Shaping the next chapter

Integrated Annual Report 2024

Ascencia

Shaping singular places

Ascencia
Shaping singular places

The Art of Singularity

Creating a unique shopping experience is about more than just products—it's about people, passion, and making every visit special. Welcome to Ascencia, where our team brings your shopping journey to life, one memorable moment at a time.

Chapters

Glossary of Terms

AFS	Annual Financial Statements
AMC	Atterbury Mauritius Consortium Proprietary Ltd, a private company incorporated in the Republic of South Africa, bearing registration number 2005/042785/07
AMS	Annual Meeting of Shareholders
Ascencia, the Company or the Group	Ascencia Ltd, a public company incorporated in Mauritius, bearing business registration number C07072304
Bagaprop/ Bagatelle Mall	Bagaprop Ltd, a public company incorporated in Mauritius, bearing business registration number C10094368
BLUP	Building and Land Use Permit
Bn	Billion
BM	Bagatelle Mall
Board	The Board of Directors of Ascencia
Bo'Valon Mall	The Beauvallon Shopping Mall Ltd
CAPEX	Capital Expenditure
CDS	Central Depository & Settlement Co. Ltd
CEO	Chief Executive Officer
CGC	Corporate Governance Committee
Collection Rate	Cash received over net invoicing
CRM	Customer Relationship Management
CSI	Corporate Social Investment
CSR	Corporate Social Responsibility
CUM	Cumulative
DEM	Development & Enterprise Market of the Stock Exchange of Mauritius Ltd
DPS	Dividend per Share
EBITDA	Earnings Before Interest, Tax, Depreciation and Amortisation
EnAtt	EnAtt Ltd, a private company incorporated in Mauritius, bearing business registration number C09089590
ENL	ENL Ltd, a public company incorporated in Mauritius, bearing business registration number C06000648 and listed on the Official Market of the SEM
ENLP	ENL Property Ltd, a private company incorporated in Mauritius, bearing business registration number C10093455
EPRA Vacancy	EPRA Vacancy Rate is the Market rent of vacant space divided by Market rent of the whole portfolio over the period
EPS	Earnings Per Share
EVP	Employee Value Proposition
FAQ	Frequently Asked Questions
FCCL/So'flo	Floreal Commercial Centre Ltd
FPHL	Foresite Property Holding Ltd, a private company incorporated in Mauritius, bearing business registration number C07025317
FSC	Financial Services Commission
FV	Fair Value
FY	Financial Year
FYE	Financial Year End
GLA	Gross Lettable Area
GDP	Gross Domestic Product
GPTW	Great Place to Work
HVAC	Heating, Ventilation and Air Conditioning
IAR	Integrated Annual Report
IIRC	International Integrated Reporting Council
IFRS	International Financial Reporting Standard(s)
INED	Independent Non-Executive Director
IoT	Internet of Things
IP	Investment Property
IR	Integrated Report
K	Thousand
KPIs	Key Indicative Indicators
LTV	Loan To Value
m	Million
MCB	The Mauritius Commercial Bank Ltd
MEL	Metro Express Limited
MSDG	Medium Scale Distributed Generation Scheme
MUR or Rs	Mauritian Rupees
MW	Megawatt
MWF	Mauritius Wildlife Foundation
NAV	Net Asset Value
NAVPS	Net Asset Value Per Share
NED	Non-Executive Director
NGO	Non Governmental Organisation
NOI	Net Operational Income
NPF	National Pensions Fund
OPEX	Operational Expenditure
PAT	Profit After Tax
PIE	Public Interest Entity
Property LTV	Property LTV - Borrowings / IP Values (excluding cash reserves)
PV	Photovoltaic
Rent Reversion	The average increase in rental on renewals achieved over the new lease term
RMAC	Risk Management and Audit Committee
RMR	Risk Management Report
ROE	Return on Equity
Rogers	Rogers and Company Limited, a public company incorporated in Mauritius bearing business registration number C06000706 and listed on the Official Market of the SEM
RPF	Rogers Pension Fund
SC	Strategic Committee
SDGs	Sustainable Development Goals
SEM	The Stock Exchange of Mauritius Limited
SEMSI	The Stock Exchange of Mauritius Sustainability Index
SLA	Service Level Agreement
SME	Small and Medium Enterprise
SMS	Special Meeting of Shareholders
Sqft	Square Feet
sqm	Square Metres
STP	Sewage Treatment Plant
t	Tonnes
TD	Trading Density - Average Tenant's turnover per sqm
US	United States of America
VWAP	Volume Weighted Average Price of Ordinary Shares
WALE	Weighted Average Lease Expiry
WIP	Work in Progress
WMA	Wastewater Management Authority
YoY	Year on Year

Dear Shareholders,

The Board of Directors is pleased to present the Integrated Annual Report of Ascencia for the financial year ended 30 June 2024. This report was approved by the Board on 19 September 2024.

Gilbert Espitalier-Noël
Chairman

Joseph Marie Johan Pilot
Director

Our Reporting Suite

We are guided by the following frameworks in the preparation of this report.

