

Less: refund liability recognised

- -

Net credit risk

- -

##### Transactions where the group carries a portion of the credit risk (first loss) (60%-90%)

In terms of these arrangements the group is liable for a portion of the balance due to the financial institution in the event of default by the customer. These are first loss undertakings and the group's exposure remains unchanged until the balance due to the financial institution is redeemed below the recourse amount, at which point the group's risk would equal the balance due until fully repaid. At year-end the group's credit risk exposure under these arrangements totalled

**24 095** 28 944

In the event of default, the equipment financed would be recovered and it is estimated that on re-sale the equipment would presently realise the following towards the above liability

**29 530** 29 035

**(5 435)** (91)

Less: refund liability recognised

- -

Net credit risk

- -

##### Transactions where the group carries a portion of the credit risk (20%)

In terms of this arrangement the group is liable for 20% of the balance due to the financial institution in the event of default by the customer. At year-end the group's credit risk exposure under this arrangement totalled

**13 459** 4 019

In the event of default, the equipment financed would be recovered and it is estimated that on re-sale the equipment would presently realise the following towards the above liability

**15 251** 4 907

**(1 792)** (888)

Less: refund liability recognised

- -

Net credit risk

- -

No refund liability was recognised on these transactions as the risk of expected credit losses was considered to be insignificant.

# Notes to the summarised consolidated results *continued*

for the year ended 31 December 2024

## 11. FINANCIAL INSTRUMENTS

Categories of financial instruments included in the summarised consolidated statement of financial position:

### Financial assets

- financial assets at fair value through profit or loss;
- financial assets at amortised cost; and
- financial assets at fair value through other comprehensive income.

Classification is determined by both the group's business model as well as the contractual cash flow characteristics of the asset.

Financial assets carried on the statement of financial position include cash and bank balances, investments, interest-bearing receivables, trade and other receivables and other assets (forward foreign exchange contracts).

### Financial liabilities

- financial liabilities at fair value through profit or loss; and
- financial liabilities at amortised cost.

Financial liabilities as disclosed in the statement of financial position include interest-bearing liabilities, lease liabilities, trade and other payables, bank overdrafts and overnight call loans and other liabilities (forward foreign exchange contracts).

### Fair value of financial instruments

#### Financial assets at amortised cost

Interest-bearing receivables, trade and other receivables, excluding the value added taxation receivable, and cash and bank balances are measured at amortised cost. The directors consider that the carrying amount of trade and other receivables and cash and bank balances approximates their fair value due to the short-term nature of these instruments. The carrying amount of interest-bearing receivables approximates their fair value owing to the market related interest rates charged on these agreements.

#### Financial liabilities at amortised cost

Interest-bearing liabilities, lease liabilities, trade and other payables, and bank overdrafts and overnight call loans are measured at amortised cost. The directors consider that the carrying amount of trade and other payables, excluding the value added taxation payable, and bank overdrafts and overnight call loans approximates their fair value due to the short-term nature of these instruments. The carrying amount of interest-bearing liabilities approximates their fair value owing to the market related interest rates on these instruments.

#### Financial assets and liabilities at fair value through profit or loss

Financial assets and liabilities carried at fair value through profit or loss include forward foreign exchange contracts presented in the statement of financial position as other assets or liabilities. The group measures forward foreign exchange contracts at fair value on a recurring basis based on the market approach, using inputs other than quoted prices (Level 2). The fair value of these contracts is based on observable forward exchange rates at year-end from an independent provider of financial market data.

The details of forward foreign exchange contracts held at 31 December 2024 are listed below.

	Foreign amount '000	Rate R	Contract value in Rands R'000	Market value in Rands R'000	Fair value gain (loss) R'000
<b>December 2024</b>					
<b>Import contracts</b>					
British Pound	3 700	22.95	84 929	87 811	2 882
Euro	1 400	19.56	27 379	27 522	143
Japanese Yen	889 952	8.24	107 948	108 231	283
<b>Export contracts</b>					
Euro	2 000	19.69	39 389	39 731	(342)
United States Dollar	25 150	18.27	459 594	478 036	(18 442)
<b>December 2023</b>					
<b>Import contracts</b>					
British Pound	5 850	23.02	134 657	137 110	2 453
Euro	12 814	20.39	261 283	262 104	821
Japanese Yen	1 198 497	7.72	155 178	157 613	2 435
United States Dollar	500	18.44	9 220	9 197	(23)
<b>Export contracts</b>					
United States Dollar	32 500	19.04	618 727	599 156	19 571

# Notes to the summarised consolidated results *continued*

for the year ended 31 December 2024

## 11. FINANCIAL INSTRUMENTS *continued*

### Fair value of financial instruments *continued*

#### *Investments at fair value through other comprehensive income*

Investments carried at fair value through other comprehensive income include listed and unlisted equity instruments. These investments are measured at fair value on a recurring basis. The fair value of listed investments is based on quoted market prices (Level 1).

For its unlisted investment (Level 3), the group used the market approach to estimate the fair value of its investment as the group does not have access to future forecast information with regards to the investment entity. The unlisted entity operates within the dealer and distribution network of the heavy equipment industry.

The group used an EBITDA multiple method for the valuation of the investment. An EBITDA multiple of 8.60 (December 2023: 7.40) was used to estimate the fair value of the entity. The EBITDA multiple of 8.60 represents an average of observable EBITDA multiples of a number of listed entities within the heavy equipment industry. The EBITDA multiples were obtained from a reputable market database. The fair value measurement has been classified as a Level 3 measurement. A 10% decrease or increase in the EBITDA multiple, would have a R6,6 million (2023: R8,5 million) decrease or increase impact on the fair value of the investment. The fair value loss of R7,7 million (2023: fair value loss of R32,6 million) was accounted for in other comprehensive income. There were no significant inter-relationships between unobservable inputs that materially affect the fair value of the investment.

A reconciliation of this unlisted equity investment is presented below:

	2024 R'000	2023 R'000
<b>Opening balance</b>	<b>32 563</b>	58 180
Translation difference	(1 404)	6 959
Fair value loss recognised in other comprehensive income	(7 715)	(32 576)
<b>Closing balance</b>	<b>23 444</b>	32 563

#### *Valuation techniques and fair value hierarchy*

There was no change in the valuation techniques used for forward foreign exchange contracts (Level 2) and listed (Level 1) and unlisted investments (Level 3).

For all fair value measurements disclosed above, there were no transfers between levels of the fair value hierarchy during the year.

## 12. CONTRACT LIABILITIES

Contract liabilities consist of the following:		
Advance receipts from customers	76 192	93 011
Deferred warranty income	222 739	238 941
Deferred service contract income	57 070	61 626
Deferred finance income liability	109 746	114 394
	<b>465 747</b>	507 972
Less: current portion	(276 038)	(281 446)
Long-term portion	<b>189 709</b>	226 526

## 13. RESTRICTED ACCESS TO CASH AND BANK BALANCES

The group's cash and bank balances includes an amount which forms part of the group's operation in Russia and which is not accessible by the group outside Russia due to sanctions.

Cash and bank balances in Russia (i)	67 194	66 403
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(i) There are no other significant assets in this operation.



# Notes to the summarised consolidated results *continued*

for the year ended 31 December 2024

## 14. IMPAIRMENT CONSIDERATIONS AND IMPACT ON THE FINANCIAL RESULTS FOR THE YEAR ENDED 31 DECEMBER 2024

### IAS 36 Impairment of Assets

In terms of IAS 36 *Impairment of Assets* the group is required to perform tests for impairment of assets based on the expected future cash flows pertaining to these assets whenever there is an indication that these assets may be impaired.

At 31 December 2024 the market capitalisation and net asset value of the group were R3,9 billion (2023: R2,2 billion) and R5,7 billion (2023: R5,3 billion) respectively. This is an indicator of possible impairment of the group's business in terms of IAS 36.

Management has identified two types of CGU's and has adopted the following approach in order to assess the relevant CGU for impairment:

- **OEM CGU:** The Richards Bay manufacturing component (BECSA), the Germany manufacturing and assembly component (Kindel), the Germany logistics centre component (Alsfeld), BEGS including the GLC component and Bell Equipment North America Inc. component (BENA), constitute this main CGU. Management has calculated a fair value for this CGU using a discounted cash flow model which is compared to the relevant net assets within the CGU in order to determine whether there is any need for impairment of OEM assets. A discounted cash flow valuation was performed for each of the components and the sum of the fair values of the components was compared with the carrying amount of the assets recorded in the financial statements for the OEM CGU. The OEM CGU comprises the manufacturing, assembly, logistics and dealer sales operation in South Africa segment and the manufacturing, assembly, logistics and dealer sales operation in Europe segment. Refer to note 14.1 below.
- **Dealer CGU's:** There are a number of CGU's relating to the owned direct sales operations, such as BESSA. Management performed a qualitative risk assessment of the profitability and any potential exposure of assets within the relevant CGU to impairment under IAS 36. No impairment losses were identified from this review.

#### 14.1 Impairment considerations of the OEM CGU

The following was considered in the valuation of the OEM CGU, based on discounted cash flow methodology:

- discounted cash flow valuation principles were applied in assessing the expected future cash flows pertaining to each of the operations comprising the OEM CGU. A fair value less costs to sell measurement assessment was performed. This has been classified as a Level 3 fair value measurement.
- the key assumptions used in the valuations related to financial forecasts, cash flow projections, terminal growth rates and discount rates as disclosed in note 5.1 of the consolidated annual financial statements.

The financial forecasts and cash flow projections were approved by the board of directors. Specialists were engaged to determine appropriate discount rates and terminal growth rates, to review the appropriateness of the valuation methodology applied and the accuracy of implementation thereof by management.

No impairment losses relating to the operations comprising the OEM CGU were identified from this review.

#### 14.2 Impairment considerations of specific asset categories

Further consideration was given to the possible impairment of specific asset categories on the statement of financial position.

##### • **Inventory**

The group conducted a detailed assessment of the valuation of inventory at 31 December 2024. All inventory is valued at the lower of cost and net realisable value. At 31 December 2024, an amount of R486,6 million (2023: R406,1 million) included in inventory was carried at net realisable value. Included in cost of sales in the current year is an amount of R72,7 million (2023: R94,5 million) in respect of write-downs of inventory.

##### • **Trade and interest-bearing receivables**

The balances owed by customers to the group are reviewed on an ongoing basis, with specific emphasis on protecting the value of the group's security, comprising mainly the financed equipment. There has been no change to this approach during the current year. At 31 December 2024, the allowances for expected credit losses on trade and interest-bearing receivables totalled R40,2 million (2023: R52,3 million). This is considered to be adequate.

The group has a concentration of credit risk in its North American distributor in which the group holds a 10% equity interest. At 31 December 2024, the trade receivable balance of the North American distributor totalled R197,3 million (December 2023: R703,9 million) which is considered recoverable.

##### • **Property, plant and equipment**

There has been no change in the group's plans to use its assets to support revenue generating activities. The group's freehold land and buildings were revalued during 2022 as part of the three-year revaluation cycle. There has been no material change in the information and assumptions used since the previous valuations of land and buildings. No impairment of property, plant and equipment was considered necessary.

##### • **Intangible assets**

A review was conducted of capitalised engineering development costs and projects to the value of R5,1 million (December 2023: Rnil) were discontinued and impaired in the current period.

# Notes to the summarised consolidated results *continued*

for the year ended 31 December 2024

## 14. IMPAIRMENT CONSIDERATIONS AND IMPACT ON THE FINANCIAL RESULTS FOR THE YEAR ENDED 31 DECEMBER 2024 *continued*

### IAS 36 *Impairment of Assets* *continued*

#### 14.3 Impairment considerations of Russian operation

Due to the ongoing Russia-Ukraine conflict and sanctions imposed, the assets relating to the group's operation in Russia were tested for impairment. Access to the cash and bank balances in this operation is restricted at present (refer to note 13). There are no other significant assets in this operation. No impairment losses were identified from this review.

#### 14.4 Directors' assessment of going concern

As part of the assessment of the appropriateness of adopting the going concern basis in preparing the consolidated annual financial statements for the year ended 31 December 2024, the directors considered the group's cash flow forecast for the next twelve months. This forecast is based on expected demand for the next 12 months. The cash flow forecast reflects that the group expects to operate within facility levels and generate sufficient cash flows to settle its obligations when due. Management constantly monitors the facility levels in relation to the group's cash flow forecast. The group's lenders continue to support the business.

The group's net debt at 31 December 2024 has decreased since 2023 to approximately R0,5 billion (2023: R1,5 billion).

The directors consider it appropriate that the year-end financial statements are prepared on a going concern basis.

## 15. PRIOR YEAR RESTATEMENTS

### *Financing activities in the consolidated statement of cash flows*

In the current year it was identified that overnight call loans do not meet the definition of cash and cash equivalents. Cash flows on overnight call loans were therefore reclassified as financing activities on the consolidated statement of cash flows. The prior period has been restated accordingly, resulting in net repayments of R66,6 million on overnight call loans being reclassified from net decrease in cash for the year to cash utilised in financing activities in the prior year consolidated statement of cash flows. The balance on overnight call loans at 31 December 2023 was R253,9 million. This error was due to incorrect classification of certain of the group's overnight call loans.

The consolidated statement of cash flows was impacted by the correction of the prior period error. There was no impact on the consolidated statement of financial position and the consolidated statement of profit or loss.

The restatement adjustments relating to the correction of the above error are as follows:

	As previously reported R'000	Correction of errors R'000	Restated R'000
<b>For the year ended 31 December 2023</b>			
<b>Net cash utilised in financing activities</b>	(481 002)	(66 619)	(547 621)
<b>Within which the following were impacted:</b>			
Overnight call loans - drawdowns	-	3 781 909	3 781 909
Overnight call loans - repaid	-	(3 848 528)	(3 848 528)
<b>Net decrease in cash for the year</b>	(437 474)	(66 619)	(504 093)
<b>Net bank overdrafts at beginning of the year</b>	(302 763)	320 549	17 786
<b>Net bank overdrafts at end of the year</b>	(740 237)	253 930	(486 307)
<b>Net bank overdrafts</b>			
Bank overdrafts and overnight call loans	(992 023)	-	(992 023)
Overnight call loans	-	253 930	253 930
Bank overdrafts	(992 023)	253 930	(738 093)
Cash and bank balances	251 786	-	251 786
<b>Net bank overdrafts at end of the year</b>	(740 237)	253 930	(486 307)

# Notes to the summarised consolidated results *continued*

for the year ended 31 December 2024

## 16. DIRECTORS' AND PRESCRIBED OFFICERS' REMUNERATION

The information in respect of directors' and prescribed officers' remuneration is included in the Remuneration Committee Report on page 92.

The details of the number of phantom share awards held by directors and prescribed officers at the end of the year is included in the Remuneration Committee Report on pages 101 to 103.

## 17. SUBSEQUENT EVENTS

### 17.1 Dividend consideration

Notice is hereby given that the directors have declared a gross final cash dividend of 160 cents per ordinary share for the year ended 31 December 2024 payable to ordinary shareholders in accordance with the timetable below.

The net final dividend is 128 cents per share for ordinary shareholders who are subject to the 20 percent dividend withholding tax. The aggregate amount of the proposed dividend expected to be paid, but not recognised as a liability at year end, is R153 million.

The dividend has been declared from income reserves.

The company's income tax reference number is 9022169206.

The issued share capital at the declaration date is 95 629 385 ordinary shares.

The salient dates for the dividend will be as follows:

Last day of trade to receive a dividend	Monday, 14 April 2025
Shares commence trading "ex" dividend	Tuesday, 15 April 2025
Record date	Thursday, 17 April 2025
Payment date	Tuesday, 22 April 2025

Share certificates may not be dematerialised or rematerialised between Tuesday, 15 April 2025, and Thursday, 17 April 2025, both days inclusive.

### 17.2 Change in Value Added Tax (VAT) Rate

On 12 March 2025, South Africa's Finance Minister delivered the annual budget speech, announcing a planned increase in the Value Added Tax (VAT) rate of 0.5% effective 1 May 2025, raising the rate from 15% to 15.5%. An additional 0.5% increase is planned for the 2026/2027 fiscal year, which, if implemented, will bring the VAT rate to 16% by 1 April 2026.

The proposed VAT increase is pending parliamentary approval. Management is monitoring the situation and will assess the potential impact of the VAT rate change on the group's operations once the legislative process is finalised.

No other fact or circumstance material to the appreciation of these summarised consolidated financial statements has occurred between 31 December 2024 and the date of this report.

# Shareholder analysis

Register date: 27 December 2024

Issued share capital: 95 629 385

Treasury shares: 32 233

	No of shareholdings	%	No of shares	%
<b>SHAREHOLDER SPREAD</b>				
1 - 1 000 shares	5 488	91,77	292 999	0,31
1 001 - 10 000 shares	370	6,19	1 392 179	1,46
10 001 - 100 000 shares	94	1,57	2 792 769	2,92
100 001 - 1 000 000 shares	18	0,30	5 568 679	5,82
1 000 001 shares and over	10	0,17	85 582 759	89,49
<b>Totals</b>	<b>5 980</b>	<b>100,00</b>	<b>95 629 385</b>	<b>100,00</b>
<b>DISTRIBUTION OF SHAREHOLDERS</b>				
Banks/Brokers	28	0,47	10 092 180	10,55
Close Corporations	14	0,23	131 954	0,14
Endowment Funds	2	0,03	7 001	0,01
Individuals	5 790	96,83	4 627 528	4,84
Insurance Companies	11	0,18	386 860	0,40
Investment Companies	17	0,28	7 158 481	7,49
Mutual Funds	13	0,22	48 468	0,05
Other Corporations	47	0,79	71 999 613	75,29
Own Holdings	2	0,03	1 351	0,01
Private Companies	1	0,02	797 353	0,83
Retirement Funds	1	0,02	32 233	0,03
Trusts	54	0,90	346 363	0,36
<b>Totals</b>	<b>5 980</b>	<b>100,00</b>	<b>95 629 385</b>	<b>100,00</b>
<b>PUBLIC/NON PUBLIC SHAREHOLDERS</b>				
<b>Non - Public Shareholders</b>	<b>8</b>	<b>0.13</b>	<b>67 100 257</b>	<b>70,17</b>
Directors & Associates of the Company	6	0.10	27 931	0,03
Bell Equipment Share Scheme	1	0.01	32 233	0,04
Strategic Holders of more than 10%	1	0.02	67 040 093	70,10
<b>Public Shareholders</b>	<b>5 972</b>	<b>99.87</b>	<b>28 529 128</b>	<b>29,83</b>
<b>Totals</b>	<b>5 980</b>	<b>100.00</b>	<b>95 629 385</b>	<b>100,00</b>
<b>RESIDENT/NON RESIDENT</b>				
Resident	5 910	98.83	92 804 999	97,05
Non-Resident	70	1.17	2 824 386	2,95
<b>Totals</b>	<b>5 980</b>	<b>100.00</b>	<b>95 629 385</b>	<b>100,00</b>
<b>TOP 10 BENEFICIAL SHAREHOLDERS</b>				
I A Bell And Company (Pty) Ltd			67 040 093	70,10
Zenithar (Pty) Ltd			4 516 347	4,72
Peregrine			4 295 893	4,49
Zarclear Holdings			3 584 654	3,75
Absa			2 828 459	2,96
Sanlam			1 603 542	1,68
Pershing			1 283 977	1,34
Gilmour, S			1 115 025	1,17
Perspective Investment Management			971 369	1,02
Government Employees Pension Fund			797 353	0,83
<b>Totals</b>			<b>88 036 712</b>	<b>92,06</b>
<b>Top 10 Institutional shareholders</b>				
Peregrine			4 295 893	4,49
Zarclear			3 584 654	3,75
Absa Capital			2 828 459	2,96
Sanlam Investment Management			2 400 895	2,51
Pershing Llc			1 283 977	1,34
Perspective Investment Management			971 369	1,01
Clearstream Banking SA Luxembourg			593 473	0,62
Morgan Stanley (Custodian)			486 007	0,51
Peresec Prime Brokers			416 036	0,44
Fairtree Capital			372 617	0,39
<b>Totals</b>			<b>17 233 380</b>	<b>18,02</b>