Integrated Reporting

This report has been prepared in accordance with the principles set out in the International <IR> Framework established by the International Integrated Reporting Council (IIRC), now part of the IFRS Foundation. It aims to provide a transparent and comprehensive overview of Ascencia's performance during the financial year ended 30 June 2024. It also reports on our business model, operating context, material risks, stakeholder interests, performance prospects and governance practices, aimed at deepening stakeholders' understanding of the Company. The Risk Management and Corporate Governance reports also form part of this IR and should be read in conjunction with it to fully grasp Ascencia's integrated approach to sustainable value creation.

Risk Management Report

The risk management report presents a comprehensive framework for managing risks, including an analysis of the Company's strategic, financial, operational, and compliance risks.

Corporate Governance Report

The corporate governance report offers comprehensive information on the corporate governance structure, Committee activities, Board accomplishments, along with other relevant aspects relating to the Company's effectiveness in governance.

Forward-looking Statements

The report contains forward-looking statements which, by their nature, involve risk and uncertainty as they relate to future events and circumstances that may be beyond our control. We therefore advise our readers to use caution in interpreting any forward-looking statements in this report.

Feedback

Your feedback is crucial for enhancing our reporting practices and addressing the issues that matter most to you. Please share your views and suggestions with us at *investors@byascencia.com.*

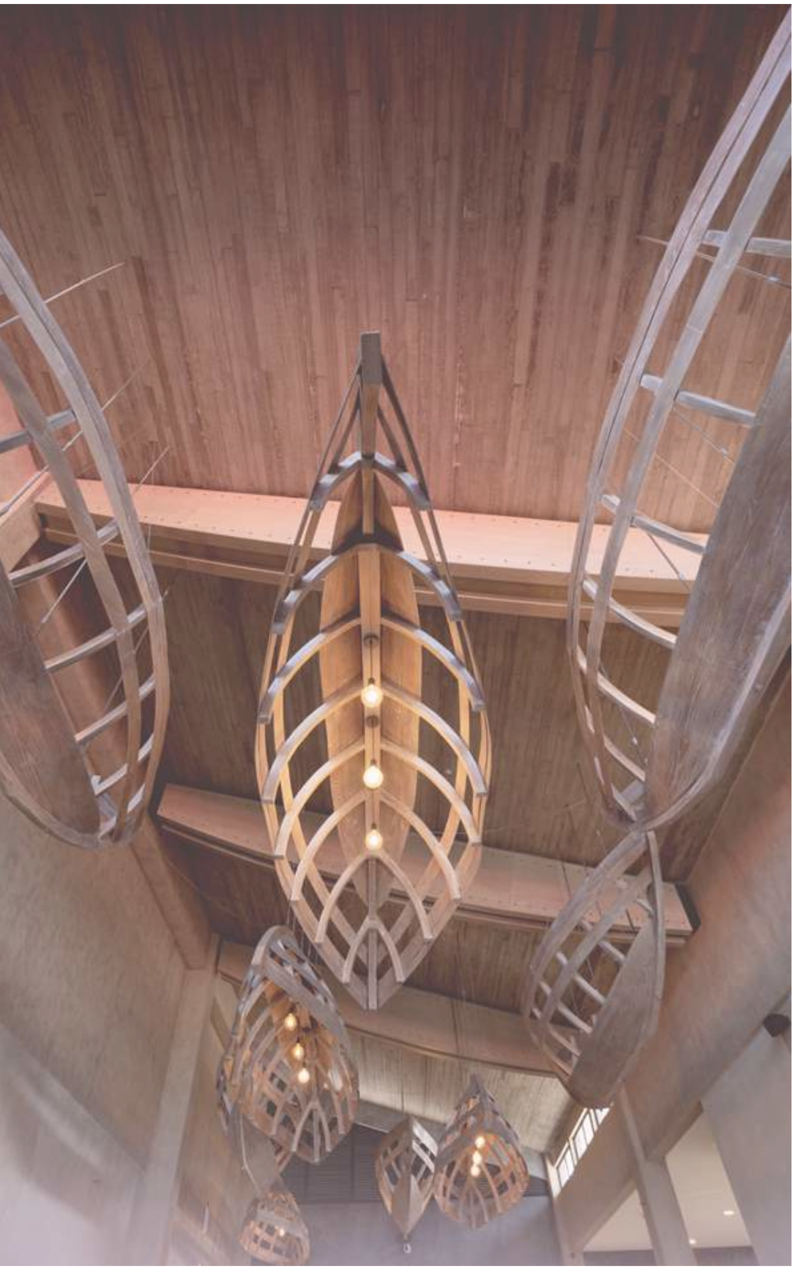
Board Responsibility Statement

The Board is ultimately responsible for overseeing the integrity of this report. With the assistance of the Board committees, it has considered the preparation and presentation of the 2024 Integrated Annual Report and annual financial statements. It is of the opinion that this report covers all material matters and provides a balanced view of its strategy, demonstrating how it supports the Company's ability to create sustainable value in the short, medium and long term. This report also aligns with the principles of the International <IR> Framework, addressing the use of and impact of our capitals, and illustrating how their availability influences Ascencia's strategy and business model.