		Indirect	No of shares	%
<b>DIRECTORS &amp; ASSOCIATES OF THE COMPANY</b>				
<b>Bell, GW</b>	Chairman	<b>23 701</b>		<b>0,02</b>
Bell, RL		23 400		
Bell, MJ		301		
<b>Bell, AJ</b>	CEO from 1 January 2024		<b>30</b>	<b>0,00</b>
Bell, AJ			30	0,00
<b>Harie, B</b>	shareholder in subsidiary		<b>1 000</b>	<b>0,00</b>
Harie, B			1 000	0,00
<b>Mabaso-Koyana, SN</b>	shareholder in subsidiary		<b>1 000</b>	<b>0,00</b>
Mabaso-Koyana, SN			1 000	0,00
<b>Totals</b>		<b>23 701</b>	<b>2 030</b>	<b>0,02</b>
<b>Bell Equipment Share Scheme</b>				
Bell Equipment Group Services (Pty) Ltd			32 233	0,03
<b>Totals</b>			<b>32 233</b>	<b>0,03</b>
<b>Strategic Holders of more than 10%</b>				
I A Bell And Company (Pty) Ltd			67 040 093	70,10
<b>Totals</b>			<b>67 040 093</b>	<b>70,10</b>

	No of Shareholdings	%	No of Shares	%
<b>RESIDENT/NON-RESIDENT SPLIT</b>				
South Africa	5 910	98,82	92 804 999	97,05
United States	8	0,13	1 613 888	1,69
Luxembourg	1	0,02	593 473	0,62
United Kingdom	5	0,08	496 888	0,52
France	1	0,02	30 500	0,03
Germany	3	0,05	24 311	0,03
Namibia	18	0,30	23 756	0,02
Switzerland	2	0,03	16 000	0,02
New Zealand	5	0,08	13 600	0,01
UAE	3	0,05	8 217	0,01
Mauritius	1	0,02	3 000	0,00
Zimbabwe	1	0,02	380	0,00
Botswana	1	0,02	270	0,00
Eswatini	10	0,16	57	0,00
Lesotho	9	0,15	43	0,00
Korea	1	0,02	2	0,00
Honduras	1	0,02	1	0,00
<b>Totals</b>	<b>5 980</b>	<b>100,00</b>	<b>95 629 385</b>	<b>100,00</b>

## Shareholder diary

Financial year end 31 December 2024

Integrated annual report April 2025

Annual general meeting 3 June 2025

Interim results announcement September 2025

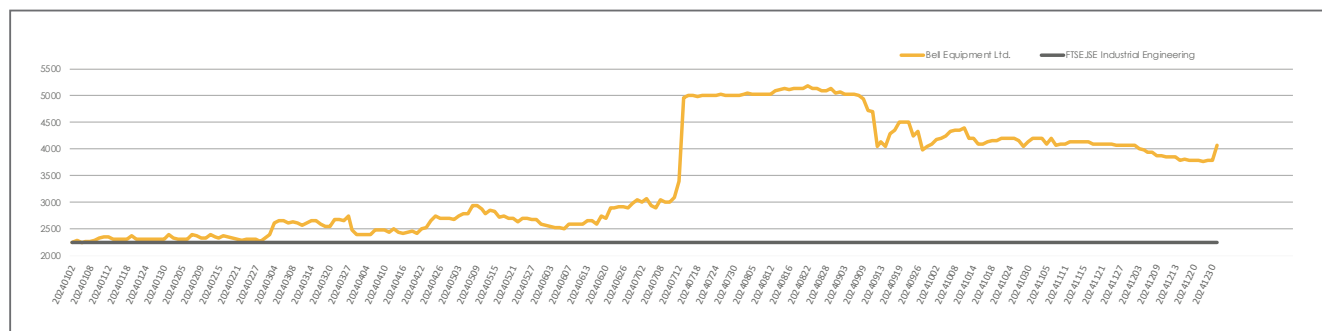
## Bell Equipment Limited Share Trades 1 January 2024 to 31 December 2024

Year	Month	Cents per share High	Cents per share Low	Number of deals	Volume	Value R
2024	January	2411	2250	495	860 073	19 784 018
2024	February	2409	2259	186	287 982	6 662 814
2024	March	2774	2300	574	1 188 780	30 844 795
2024	April	2880	2305	730	7 166 127	176 236 100
2024	May	2957	2575	581	513 079	14 078 357
2024	June	3100	2505	297	591 300	16 332 412
2024	July	5050	2856	1393	3 824 355	170 826 719
2024	August	5190	4950	520	1 690 066	85 963 604
2024	September	5070	3900	1265	2 879 000	124 160 463
2024	October	4529	3999	600	1 268 331	52 887 071
2024	November	4200	3923	139	128 406	5 278 486
2024	December	4099	3600	227	159 829	6 122 628

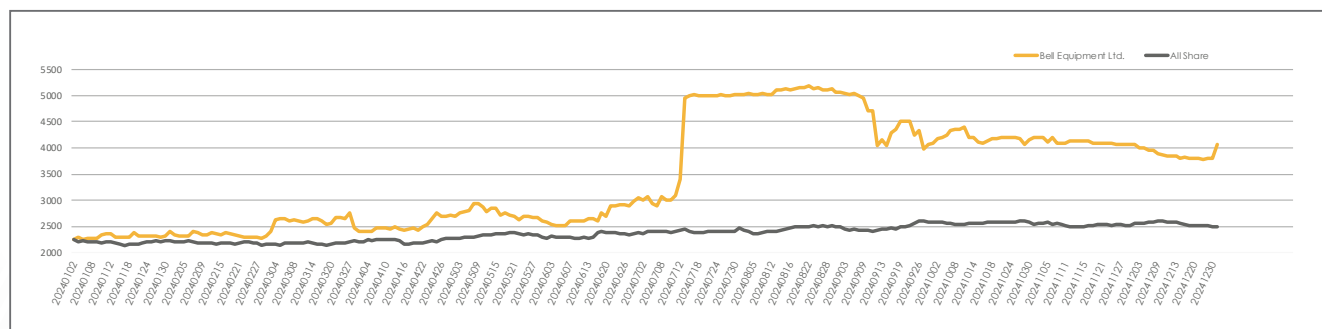
### Traded price (cents per share)

Close	4 063
High	5 190
Low	2 250
Market capitalisation	3 885 421 913
Value of shares traded	709 177 467
Value traded as % of mktcap	18,25%
Volume of shares traded	20 557 328
Volume traded as % of number in issue	21,50%
PE ratio	8,81 times
Dividend Yield	0%
Earnings Yield	11,35%
Period-end Market Price/NAV	68,45%
Shares in issue Shares	95 629 385
Average no of shares in issue	95 629 385
Shares issued/ repurchased	0
Number of shareholders	5 980

### Bell Equipment Ltd. vs FTSEJSE Industrial Engineering



### Bell Equipment Ltd. vs All Share Index



# Glossary

ADT	Articulated Dump Truck
AGM	Annual General Meeting
AIS	Automotive Investment Scheme
ALC	American Logistics Centre
AMD	Agricultural Machinery Distributors
APDP	Automotive Production and Development Programme
Autonomous	Driverless
Bell Equipment or Bell or the group	Bell Equipment Limited and its subsidiaries
BEE or BBBEE	Black Economic Empowerment or Broad-Based Black Economic Empowerment
BEE Manco	K2019577563 (South Africa) (RF) Proprietary Limited
BECSA	Bell Equipment Company SA Proprietary Limited
BECSA Holdings	BECSA Holdings Limited
BEE0	Bell Equipment European Operations comprising the Bell operations in Germany, UK and France
BEFT	Bell Equipment Foundation Trust
BEGS	Bell Equipment Group Services Proprietary Limited
BENA	Bell Equipment North America Inc.
BESSA	Bell Equipment Sales South Africa Limited
BESSA BEE SPV	K2017044733 (South Africa) (RF) Proprietary Limited
BHI	Bell Heavy Industries
BHL	Bell Equipment SA Holdings Limited
CBAM	Carbon Border Adjustment Mechanism
CEO	Chief Executive
CFO	Chief Financial Officer
CGU	Cash Generating Unit
COBIT	Control Objectives for Information and Related Technology
Companies Act	Companies Act of South Africa No 71 of 2008 (as amended)
COVID-19	Corona virus disease
CRM	Customer Relations Management
CSC	Customer Service Centre
CSDP	Central Securities Depository Participant
CSI	Corporate Social Investment
DBSA	Development Bank of Southern Africa
DOE	Department of Environmental Affairs
DMRE	Department of Mineral Resources and Energy
DRC	Democratic Republic of the Congo
DTIC	Department of Trade, Industry and Competition
ELC	European Logistics Centre
EME	Exempted Micro Enterprise
ERP	Enterprise Resource Planning
ESD	Enterprise and Supplier Development
ESG	Environment, Social and Governance
EU	European Union
EYE customer service	External Customer Monitoring Service
FD	Financial Director
FTA	Field Technical Analyst
GDP	Gross Domestic Product
GDPR	General Data Protection Regulation
GEC	Group Executive Committee
GHG	Greenhouse Gas
GLC	Global Logistics Centre
GNU	Government of National Unity

HEPS	Headline earnings per share
HVO	Hydrogenated vegetable oil
IAR	Integrated Annual Report
IDC	Industrial Development Corporation
IFRIC	International Financial Reporting Interpretations Committee
IFRS	International Financial Reporting Standards
IRBA	Independent Regulatory Board for Auditors
ISO	International Standards Organisation
IT	Information Technology
John Deere	John Deere Construction and Forestry Company, a Delaware corporation
JSE	Johannesburg Stock Exchange Limited
King III™	King Code of Governance Principles and the King Report on Governance
King IV™	King IV Report on Corporate Governance in South Africa, 2016
KPI	Key Performance Indicators
LHD	Load, Haul, Dump Loaders
LIMUSA	Liberated Metalworkers Union of South Africa
LTIFR	Lost Time Injury Frequency Rate
LTIS	Long Term Incentive Scheme
LTRS	Lifetime Revenue Stream
Matriarch	Bell brand name for forestry products
MEIBC	Metal and Engineering Industries Bargaining Council
MERSETA	Manufacturing, Engineering and Related Services Sector Education Training Authority
MHCV	Medium and Heavy Commercial Vehicle
MOI	Memorandum of Incorporation
NPAT	Net Profit after Tax
NUMSA	National Union of Metalworkers of South Africa
OEM	Original Equipment Manufacturer
PDS	Pedestrian Detection System
PIFR	Production Injury Frequency Rate
POPIA	Protection of Personal Information Act No 4 of 2013 (as amended)
QSE	Qualifying Small Enterprise
ROE	Return on Equity
ROIC	Return on Invested Capital
SAICA	South African Institute of Chartered Accountants
SANRAL	South African National Roads Agency
SAP	System Applications and Products in Data Processing
SDG	Sustainable Development Goals
SED	Social Economic Development
SEFA	Small Enterprise Finance Agency
SENS	Stock Exchange News Service
SIBI	Sibi Capital Proprietary Limited
STIS	Short Term Incentive Scheme
SVA	Shareholder Value Add
TCFD	Task Force on Climate Related Financial Disclosures
TIFR	Total Injury Frequency Rate
TLB	Tractor Loader Backhoe
TMP cycle	Trough, mid and peak cycle
UASA	United Association of South Africa
UN	United Nations
US	United States of America
WOW	War on waste
YES Programme	Youth Employment Service Programme
ZCDF	Zambian Constituency Development Fund



# Notice of annual general meeting

## BELL EQUIPMENT LIMITED

(Incorporated in the Republic of South Africa)

(Registration number: 1968/013656/06)

ISIN Code: ZAE000028304

Share code: BEL

('Bell Equipment' or 'the company')

Notice is hereby given to shareholders that the 57th annual general meeting (the 'AGM') of shareholders of Bell Equipment is scheduled to be held via electronic communication, as permitted by the listings requirements of the JSE (the 'JSE Listings Requirements'), the provisions of the Companies Act 2008 (Act No 71 of 2008) (the 'Companies Act') and the company's Memorandum of Incorporation ('MOI'). Bell Equipment is permitted in terms of the Companies Act to hold a shareholders' meeting (which would include an annual general meeting) entirely by electronic communication if its MOI does not prevent this (which the MOI does not). Full details concerning how the meeting will be held through electronic communication can be found at the end of this notice.

The AGM will be held on Tuesday, 3 June 2025 at 11h00 to: (i) deal with such business as may lawfully be dealt with at the AGM; and (ii) consider and, if deemed fit, pass, with or without modification, the ordinary and special resolutions set out hereunder in the manner required by the Companies Act as read with the JSE Listings Requirements. For the avoidance of doubt the passing of any of the resolutions below is not intended to supersede similar resolutions passed previously by the shareholders, unless that is either clearly provided in the resolution or is a necessary implication of the passing of the resolution contemplated in this notice.

All terms defined in the glossary on page 124 bear the same meaning in this notice.

The company has secured the services of The Meeting Specialist Proprietary Limited ('TMS') to remotely host the AGM on an interactive electronic platform, in order to facilitate remote attendance, participation and voting by shareholders. The transfer secretaries, JSE Investor Services Proprietary Limited ('JIS'), have been retained to act as the scrutineer for the purposes of the AGM.

Although voting will be permitted by way of electronic communication, shareholders are encouraged to make use of forms of proxy for purposes of voting at the AGM.

The company does not accept responsibility, and will not be held liable, for any action of, or omission by, any CSDP or broker including, without limitation, any failures on the part of the CSDP or broker to notify any shareholder holding shares in dematerialised form of the AGM convened in terms of this notice.

## RECORD DATES

In terms of Section 59(1)(a) and (b) of the Companies Act and the JSE Listings Requirements, the board of directors of the company (the 'board') has set the record dates for:

- determining which shareholders are entitled to receive notice of the AGM (being the date on which a shareholder must be registered in the company's securities register in order to receive notice of the AGM), as Thursday, 17 April 2025;
- the last day to trade in order to be eligible to attend, participate and vote at the AGM, as Tuesday, 20 May 2025;
- determining which shareholders are entitled to attend, participate in and vote at the AGM (being the date on which a shareholder must be registered in the company's securities register), as Friday, 23 May 2025.

## CONSIDERATION OF THE FINANCIAL STATEMENTS AND REPORTS

To consider the annual financial statements of the group for the financial year ended 31 December 2024, including the directors' report, the independent auditor's report, the audit committee report, the social, ethics and transformation committee report and the remuneration committee report.

The audited annual financial statements of the company for the financial year ended 31 December 2024, including the directors' report, the independent auditor's report and the audit committee's report, will be distributed as required, and can be obtained, free of charge, by requesting a copy from the company secretary by way of email at [diana.mcilrath@bellequipment.com](mailto:diana.mcilrath@bellequipment.com) or by way of post for attention: the Company Secretary, 13 - 19 Carbonode Cell Road, Alton, Richards Bay, 3900 and will be available on the company's website at [www.bellir.co.za](http://www.bellir.co.za).

The social, ethics and transformation committee's report, the remuneration committee report and the summarised consolidated financial statements for the year ended 31 December 2024 are included in the integrated annual report on pages 88, 92 and 104.

Shareholders are reminded to obtain their own copies on [www.bellir.co.za](http://www.bellir.co.za) so as to be able to follow any discussion.

## ORDINARY BUSINESS

To consider and, if deemed fit, to pass, with or without modification, all of the ordinary resolutions set out below.

The minimum percentage of voting rights required for each of the ordinary resolutions set out below to be adopted is more than 50% (fifty percent) of the voting rights exercised on each of the resolutions by shareholders present or represented by proxy at the AGM.

### 1. ORDINARY RESOLUTION 1.1 to 1.3: RE ELECTION OF DIRECTORS RETIRING BY ROTATION

- 1.1 Resolved that R Naidu be and is hereby re elected as a non executive director of the company;
- 1.2 Resolved that M Ramathe be and is hereby re elected as a non executive director of the company; and
- 1.3 Resolved that M Geyer be and is hereby re elected as a non executive director of the company.

#### Reason and Effect

In accordance with clause 5.1.10 of the MOI, one third of the non executive directors are required to retire from office at each AGM and may offer themselves for re election. Messrs. R Naidu and M Geyer and Mrs M Ramathe retire by rotation at the AGM in accordance with clause 5.1.10 of the MOI and have offered themselves for re election.

Brief particulars of the qualifications and experience of the abovementioned directors are available on page 34 in the integrated annual report of which this notice forms part.

The board, having received a positive recommendation as to each of the directors from the nominations committee, is satisfied with the performance of each of the directors standing for re election and that they will continue to make an effective and valuable contribution to the company and the board. The board accordingly recommends to shareholders that they should vote in favour of the re election of the directors referred to in ordinary resolution number 1, each by way of a separate resolution.

### 2. ORDINARY RESOLUTIONS 2.1 to 2.5: ELECTION OF THE MEMBERS OF THE SOCIAL, ETHICS AND TRANSFORMATION COMMITTEE

- 2.1 Resolved that subject to her re election as a director, M Ramathe be and is hereby elected as a member of the social, ethics and transformation committee until the conclusion of the AGM to be held in 2026;
- 2.2 Resolved that subject to his re election as a director, R Naidu be and is hereby elected as a member of the social, ethics and transformation committee until the conclusion of the AGM to be held in 2026;
- 2.3 Resolved that G Bell be and is hereby elected as a member of the social, ethics and transformation committee until the conclusion of the AGM to be held in 2026;
- 2.4 Resolved that A Bell be and is hereby elected as a member of the social, ethics and transformation committee until the conclusion of the AGM to be held in 2026; and
- 2.5 Resolved that K van Haght be and is hereby elected as a member of the social, ethics and transformation committee until the conclusion of the AGM to be held in 2026.