Moulding Comfortable Spaces

A space where comfort is at the heart. Where each corner feels soft like cotton and cozy like a pillow... You just breathe out and feel at ease.

Ascencia at a Glance



7 Singular Malls
- GLA of 145,000 sqm
- Investment Property Value of over Rs 17.5bn
  Occupancy rate – over 97%

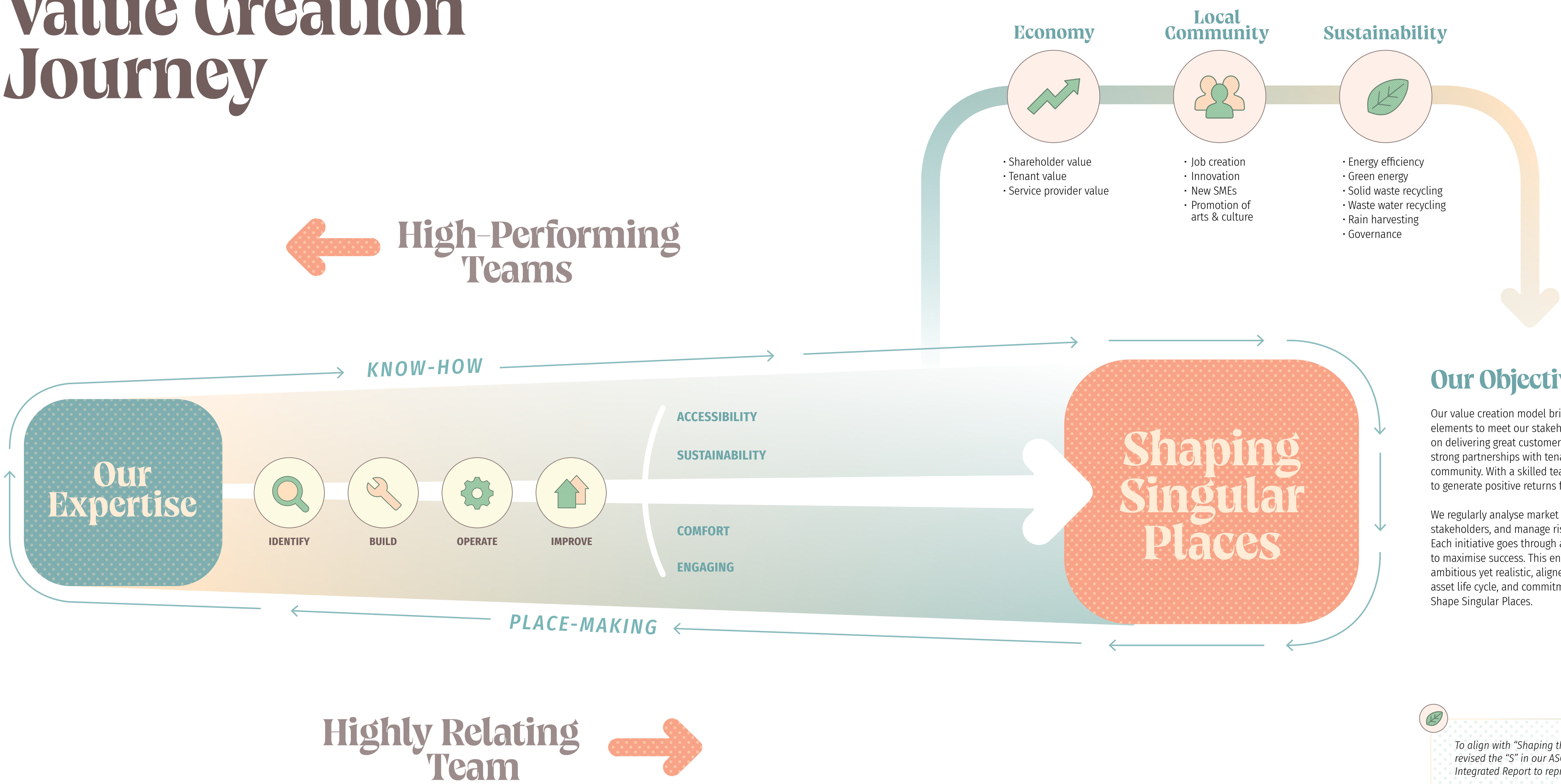
Shareholder Returns
- A 5.2% dividend yield on opening NAVPS and a 6.9% increase in NAVPS resulted in a total return of 12.1%

Funding Sources
- Current LTV of 36%
- Healthy Cash Reserves
  and Strong Credit Rating of Care Mau AA-

Destination of choice
- Average annual footfall of +22M
- +500 shops

Sustainability
- Energy efficiency
- Green energy
- Solid waste recycling
- Waste water recycling
- Rain harvesting

Value Creation Journey



Our Objective

Our value creation model brings together key elements to meet our stakeholders' goals. We focus on delivering great customer experiences, building strong partnerships with tenants, and engaging with the community. With a skilled team, our main objective is to generate positive returns for shareholders.