#### Reason and effect

Pursuant to the Companies Act Amendments, section 61(8)(c)(iii) read with section 72(9A)(a) of the Companies Act requires that public companies elect a social and ethics committee at each AGM.

Brief particulars of the qualifications and experience of the abovementioned members are available on page 34 in the integrated annual report of which this notice forms part.

The nominations committee assessed the suitability of each member, taking into consideration independence, performance, skills and expertise requirements, and the board accepted the results of the assessment.

Accordingly, the board recommends to shareholders that they should vote in favour of the election of the social, ethics and transformation committee members referred to in ordinary resolution number 2, each by way of a separate resolution.

### 3. ORDINARY RESOLUTIONS 3.1 to 3.4: ELECTION OF THE MEMBERS OF THE AUDIT COMMITTEE

- 3.1 Resolved that D Lawrance an independent non executive director of the company is elected as a member of the audit committee until the conclusion of the AGM to be held in 2026;
- 3.2 Resolved that subject to his re election as a director, R Naidu an independent non executive director of the company is elected as a member of the audit committee until the conclusion of the AGM to be held in 2026;
- 3.3 Resolved that subject to her re election as a director, M Ramathe an independent non executive director of the company is elected as a member of the audit committee until the conclusion of the AGM to be held in 2026; and
- 3.4 Resolved that U Maharaj an independent non executive director of the company is elected as a member of the audit committee until the conclusion of the AGM to be held in 2026.

#### Reason and Effect

In terms of Section 94(2) of the Companies Act, each audit committee member must be elected by shareholders each year at the AGM.

In terms of Regulation 42 of the Companies Regulations 2011, promulgated pursuant to the Companies Act, at least one third of the members of the company's audit committee at any particular time must have academic qualifications, or experience in economics, law, corporate governance, finance, accounting, commerce, industry, public affairs or human resource management.

The board is satisfied that each of the proposed members is duly qualified and with sufficient experience, as is evident from the brief biographies of each member on page 34 in the integrated annual report of which this notice forms part and that if all the above individuals are elected, the audit committee will comply with all relevant requirements and be able to

perform its duties in terms of the Companies Act and the JSE Listings Requirements. Accordingly, the board recommends to shareholders that they should vote in favour of the election of the audit committee members referred to in ordinary resolution number 3, each by way of a separate resolution.

#### **4. ORDINARY RESOLUTION 4: APPOINTMENT OF AUDITORS**

Resolved that PricewaterhouseCoopers Inc. upon the recommendation of the audit committee, is appointed as the independent registered auditor of the company until the conclusion of the next AGM, and that Mr Pieter Vermeulen be noted as the designated engagement partner until the conclusion of the next AGM.

##### **Reason and Effect**

Section 90(1) of the Companies Act and the JSE Listings Requirements stipulate that the company must, each year at its annual general meeting, appoint an auditor meeting the requirements of Section 90(2) of the Companies Act.

The audit committee has satisfied itself that the proposed auditor, PricewaterhouseCoopers Inc., is independent of the company in accordance with Section 90 and 94 of the Companies Act. The audit committee has recommended the appointment of PricewaterhouseCoopers Inc. as the independent registered auditor of the company until the next AGM. The audit committee has confirmed that Mr Pieter Vermeulen is suitable for appointment as the designated engagement partner.

#### **5. ORDINARY RESOLUTION 5: PLACEMENT OF CERTAIN OF THE AUTHORISED BUT UNISSUED SHARES UNDER THE CONTROL OF THE DIRECTORS**

Resolved that the directors be authorised to allot and issue, or grant options over, a maximum number of 218 530 (two hundred and eighteen thousand five hundred and thirty) ordinary shares, representing 5% (five percent) of the number of unissued ordinary shares as at the date of this notice upon such terms and conditions and at such times as they may determine and deem fit in their discretion, subject to the provisions of the Companies Act, the JSE Listings Requirements and the MOI, provided that this authority shall not extend beyond the AGM to be held in 2026 or 15 (fifteen) months from the date of passing of this resolution, whichever date is earlier.

##### **Reason and Effect**

The reason for and effect of this ordinary resolution number 5 is to obtain the necessary approval from shareholders to allow the company to allot and issue, or grant options over, a limited number of shares in the authorised but unissued capital, namely a maximum of 218 530 (two hundred and eighteen thousand five hundred and thirty) ordinary shares as and when the board deems fit. This number has been determined as 5% (five percent) of the number of unissued ordinary shares as at the date of the notice of the AGM (4 370 615 unissued ordinary shares), subject to the provisions of the Companies Act, the JSE Listings Requirements and the MOI. The authority, if obtained from the shareholders, will not extend beyond the AGM to be held in 2026 or 15 (fifteen) months from the date of passing of the resolution, whichever date is earlier.

#### **6. NON BINDING ADVISORY VOTE ON THE COMPANY'S REMUNERATION POLICY**

Resolved through a non binding advisory vote, that the company's remuneration policy as set out in the remuneration committee report on page 95 in the integrated annual report of which this notice forms part be and is hereby endorsed.

##### **Reason and Effect**

The JSE Listings Requirements require a company to table its remuneration policy for a non binding advisory vote by shareholders at its AGM. This vote enables shareholders to endorse the remuneration policy adopted for executive directors, prescribed officers and employees. The Bell Equipment remuneration policy is contained on page 95 in the integrated annual report of which this notice forms part.

The advisory vote is of a non binding nature only and therefore failure to pass this resolution will not have any legal consequences. However, the board will take cognisance of the outcome of the vote when considering the company's remuneration policy. In the event that shareholders exercising 25% (twenty five percent) or more of the voting rights exercise their vote against the non binding resolution, the company will in the voting results announcement provide for an invitation to those shareholders to engage with the company and the manner and timing of such engagement. The company will engage with those dissenting shareholders in order to ascertain the reasons for their objection, and to respond appropriately to legitimate and reasonable objections and concerns.

#### **7. NON BINDING ADVISORY VOTE ON THE COMPANY'S REMUNERATION IMPLEMENTATION REPORT**

Resolved through a non binding advisory vote, that the company's implementation report in regard to its remuneration policy, as set out in the remuneration committee report on page 98 in the integrated annual report of which this notice forms part be and is hereby endorsed.

##### **Reason and effect**

The JSE Listings Requirements requires a company to table its remuneration implementation report for a non binding advisory vote by shareholders at its AGM. This vote enables shareholders to endorse the remuneration implementation report for executive directors, prescribed officers and employees. The Bell Equipment remuneration implementation report is contained on page 98 in the integrated annual report of which this notice forms part.

The advisory vote is of a non binding nature only and therefore failure to pass this resolution will not have any legal consequences. However, the board will take cognisance of the outcome of the vote when considering the implementation of the company's remuneration policy. In the event that shareholders exercising 25% (twenty five percent) or more of the voting rights exercise their vote against the non binding resolution, the company will in the voting results announcement provide for an invitation to those shareholders to engage with the company and the manner and timing of such engagement. The company will engage with those dissenting shareholders in order to ascertain the reasons for their objection, and respond appropriately to legitimate and reasonable objections and concerns.

## SPECIAL BUSINESS

As special business, to consider, and if deemed fit, to pass, with or without modification, the following special resolutions set out below.

The percentage of voting rights that will be required for the adoption of each special resolution is the support of at least 75% (seventy five percent) of the voting rights exercised on the resolution.

### 8. SPECIAL RESOLUTION 1: GENERAL AUTHORITY FOR THE PROVISION OF FINANCIAL ASSISTANCE IN TERMS OF SECTION 44 OF THE COMPANIES ACT

Resolved that to the extent required by Section 44 of the Companies Act and as a general authority, the board may, subject to compliance with the provisions of the MOI, the Companies Act and the JSE Listings Requirements, each as presently constituted and as amended from time to time, authorise the company to provide on such terms as the board shall consider fair and reasonable to the company, in the circumstances and without the necessity if the board considers it appropriate to charge interest at any time and from time to time, any direct or indirect financial assistance to any of its present or future subsidiaries and/or any other company or entity that is or becomes related or inter related (as these terms are defined in the Companies Act) to the company or any of its subsidiaries, and/or to any member of such subsidiary or related or inter related company or entity for the purpose of, or in connection with, the subscription of any option, or any securities, issued or to be issued by the company or a related or inter related company or entity, or for the purchase of any securities of the company or a related or inter related company or entity, subject to the terms and conditions of Section 44 of the Companies Act, at any time for a period commencing on the date of passing of this resolution and ending at the next AGM.

#### Reason and effect

The reason for and effect of this special resolution number 1 is to obtain the necessary approvals from shareholders to allow the company to provide financial assistance to the company's present or future subsidiaries and/or any other company or entity that is or becomes related or inter related to the company or any of its subsidiaries and/or to any member of such subsidiary or related or inter related company or entity for the purpose of, or in connection with, the subscription of any option, or any securities, issued or to be issued by the company or a related or inter related company or entity as contemplated in Section 44 of the Companies Act.

### 9. SPECIAL RESOLUTION 2: GENERAL AUTHORITY FOR THE PROVISION OF FINANCIAL ASSISTANCE IN TERMS OF SECTION 45 OF THE COMPANIES ACT

Resolved that to the extent required by Section 45 of the Companies Act, as amended, and as a general authority, the board may, subject to compliance with the provisions of the MOI, the Companies Act and the JSE Listings Requirements, each as presently constituted and as amended from time to time, authorise the company to provide on such terms as the board shall consider fair and reasonable to the company in the circumstances and without the necessity if the board considers it appropriate to charge interest at any time and from time to time any direct or indirect financial assistance to any one or more related or inter related companies (as these terms are defined in the Companies Act) or corporations of the company (but not to a director and/or a prescribed officer of the company or a director of any related and/or inter related companies or any person related to any such director or prescribed officer) for a period commencing on the date of passing of this resolution and ending at the next AGM.

#### Reason and effect

The reason for and effect of this special resolution number 2 is to obtain the necessary approvals from shareholders to allow the company to provide financial assistance to the company's related and/or inter related companies or corporations in accordance with the provisions of Section 45 of the Companies Act, as and when required in the normal course of its business. This special resolution does not authorise the provision of financial assistance to a director and/or a prescribed officer of the company or of any related and/or inter related companies or any person related to any such director or prescribed officer.



## 10. SPECIAL RESOLUTIONS 3.1 TO 3.19:

### BASIS OF REMUNERATION PAYABLE TO NON EXECUTIVE DIRECTORS FROM 1 JANUARY 2026

Resolved, as separate special resolutions, that the directors' fees plus VAT that may be attributable to the fees, payable to the non executive directors of the company, from 1 January 2026 (representing a 6% (six percent) increase from the previous year's fees) be approved as follows:

Special resolution number		Rand (excl VAT)
	<b>Retainer fees to be paid annually</b>	
3.1	Non executive chairman	506 193
3.2	Lead independent non executive director	389 462
3.3	Non executive directors	272 742
	<b>Fees per meeting payable to the chairman of the board and the chairmen of board committees</b>	
3.4	Board	46 112
3.5	Audit committee	27 731
3.6	Risk and sustainability committee	27 731
3.7	Nominations committee	21 786
3.8	Remuneration committee	21 786
3.9	Social, ethics and transformation committee	27 337
3.10	Ad hoc committee	18 618
3.11	Fees to be paid to lead independent non executive director per board meeting	45 821
	<b>Fees to be paid to non executive directors, including the chairman of the board, lead independent non executive director and the chairmen of board committees, per meeting</b>	
3.12	Board	45 494
3.13	Audit committee	36 427
3.14	Risk and sustainability committee	27 731
3.15	Nominations committee	18 618
3.16	Remuneration committee	18 618
3.17	Social, ethics and transformation committee	27 337
3.18	Ad hoc committees	18 618
3.19	Annual general meeting	18 618

The proposed fees for 2026 set out above are exclusive of VAT.

#### Reason and effect

These special resolutions are required in order to comply with the requirements of the Companies Act. In this respect, Section 65(11)(h) provides that a special resolution is required to authorise the basis for compensation to directors of a profit company, as required by Section 66(9). Section 66(9) provides that remuneration may be paid to its directors for their services as directors only in accordance with a special resolution approved by the shareholders within the previous 2 (two) years.

Section 66(9) applies only to the remuneration paid to directors for their services as such. Unlike the non executive directors of the company, the executive directors do not receive any fees/remuneration for their services as directors. Their remuneration is for their services as employees of the company.

It is the intention that the basis of determining the remuneration payable to directors for their services is determined in advance of the forthcoming period that commences at the beginning of January 2026.

The effect of these special resolutions, if passed, will be the authorisation of the abovementioned fees.

## 11. SPECIAL RESOLUTION 4: GENERAL AUTHORITY TO REPURCHASE SHARES

Resolved that the board be authorised, by way of a general authority, to approve the purchase of its own ordinary shares by the company, or to approve the purchase of the ordinary shares in the company by any subsidiary of the company, subject to the applicable requirements of the MOI, the Companies Act, and subject further to the restriction that the repurchase or purchase, as the case may be, by the company and/ or any of its subsidiaries of shares in the company under this authority will not, considered alone or together with other transactions in an integrated series of transactions, in aggregate exceed 5% (five percent) of the ordinary shares of the company in issue at the time this authority is granted and provided that, as required in terms of the JSE Listings Requirements:

- the general repurchase of ordinary shares in the aggregate in any one financial year may not exceed 20% (twenty percent) of the company's issued ordinary share capital as at the beginning of the financial year;
- the general repurchase of shares will be effected through the order book operated by the JSE trading system and done without any prior understanding or arrangement between the company and the counterparty (reported trades are prohibited);
- authorisation thereto is given in the company's MOI;
- this general authority shall only be valid until the company's next AGM, provided that it shall not extend beyond 15 (fifteen) months from the date of the passing of this special resolution;
- general repurchases may not be made at a price greater than 10% (ten percent) above the weighted average of the market value for the shares for the 5 (five) business days immediately preceding the date on which the transaction is effected;
- at any point in time, a company may only appoint one agent to effect any repurchases on the company's behalf;
- a resolution has been passed by the board confirming that the board has authorised the general repurchase, that the company passed the solvency and liquidity test and that since the test was done there have been no material changes to the financial position of the group, or in the case of a purchase by a subsidiary, a resolution of the board of such subsidiary confirming that such board has authorised the general repurchase, that such subsidiary passed the solvency and liquidity test and that since the test was done there have been no material changes to the financial position of the subsidiary;
- any such general repurchases are subject to exchange control regulations and approval at that point in time;
- the company or its subsidiaries may not repurchase shares during a prohibited period as defined in the JSE Listings Requirements unless they have in place a repurchase programme where the dates and quantities of shares to be traded during the relevant period are fixed (not subject to any variation) and full details of the programme have been disclosed to the JSE in writing prior to the commencement of the prohibited period;
- when the company has cumulatively repurchased 3% (three percent) of the initial number of the relevant class of shares, and for each 3% (three percent) in aggregate of the initial number of that class acquired thereafter, an announcement will be made.

The board will not effect a general repurchase of shares as contemplated above unless, in addition to complying with the requirements of the Companies Act, the following conditions as contemplated by the JSE Listings Requirements are met:

- the company and the group will be able to repay its debts in the ordinary course of business for a period of 12 (twelve) months following the date of the general repurchase;
- the company and the group's assets will be in excess of the liabilities of the company and the group for a period of 12 (twelve) months after the date of the general repurchase. For this purpose, the assets and liabilities will be recognised and measured in accordance with the accounting policies used in the latest audited consolidated annual financial statements which comply with the Companies Act;
- the share capital and reserves of the company and the group will be adequate for ordinary business purposes for a period of 12 (twelve) months after the date of the general repurchase; and
- the working capital of the company and the group will be adequate for ordinary business purposes for a period of 12 (twelve) months following the date of the general repurchase.

### Reason and effect

The reason and effect for this special resolution number 4 is to authorise the company and any subsidiary of the company by way of a general authority to acquire the company's issued shares on such terms, conditions and in such amounts as determined from time to time by the directors of the company, subject to the limitations set out above. At the present time, the directors have no specific intention regarding the use of this authority which will only be used if the circumstances are appropriate. Any decision by the directors to use the general authority to acquire shares of the company will be taken with regard to prevailing market conditions and in accordance with the requirements to be considered by the board as set out above. This special resolution would also authorise the board acting on behalf of the company as the shareholder in its subsidiaries to pass the necessary shareholders' resolution to authorise the subsidiaries in question to purchase shares issued by the company.

### Statement of board's intention

The directors of the company have no specific intention to effect any buy backs under the provisions of special resolution number 4 but will, however, continually review the company's position, having regard to the prevailing circumstances and market conditions, in considering whether to effect any buy backs under the provisions of special resolution number 4.

### Other disclosures in terms of Section 11.26 of the JSE Listings Requirements

The JSE Listings Requirements require certain disclosures for purposes of the general authority to repurchase the company's shares as contemplated by special resolution 4, some of which appear elsewhere in the integrated annual report:

Major shareholders of the company	page 121
Share capital of the company	page 113

## 11. SPECIAL RESOLUTION 4: GENERAL AUTHORITY TO REPURCHASE SHARES *continued*

### Directors' responsibility statement

The directors, whose names are given in the integrated annual report on page 34 of which this notice forms part, collectively and individually accept full responsibility for the accuracy of the information pertaining to special resolution number 4 and certify that to the best of their knowledge and belief there are no facts that have been omitted which would make any statement false or misleading, and that all reasonable enquiries to ascertain such facts have been made and that this resolution and additional disclosure in terms of Section 11.26 of the JSE Listings Requirements pertaining thereto contain all information required by the JSE Listings Requirements.

### No material changes

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

## 12. OTHER BUSINESS

To transact such other business as may be transacted at an AGM.

### INFORMATION SCHEDULE

#### QUORUM

The quorum requirement for the ordinary and special resolutions set out above is sufficient persons being present to exercise, in aggregate, at least 25% (twenty five percent) of all voting rights that are entitled to be exercised on the resolutions, provided that at least three shareholders of the company are present whether by electronic communication or otherwise, at the AGM.

#### ELECTRONIC PARTICIPATION (SPEAKING AND VOTING) ('PARTICIPATION')

##### General

The AGM will only be accessible through electronic communication. The company has retained the services of TMS to remotely host the AGM on an interactive electronic platform in order to enable electronic participation by shareholders. Shareholders or their proxies who wish to participate in the AGM, can only do so via electronic communication ('Participants'). Participants will be able, once verified and furnished with a unique link by TMS, to access the AGM and as a result hear the full proceedings, be able to speak (the sequence in which Participants speak being determined by the chairman of the AGM in a fair manner), and to vote on each resolution proposed.