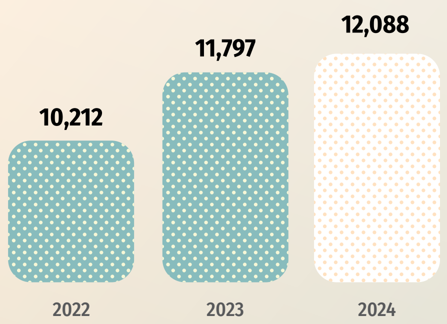
We regularly analyse market trends, listen to stakeholders, and manage risks and opportunities. Each initiative goes through a solid governance process to maximise success. This ensures our strategy stays ambitious yet realistic, aligned with our strengths, asset life cycle, and commitment to Shape Singular Places.

To align with "Shaping the Next Chapter," we have revised the "S" in our ASCE pillars for the FY2025 Integrated Report to represent Sustainability.

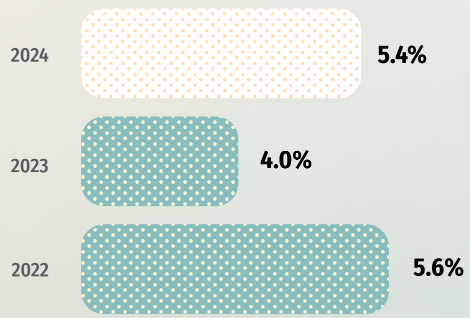
FY24 Performance Highlights

Sustainability of Income

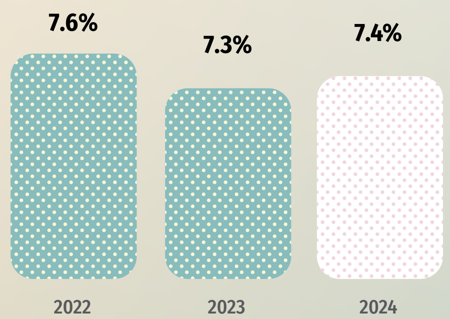
TRADING DENSITIES



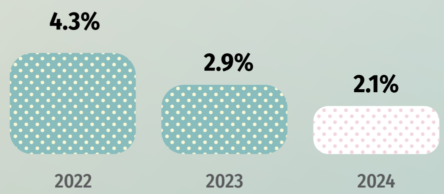
RENT REVERSION



RENT TO TURNOVER



EPRA VACANCY



AVERAGE MONTHLY FOOTFALL

2,022,993

2022: 1,736,210 → **2023**: 1,939,989

CUSTOMER SATISFACTION INDEX

79%

2022: 78% → **2023**: 84%

These metrics reflect the dynamics and interconnectedness of our operations and value creation process. This begins with shoppers visiting our malls, consuming products and services, and boosting tenant business. In turn, satisfied customers encourage tenants to stay, attracting other businesses, and creating a virtuous cycle of increased occupancy and reduced vacancy. This enhanced tenant mix boosts key performance indicators, resulting in strong financial performance and higher returns to shareholders. This seamless flow across our value chain ensures sustainable growth and value creation at every stage.

Low Default Risk

DEBT RATING

AA-

2023: AA-

2022: AA-

Liquidity

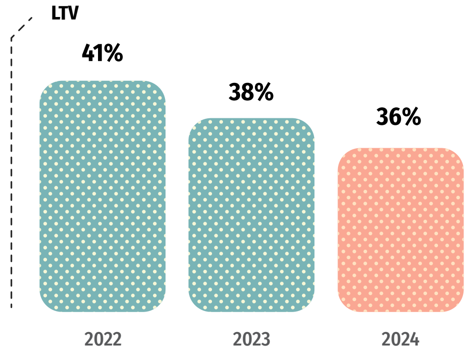
COLLECTION RATE

101%

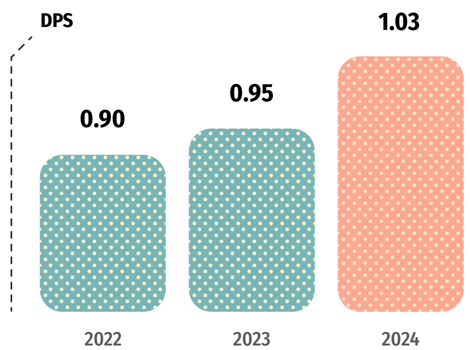
2023: 101%

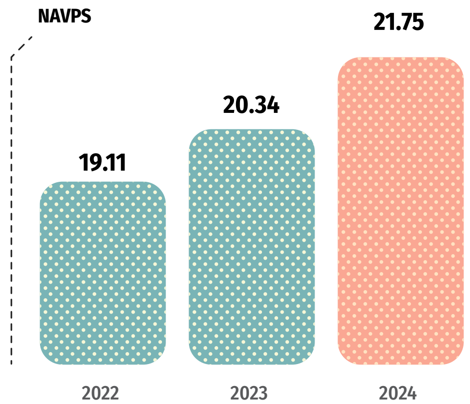
2022: 101%

Gearing



Shareholder's Return





FY24
Shaping Singular Places

S

To align with "Shaping the Next Chapter," we have revised the "S" in our ASCE pillars for the FY2025 Integrated Report to represent Sustainability.

ACCESSIBLE

- Additional parking spaces and new entrance for Mobrico at Bagatelle Mall
- Leverage the new SAJ Bridge — for the surroundings and easier road access to our malls
- More than 20% increase in footfalls in Phoenix Mall with the new Metro station
- Verdun exchange at Moka
- Park and Ride at Phoenix Mall

SUSTAINABLE

- Commitment to sustainability across green energy, waste recycling and energy efficiency initiatives
- Solar to CEB ratio of 25% in FY25 with the new PV farms planned
- New waterproofing in our malls with a specification SRI index of 78 or higher, enabling us to save energy and improve comfort
- Feasibility study for an STP System at Bagatelle Mall
- Embarked on the journey to obtain the LEED certification
- 45% of solid waste recycled during the year
- 20% energy efficiency at Bagatelle Mall with the new Centralised HVAC System

COMFORT

- Renovation of Riche Terre Mall
- Rebranding of Jumbo Express to Carrefour City, which will be rolled out at Phoenix Mall and Riche Terre Mall
- Onboarding of new local and international brands
- New food court at Bagatelle Mall
- Opening of new hardware shop, Mobrico
- Kids playground at Bo'Valon Mall
- Renovation of toilets at Bagatelle Mall and Riche Terre Mall
- Rs 121m capex spent on property upgrades

ENGAGING

- Enhancement and diversification of tenant mix
- New Wi-Fi infrastructure installed at Bagatelle Mall, Phoenix Mall, and Bo'Valon Mall
- Digital engagement journey
- Exceptional events and intensive marketing campaigns
- Renovation of shops by tenants

Making Places Accessible

So many roundabouts, and yet all roads lead to us. Wherever you are, we're always one turn away.

Gilbert Espitalier-Noël
Chairman

Maintaining the highest standards of our malls

Chairman's message

Dear shareholders,

As I address you for the first time as Chairman of Ascencia, following my appointment in February 2024, I am delighted to share this message during a year marked by significant operational successes and strong financial results.

As Chairman, my main goal is to use my leadership experience in the property and hospitality sectors, along with my recent role as CEO of the ENL Group, to drive meaningful growth for Ascencia's stakeholders. Throughout my career, I've seen the power of collaboration and teamwork, and I'm dedicated to harnessing the collective skills of all stakeholders, both direct and indirect, to enhance performance and efficiency.

Strong performance and execution of strategic objectives

Ascencia maintains a leading position in the retail property, and ambitious plans for growth. Our goal is to remain a key market player in Mauritius and continue Shaping Singular Places that resonate with our communities. This past year's performance signals that our malls are on track to deliver on their growth plans and well-positioned to perform strongly over the next few years.

Despite the complexities in the macroeconomic environment, particularly the high interest rates environment and pressure on the cost of operations, Ascencia delivered robust results. Our dynamic and skilled team exceeded both operational and financial targets that were set for the first year of the CAP 26 objectives.

For the year under review, Net operating income and Profit after tax rose by 6% to Rs 1,282m and 12% to Rs 1,188m respectively. We also saw a +6.9% increase in Net Asset Value and we distributed record dividends of Rs 502m, up by 8.4% compared to the previous year, reflecting our commitment to shareholder value. This sustained growth and increase in shareholder returns underscore the strength and resilience of our business model. The expansion of our asset base since Ascencia's inception is also a testament to this success.

In the coming years, our key priorities will be:

1. **Maintaining the highest standards of our malls through**

- Enhancing the customer experience (see Social Capital)
- Ensuring operational excellence (see Intellectual Capital)
- Advancing digital engagement (see Intellectual Capital)
- Setting higher sustainability benchmarks (see Natural Capital)

2. **Pursuing new projects and growth opportunities through both extension projects and potential new greenfield projects**

We aim to not only to ensure a consistent increase in Net Asset Value supported by our low loan-to-value ratio, but also to support our environmental ambitions to reduce our carbon footprint.

Governance and leadership

Ascencia is committed to upholding high standards of governance, compliance and ethical behaviour in all aspects of our daily operations. Effective oversight ensures that the interests of the Board, management and shareholders are aligned, promoting trust and confidence among stakeholders. Throughout the year, several Board and Committee meetings were held to address the Company's strategic priorities and risk management, amongst others.

Read the Corporate Governance report on pages 56-69.