Participants must deliver the Electronic Participation and Verification Application Form attached to this notice (the 'Form') duly completed plus the relevant documentation referred to in the Form to TMS via email to [proxy@tmsmeetings.co.za](mailto:proxy@tmsmeetings.co.za) or contact them on 081 711 4255/084 433 4836/ 061 440 0654 as soon as possible, but in any event no later than 11h00 (South African Standard Time) on Friday, 30 May 2025.

If shareholders wish to participate in the AGM, they should instruct their CSDP or broker to issue them with the necessary letter of representation to participate in the AGM, in the manner stipulated in their custody agreement. These instructions must be provided to the CSDP or broker by the cut off time and date advised by the CSDP or broker, to accommodate such requests.

Each Participant, who has delivered the Form duly completed together with the relevant documentation referred to in that Form, will be verified by TMS (in correspondence with the company and, in particular, the transfer secretaries, JIS) to validate each such Participant's entitlement to participate in and/or vote at the AGM, before providing it with the necessary means to access the AGM and/or the associated voting platform.

JIS will also act as the scrutineer to vet all proxy forms submitted and to advise the chairman of the AGM as to any proxies to reject.

If any of the documents referred to in the Form are not delivered to TMS, or if the Form has not been duly completed, then it will not be possible for TMS to complete the verification and accordingly the Participant in question will not be furnished with the unique link to participate at the AGM, unless and until the Form is duly completed and the requisite documentation has been delivered. TMS will contact any shareholder if the Form which is delivered is not properly completed or the requisite documentation has not been delivered with the Form.

Participants, once verified, will be contacted by TMS between Friday, 30 May 2025 and Monday, 2 June 2025 via the email provided on the Form, with a unique link to allow them to participate in the AGM. Once the Participant has received the unique link, the onus to safeguard this information rests with the Participant. The Participant is not permitted to make this unique link available to anyone else. Only the Participant as verified is permitted to use the unique link.

Any person wishing to attend the AGM as an observer, must contact TMS on the details provided to register to attend the meeting, by no later than 09h00 (South African Standard Time) on Friday, 30 May 2025. Such attendance may be allowed at the discretion of the company secretary of the company.

Aside from the costs incurred by the company as a result of retaining the services of TMS including making the interactive platform available, shareholders will be liable for their own charges in relation to electronic Participation at the AGM. Any such charges will not be for the account of the JSE, Bell Equipment, JIS and/or TMS.

None of the JSE, Bell Equipment, JIS or TMS can be held accountable in the case of loss of network connectivity or other network failure due to insufficient airtime, internet connectivity, internet bandwidth and/or power outages which prevents any shareholder from participating in and/or voting at the AGM.

## 12. OTHER BUSINESS *continued*

Participants are strongly encouraged to have a stable internet connection with sufficient bandwidth capabilities to participate in the AGM. Participants are strongly encouraged to submit their proxies beforehand, even if they intend to attend the AGM, to ensure that their votes are counted in the event of any delays or disruptions to the Participant's network connectivity and/or loss of network connectivity by such Participant during any part of the AGM.

### Verification

In accordance with Section 63(1) of the Companies Act, before any person may attend or participate in any meeting (including the AGM), that person must present reasonably satisfactory identification. Without limiting the generality hereof, the company will accept a valid South African identity document, a valid driver's licence or a valid passport which reflects the name of the shareholder as it appears on the register, as satisfactory identification. In the case of a proxy, the company will accept a valid South African identity document, a valid driver's licence or a valid passport which reflects the name of the proxy as it appears on the Form, as satisfactory identification.

### Participation at the AGM

#### 1. Dematerialised Shareholders

If a shareholder which holds their shares in dematerialised form other than on an own name basis ('Dematerialised Shareholder'), wishes to participate in the AGM in person they should instruct their CSDP or broker to issue them with the necessary letter of representation, in the manner stipulated in their respective custody agreement. That letter of representation must then be furnished by the Dematerialised Shareholder as a part of the verification process referred to above.

Alternatively, if a Dematerialised Shareholder does not wish to participate personally at the AGM but has not been contacted by their CSDP or broker to ascertain how the Dematerialised Shareholder wishes to cast their votes at the AGM, the Dematerialised Shareholder should contact their CSDP or broker to give their voting instructions. If a Dematerialised Shareholder's CSDP or broker does not obtain voting instructions from the Dematerialised Shareholder, it will be obliged to vote in accordance with the provisions contained in the custody agreement.

Dematerialised Shareholders must not complete the Form.

#### 2. Certificated Shareholders and Own Name Shareholders

Once verified, a shareholder which holds their shares in certificated form ('Certificated Shareholder') or who is a shareholder which holds their shares in dematerialised form on an own name basis ('Own Name Shareholder') may participate in person by electronic communication at the AGM.

Alternatively, a Certificated Shareholder or an Own Name Shareholder which is unable to attend the AGM by electronic communication is encouraged to appoint a proxy to represent them at the AGM by completing the attached Form in accordance with the instructions contained in the Form and returning it to TMS, by email to [proxy@tmsmeetings.co.za](mailto:proxy@tmsmeetings.co.za). It is requested that the Forms be received by no later than 11h00 on Friday, 30 May 2025 but they can be presented at any time before the commencement of the AGM by contacting TMS via email or contact number as set out on the previous page. Until presented, the proxy will not be permitted to participate in the AGM (including voting).

#### 3. Joint Holders

If there are joint Certificated Shareholders or Own Name Shareholders or Dematerialised Shareholders of any particular shares, any one of such persons may vote at the AGM in respect of such shares as if that person is solely entitled thereto, but if more than one of such joint holders are present or represented at the AGM, the person whose name appears first in Bell Equipment's register in respect of such shares or their proxy, as the case may be, shall alone be entitled to vote in respect of such shares.

### SHARES HELD BY SHARE TRUST OR SCHEME

Equity shares in Bell Equipment held (i) by a subsidiary and/or (ii) by a trust, through a scheme and/or other entity, where the equity shares in the company are controlled by the company from a voting perspective, will not have their votes taken into account for purposes of any JSE regulated resolutions.

By order of the board



D McIlrath  
Company Secretary

26 March 2025

**Registered office**  
13 - 19 Carbonode Cell Road  
Alton  
Richards Bay  
3900





# Form of proxy

## BELL EQUIPMENT LIMITED

Company registration number: 1968/013656/06

Share code: BEL, ISIN code: ZAE000028304

All terms defined in the notice to which this is annexed or in the glossary apply to this form of proxy.

If you are a dematerialised shareholder do not complete this form.

An ordinary shareholder entitled to attend and vote at the AGM to be held by electronic communication on Tuesday, 3 June 2025 at 11h00, is entitled to appoint a proxy/ies to attend, speak or vote thereat in their stead. A proxy/ies need not be a shareholder of the company. The proxy will also participate by electronic communication.

The completed forms of proxy must be lodged electronically with JSE Investor Services Proprietary Limited ('JIS'). Shareholders are strongly urged to electronically deliver their completed forms of proxy by no later than 11h00 on Friday, 30 May 2025 for administrative purposes to proxy@tmsmeetings.co.za.

I/We \_\_\_\_\_ (please print full names) of \_\_\_\_\_ (address)

being an ordinary shareholder(s) of the company holding \_\_\_\_\_ ordinary shares (ordinary shares) in the company, do hereby appoint:

1. \_\_\_\_\_ or failing him/her

2. \_\_\_\_\_ or failing him/her

3. the chairman of the AGM

as my/our proxy/ies to attend, speak and on a poll to vote or abstain from voting on my/our behalf at the AGM or at any adjournment thereof for the purpose of considering and, if deemed fit, passing with or without modification, the following resolutions to be considered at the AGM in accordance with the following instructions:

Ordinary Resolution Number		For	against	abstain
1.	To re elect directors who retire by rotation			
1.1	R Naidu			
1.2	M Ramathe			
1.3	M Geyer			
2	To elect the members of the social, ethics and transformation committee			
2.1	Election of M Ramathe, a non executive director, as a member of the social, ethics and transformation committee until the conclusion of the AGM to be held in 2026			
2.2	Election of R Naidu, a non executive director, as a member of the social, ethics and transformation committee until the conclusion of the AGM to be held in 2026			
2.3	Election of G Bell, a non executive director, as a member of the social, ethics and transformation committee until the conclusion of the AGM to be held in 2026			
2.4	Election of A Bell, an executive director, as a member of the social, ethics and transformation committee until the conclusion of the AGM to be held in 2026			
2.5	Election of K van Haght, an executive director, as a member of the social, ethics and transformation committee until the conclusion of the AGM to be held in 2026			
3	To elect the members of the audit committee			
3.1	Election of D Lawrance, a non executive director, as a member of the audit committee until the conclusion of the AGM to be held in 2026			
3.2	Election of R Naidu, a non executive director, as a member of the audit committee until the conclusion of the AGM to be held in 2026			
3.3	Election of M Ramathe, a non executive director, as a member of the audit committee until the conclusion of the AGM to be held in 2026			
3.4	Election of U Maharaj, a non executive director, as a member of the audit committee until the conclusion of the AGM to be held in 2026			
4.	Appointment of PricewaterhouseCoopers Inc. as the independent auditors of the company until the conclusion of the AGM to be held in 2026			
5.	Placement of certain of the authorised but unissued shares under the control of the directors			
6.	Non binding advisory vote on the company's remuneration policy			
7.	Non binding advisory vote on the company's remuneration implementation report			
Special Resolution Number		For	against	abstain
1.	General authority for the provision of financial assistance in terms of Section 44 of the Companies Act			
2.	General authority for the provision of financial assistance in terms of Section 45 of the Companies Act			
3.	Approval of the basis of the remuneration payable to non executive directors			
<b>Annual retainer fees</b>				
3.1	Non executive chairman			
3.2	Lead independent non executive director			
3.3	Non executive directors			
<b>Fees paid per meeting to the chairman of the board and the chairmen of the board committees</b>				
3.4	Board			
3.5	Audit committee			
3.6	Risk and sustainability committee			
3.7	Nominations committee			
3.8	Remuneration committee			
3.9	Social, ethics and transformation committee			
3.10	Ad hoc committees			
3.11	Fees paid to lead independent non executive director per board meeting			
<b>Fees paid to non executive directors, including the chairman of the board, the lead independent non executive director and the chairmen of board committees, per meeting</b>				
3.12	Board			
3.13	Audit committee			
3.14	Risk and sustainability committee			
3.15	Nominations committee			
3.16	Remuneration committee			
3.17	Social, ethics and transformation committee			
3.18	Ad hoc committees			
3.19	Annual general meeting			
4.	General authority to repurchase shares			

Please read the notes following this form of proxy. A minor must be assisted by his/her parent or guardian unless the relevant documents establishing his/ her legal capacity are produced or have been previously registered by the transfer secretaries.