We are deeply saddened by the loss of our fellow Director and esteemed colleague, Pierre-Yves Pascal, who passed away after a courageous battle with illness at a tragically young age. Since joining the Board in 2016, Pierre-Yves made invaluable contributions to our discussions and decisions, drawing on his extensive experience in the financial industry. His insightful perspectives, open-mindedness, friendliness, and gentlemanly nature left a lasting impact on us all and will continue to inspire us. His loss is profoundly felt. On behalf of the directors of Ascencia, I extend our heartfelt condolences to his family and loved ones.

We are also grateful to the departing Board members for their dedicated service and invaluable contributions in making Ascencia grow into one of the top-listed companies in Mauritius. In welcoming new members to our Board, we would like to introduce Lucille Louw, Madhavi Ramdin-Clark, Alain Law Min, Johan Pilot, and most recently, Marine Boullé. Each brings a unique blend of expertise that will enrich our decision-making and ensure we remain agile in the dynamic market environment.

This year has also been marked by significant changes in our human capital bringing fresh energy and new perspectives to the teams.

We welcomed Simon Harel as the new CEO, effective January 2024. Simon brings strong expertise and a proven track record in leading and turning around companies. His prior experience as Asset Manager at Ascencia has provided him with a deep understanding of Ascencia's operations and strategic priorities. We are confident that his leadership will guide us seamlessly into the next phase of growth.

Appreciation

I would like to take a moment to thank Frédéric Tyack, who stepped down as CEO after nearly ten years. During his time with Ascencia, the company saw notable developments. On behalf of the Board, I express our gratitude for his contributions and wish him well in his future endeavors.

I would also like to thank Philippe Espitalier-Noël, who has chaired the Board for the past 17 years. While he has stepped down from his role as Chairman, his ongoing contributions as a Non-Executive Director, and CEO of Rogers Group, will be invaluable in shaping Ascencia's future in the retail property sector.

To our shareholders, directors, tenants, service providers, and shoppers, thank you for your ongoing support and confidence in Ascencia.

Finally, I wish to extend my gratitude to the management team and the entire Ascencia team for successfully handling the many opportunities and challenges we have faced.

As we look ahead, we have many reasons to be optimistic. Ascencia is well-positioned for continued growth, and we will continue to leverage our strengths and remain agile in the face of changes in the economic landscape.

Simon Harel
Ascencia CEO

We are driven by passion

Interview with the CEO

Having completed almost a year in your new role as CEO of Ascencia, do you have any initial thoughts or perspectives to share?

As I complete my first nine months as CEO of Ascencia, I am both honoured by the opportunity to lead and inspired by the path ahead. My time as an Asset Manager at Ascencia provided me with a deep understanding of its strengths, from its diversified portfolio of prime properties and track record of excellence, to a team whose dedication truly sets the company apart. Ascencia's malls are cherished spaces for the Mauritian community, for people from all walks of life; spaces where knowledge, technology and innovation intersect to continually reshape the art of placemaking. I feel fortunate to carry forward this legacy.

In my initial months, I've been particularly impressed by the strength of the frameworks and structures in place. To these existing foundations, I am eager to apply my leadership and financial expertise. Ascencia is at an exciting juncture, poised for further growth and expansion. With a pipeline of major projects ahead, we are moving from a period of slower development to a more dynamic phase. As we move into higher gear, it is important to me that we align the people at the heart of Ascencia with this vision. Building on the existing culture of Ascencia, we have started a new cycle of our culture & engagement journey, with the ultimate goal of building highly relating and highly performing teams. This journey focuses on cascading down a high-performing culture at all levels of the organisation, ensuring that we maintain the level of excellence that has come to define Ascencia. This journey will also allow us to advance on our environmental and social targets.

While results remain important, we are equally committed to delivering the best employee experience by emphasising flexibility, wellbeing, and meaningful work. We are investing in enhancing the expertise of our 'One Team' and ensuring that our people are well-supported, engaged, and ready to meet future challenges.

How do you see the evolution of the retail sector?

The retail sector is fast-paced and constantly changing, offering both challenges and opportunities. Over the past 12 years, the market has expanded considerably. Total retail space in Mauritius now exceeds 425,000 square metres, with a significant portion concentrated in the Plaine Wilhems area. These expansions are expected to continue in the coming years, driven by planned projects.

Increased competition and inflation are creating challenges across the sector, especially for non-prime assets, where rental and occupancy pressures are expected to persist. In contrast, Ascencia's malls are better positioned to remain resilient, thanks to their prime locations, higher quality of the assets, and ability to consistently attract high footfall through active and effective management.

Looking ahead, while consumption is expected to remain buoyant, we foresee ongoing pressures from high finance costs, inflation and intensified competition. Our approach will be to continue innovating and adapting, aiming not only to sustain our performance but also to exceed broader market expectations.

What were the main contributors to this strong performance this year? Could you outline some of the key operational metrics that reflect this?

Our strong performance in FY24 is the result of both external factors and strategic internal actions that turned challenges into significant opportunities. Externally, key public infrastructure projects like the SAJ Bridge and ongoing development of Moka Smart City have enhanced accessibility and connectivity to some of our malls, helping us maintain high footfalls despite economic pressures.
Internally, our commitment to operational excellence and our vision of "Shaping Singular Places" have been central to our success.