Signed at \_\_\_\_\_ (place) on \_\_\_\_\_ 2025.

Shareholder's signature/s \_\_\_\_\_ assisted by \_\_\_\_\_ (if applicable)

# Notes to the form of proxy

Summary of the rights to be represented by proxy as contained in Section 58 of the Companies Act and notes to the form of proxy:

In accordance with Section 58 of the Companies Act, a person who holds ordinary shares in Bell Equipment is entitled to attend and vote at the AGM and to appoint one or more proxies to attend, participate in, speak and vote or abstain from voting in his/ her stead. Further, a shareholder may appoint more than one proxy to exercise voting rights attached to different securities held by that shareholder.

A proxy need not be a shareholder of the company.

A shareholder may make a proxy appointment in writing, dated and signed by the shareholder; and said appointment will remain valid until the end of the AGM, unless it is revoked in a manner contemplated in Section 58 subsection (4)(c).

A shareholder may insert the name of a proxy or the names of two alternative proxies of the shareholder's choice in the space/s provided overleaf, with or without deleting 'the chairman of the AGM', but any such deletion must be initialled by the shareholder. Should this space be left blank, the proxy will be exercised by the chairman of the AGM. The person whose name appears first on the form of proxy and who is present at the AGM will be entitled to act as proxy to the exclusion of those whose names follow.

A proxy may not delegate the proxy's authority to act on behalf of the shareholder to another person.

A copy of the instrument appointing a proxy must be delivered to the company, or to any other person on behalf of the company, before the proxy exercises any rights of the shareholder at a shareholders' meeting.

Irrespective of the form of instrument used to appoint a proxy, the appointment is suspended at any time and to the extent that the shareholder chooses to act directly and in person in the exercise of any rights as a shareholder or if the appointment is revoked. A shareholder may revoke the proxy appointment by:

- cancelling it in writing, or making a later inconsistent appointment of a proxy; and
- delivering a copy of the revocation instrument to the proxy, and to the company.

The revocation of a proxy appointment constitutes a complete and final cancellation of the proxy's authority to act on behalf of the shareholder as of the later of the date stated in the revocation instrument, if any, or the date on which the revocation instrument was delivered as required in Section 58 subsection (4)(c)(ii) of the Companies Act.

If the instrument appointing a proxy or proxies has been delivered to the company, as long as that appointment remains in effect, any notice that is required by the Companies Act or the company's MOI to be delivered by the company to the shareholder must be delivered by the company to:

- the shareholder; or
- the proxy or proxies, if the shareholder has directed the company to do so, in writing, and paid any reasonable fee charged by the company for doing so.

A proxy is entitled to exercise, or abstain from exercising, any voting right of the shareholder without direction, except to the extent that the instrument appointing the proxy, provides otherwise.

A shareholder's voting instructions to the proxy must be indicated by the insertion of an 'X', or the number of votes exercisable by that shareholder, in the appropriate spaces provided overleaf. Failure to do so will be deemed to authorise the proxy to vote or to abstain from voting at the AGM, as they think fit in respect of all the shareholder's exercisable votes. A proxy is not obliged to use all the votes exercisable by them, but the total number of votes cast, or those in respect of which abstention is recorded, may not exceed the total number of votes exercisable by the shareholder.

Documentary evidence establishing the authority of a person signing this form of proxy in a representative capacity must be attached to this form of proxy unless previously recorded by the transfer secretaries or waived by the chairman of the AGM. The chairman of the AGM shall be entitled to decline or accept the authority of a person signing the proxy form:

- under a power of attorney; or
- on behalf of a company,

unless his power of attorney or authority is deposited at the offices of the company secretary or that of the transfer secretaries no later than 48 (forty eight) hours before the meeting.

The completion of any blank spaces overleaf need not be initialled. Any alterations or corrections to this form of proxy must be initialled by the signatory/ies.

# Electronic participation and verification application form in respect of the Bell Equipment Limited AGM to be held on Tuesday 03 June 2025 at 11h00

All terms defined in the Notice of AGM, bear the same meaning in this Form.

This Form must be completed by any Certificated Shareholder, any Own Name Shareholder and any Dematerialised Shareholder in possession of a letter of representation and any CSDP or broker or its nominee company which is a shareholder wishing to attend the AGM in person and by any proxy wishing to attend the AGM. The completed Form must be emailed to the email address of The Meeting Specialists ('TMS') at email proxy@tmsmeetings.co.za by no later than 11h00 (SA time) on Friday 30 May 2025.

Name and surname of shareholder (Participant)	
Name and surname of shareholder representative (if applicable)	
Copy of letter of representation or document reflecting authority of representative of shareholder or Form of Proxy attached	
Registration number/identity number/passport number of Participant or representative	
Copy of identity document or passport attached of Participant	
Email Address	
Mobile/Cell Number	
Telephone Number	
Name of CSDP or broker (if shares are held in dematerialised format)	
Shareholder number/ SCA number / broker account number/ own name account number or custodian number	
Number of shares	
Signature	
Date	

## TERMS AND CONDITIONS FOR PARTICIPATION AT THE BELL EQUIPMENT ANNUAL GENERAL MEETING VIA ELECTRONIC COMMUNICATION

1. The cost of dialling in using a telecommunication line/ webcast/ web-streaming to participate in the AGM is for the expense of the Participant and will be billed separately by the Participant's own service provider.
2. The Participant acknowledges that the telecommunication lines/ webcast/ web-streaming are provided by a third party and indemnifies Bell Equipment, the JSE, JIS and TMS against any loss, injury, damage, penalty or claim arising in any way from the use or possession of the telecommunication lines/ webcast/ web-streaming, whether or not the problem is caused by any act or omission on the part of the Participant or anyone else. In particular, but not exclusively, the Participant acknowledges that they will have no claim against Bell Equipment, the JSE, JIS and TMS, whether for consequential damages or otherwise, arising from the use of the telecommunication lines/ webcast/ webstreaming or any defect in it or from total or partial failure of the telecommunication lines/ webcast/ web-streaming and connections linking the telecommunication lines/webcast/ web-streaming to the AGM.
3. Once the Participant has received the unique link, the onus to safeguard this information rests with the Participant. The Participant is not permitted to make this unique link available to anyone else. Only the Participant, as verified, is permitted to use the unique link.
4. The application will only be deemed successful if this Form has been fully completed and signed by the Participant and delivered or emailed timeously to TMS at proxy@tmsmeetings.co.za.

By signing this Form I agree and consent to the processing of my personal information above for the purpose of participating in the AGM.

Shareholder name: \_\_\_\_\_

Signature: \_\_\_\_\_

Date: \_\_\_\_\_

**IMPORTANT:** You are required to attach a copy of your proof of authority / letter of representation / identity /passport document when submitting the Form.





# Corporate information

<b>BELL EQUIPMENT LIMITED</b>	Registration Number: 1968/013656/06
<b>JSE SHARE CODE</b>	BEL
<b>ISIN CODE</b>	ZAE000028304
<b>GROUP COMPANY SECRETARY</b>	Diana McIlrath Tel: +27 (0)35 907 9111 diana.mcilrath@bellequipment.com
<b>POSTAL ADDRESS</b>	Private Bag X20046 Empangeni, 3880 South Africa
<b>BUSINESS AND REGISTERED ADDRESS</b>	13 - 19 Carbonode Cell Road Alton Richards Bay, 3900
<b>AUDITORS</b>	PricewaterhouseCoopers Inc. Tel: +27 (0)11 287 0092
<b>SHARE TRANSFER SECRETARIES</b>	JSE Investor Services Proprietary Limited One Exchange Square      PO Box 4844 Gwen Lane                      Johannesburg Sandown                        2000 Sandton 2196 Tel: +27 (0)11 713 0800
<b>ATTORNEYS</b>	Webber Wentzel
<b>JSE SPONSOR</b>	Investec Bank Limited
<b>WEB ADDRESS</b>	<a href="http://www.bellequipment.com">www.bellequipment.com</a>
<b>INVESTOR RELATIONS WEB ADDRESS</b>	<a href="http://www.bellir.co.za">www.bellir.co.za</a>



**[www.bellequipment.com](http://www.bellequipment.com)**