The first two quarters of the year saw subdued growth, with Bagatelle Mall in particular experiencing lower trading densities due to competition. The second half of 2024, however, saw a notable turnaround, supported by the team's remarkable agility, strategic efforts to improve our tenant mix, and ongoing property upgrades. Our tenants also played a crucial role in this recovery, stepping up their efforts to renovate their spaces and offer more relevant, impactful value propositions for shoppers. Our operational metrics highlight this positive trend: footfalls across our portfolio increased by 4.3%, with trading densities improving by 2%. Notably, Bo'Valon Mall achieved a 14% increase in trading density, making it one of our top performers. The rent reversion stood at 5.4% (FY23: 4.0%) on lease renewals, indicating our tenants' continued confidence and trust in the Company. Our rent-to-turnover ratio remained healthy, and the EPRA vacancy rate dropped to 2.0% from 2.7% in 2023, signalling strong demand for our spaces. On another note, management has been very active at So'flo to implement a new leasing strategy to better align with shoppers' needs. We expect these efforts to drive improvements at So'flo in the first half of FY25.

> "Our strong performance in FY24 is the result of both external factors and strategic internal actions that turned challenges into significant opportunities."

Interview with the CEO contd.

What strategy was used over the past year to Shape the next Chapter at Ascencia?

Our strategy for sustainable growth and Shaping Singular Places is driven by our Customer Promise, which is anchored in four key pillars to ensure our malls remain attractive destinations throughout the year.

Accessibility

Accessibility is a major factor in attracting diverse shoppers and influencing their decision to visit our malls. All seven of our malls are strategically located, and benefit from ample parking spaces and nearby public transport. Recently, the opening of the new metro station at Phoenix Mall has boosted footfalls by as much as 20%, while the SAJ Bridge has improved the accessibility of Bagatelle Mall for mainly the west population segment, seamlessly connecting it to the dynamic centre of Moka. Additionally, the opening of the Mobrico shop in December 2023 introduced new access points to the southern section, further improving convenience for customers.

Sustainability

Ascencia's commitment to sustainability began well before we joined the SEMSI index. As a key player and leader in Mauritius' commercial landscape, we have consistently worked to set high standards in green energy efficiency, waste recycling, and wastewater management across our malls. Key achievements during the year include:

- The implementation of a new chiller system at Bagatelle Mall, which has reduced the average air-conditioning energy consumption by 20% since August 2023, helping us minimise our carbon footprint.
- Maintaining the waste recycling capacity at 45%.
- Setting ambitious targets in green energy, with solar power expected to cover 25% of our portfolio's total electricity needs. In line with this, we installed a 1.2 MW solar farm at Bo'Valon Mall and added 0.5 MW capacity at Bagatelle Mall. Solar panel installations at Riche Terre Mall, Bo'Valon Mall, and the Home & Leisure area at Bagatelle Mall are scheduled for completion by September 2024, bringing the planned annual production to 6.8M KWh.
- Working on obtaining LEED certification for Phoenix Mall, with plans to extend this initiative to our other malls.
- Tenant engagement is a crucial component of our sustainability strategy. Tenants will be encouraged to use energy-efficient equipment and support our waste and water management goals. Periodic audits will be carried out to help maintain these standards and support our shared environmental goals.

Read the Natural Capital report on pages 40-43.

Comfort

Offering a comfortable, welcoming atmosphere is a cornerstone of our mall experience. We continuously invest in enhancing our common areas, food courts and overall infrastructure, as seen with the recent upgrades at Bagatelle Mall and ongoing renovations at Riche Terre Mall. The rebranding of Jumbo Express to Carrefour City at Les Allées was well-received, and will soon be extended to Phoenix Mall and Riche Terre Mall.

This year, we also introduced diverse local and international brands like Promod, Eden Park, Nenban, Bento Sushi and Avril Cosmétique Bio, amongst others, who selected Ascencia to open their first stores in Mauritius. The addition of Mobrico, a new hardware store Bagatelle Mall, further enriches our tenant mix. We are also encouraging tenants to renovate their spaces and embrace modern concepts that elevate their appearance and functionality. We are pleased that many have responded positively to our recommendations, which is already translating into significant growth and improved turnover for some reopened stores. Safety remains a focus, with advanced security systems, trained security guards and surveillance cameras installed across our malls and parking areas to ensure a secure environment for visitors and the local community.

Engagement

We create vibrant atmosphere throughout our malls with various events. National celebrations, sales program, cultural and artistic representations and varied commercial activities to life, make up the calendar of the malls. This year we innovated with the food festival, the dome experience and the Mega Lottery campaign which received a heartening response. Local NGOs, entrepreneurs, and artists are also highly featured across our portfolio. We recently celebrated the completion of Riche Terre Mall's renovations with a major concert. Upcoming milestones include the 30th and 5th anniversaries of Phoenix Mall and Bo'Valon Mall, respectively. These efforts underline our commitment to delivering memorable experiences and promoting arts and culture, ensuring our malls remain the prized attractions.

In what ways have these operational achievements influenced Ascencia's financial performance?

This year, our strong operational performance has led to key achievements that highlight our commitment to growth and value creation. We created favourable conditions that allowed us to achieve targeted contractual increases, successfully renew leases, and keep vacancy rates low. In parallel, we achieved a 101% collection rate, a 10% increase in total income, and a corresponding rise in operating profit thanks to the resilient trading performance of our malls.

Despite challenges like wage increases affecting our service providers, we kept a tight control on operating expenses. Our careful management of debtors and improved cash flow have allowed us to finance our capital expenditures internally, ensuring continued growth without compromising our financial stability. These strong financial results also enabled us to provide higher dividends to our shareholders, reaffirming our commitment to delivering consistent value. Furthermore, our robust performance positively impacted the fair value of our properties, which increased from Rs 487 million in 2023 to Rs 602 million this year. This growth not only shows the strength of our investment properties but also contributes positively to our Net Asset Value, strengthening our market position.

> "These strong financial results also enabled us to provide higher dividends to our shareholders, reaffirming our commitment to delivering consistent value".

You mentioned that Ascencia has ambitious development plans in the pipeline. Could you provide more details on the Group's strategy for future growth?

Our expansion decisions are driven by a detailed analysis of market demand. Before beginning construction, we conduct thorough studies to evaluate consumer habits, customer expectations, purchasing power, and market trends in the target area.

This past year, our market survey of the retail sector revealed strong demand in specific regions. This analysis has guided our development plans, helping us determine the optimal project size, tenant mix, and services needed to address local needs effectively. Our goal is to create developments that attract and satisfy consumers, while offering a profitable environment for retailers. We have a pipeline of projects valued at Rs 2 billion that we are working to bring to fruition in the coming years. Currently, our loan to value stands at 36% which is well within our target of under 40%, indicating that Ascencia is well-positioned to undertake new value-creating projects.

Do you have any closing remarks?

I am grateful to Ascencia's Board of Directors for the trust and confidence they have placed in me. I am also grateful to Frédéric Tyack, whose tenure has left a lasting impact on Ascencia. I am committed to driving Ascencia's vision forward and building on these strong foundations.

To Ascencia's team members, thank you for your warm welcome and for the hard work that has enabled us to achieve the set objectives for the year. I look forward to the journey ahead with each one of you, harnessing our collective strengths to redefine the retail experience.

To our valued service providers, tenants, and clients, thank you for your partnership and loyalty, which are crucial to our progress. Malls are more than just retail spaces; they are community hubs where people share experiences, find joy in their daily lives, and form lasting bonds. Each interaction, every event, and all the experiences we create contribute to a larger narrative of community and connection. Let's unite our efforts to shape this next chapter of Ascencia.

Growing Sustainably

Saving our planet concerns everyone. Adopting a green attitude starts with the smallest change. We could have grown faster, but we chose to grow sustainably.

Social & Relationship Capital

How this capital supports our strategy

"We continuously engage with and support local entrepreneurs."

We recognise our duty to our citizens, understanding that our success is intertwined with theirs. This mutual success hinges on the quality and strength of our relationships with our stakeholders. We continuously engage with and support local entrepreneurs, lending our expertise and market entry opportunities to foster their economic and social progress; in turn, we benefit from their loyalty and unique perspectives, which enhance our offerings. This perpetuates a cycle of shared progress that improves the lives of everyone involved and solidifies Ascencia's reputation as an important local player.

Read the 'Engagement with stakeholders' section on page 67-68 for a breakdown of Ascencia's stakeholder groups, and how we engage with them.

Key Outcomes

AVERAGE MONTHLY FOOTFALL
2,022,993
FY23 : 1,938,898

35 New Openings of both local and international brands

CUSTOMER SATISFACTION INDEX	SERVICE RATING SCORE
79%	83% (from 5 key onsite service providers)
FY23 : 84%	FY23 : 85%

Stakeholders who benefit

SERVICE PROVIDERS · TENANTS · GOVERNMENT · INVESTORS · OUR PEOPLE · SHOPPERS

Customer Promise

A S C E

SDGs

ENVIRONMENT: 11

SOCIAL: 1, 3, 4, 5, 8, 17

GOVERNANCE: 8, 9, 17

Social & Relationship Capital contd.

Reflecting on FY24

1

Consolidating our position

We leveraged our Asset and Property manager, EnAtt, to attract international brands aligned with our concept and tenant mix. Notably, global brands such as Avril, Eden Park, Promod and Mobrico have chosen Bagatelle Mall for their debut stores in Mauritius.

We also tapped into our existing network to identify new local entrepreneurs with unique concepts. Our leasing process was tailored to work closely with each entrepreneur, guiding them to refine their concepts and store aesthetics. For example, Bento Sushi at Les Allées and Nenban both opened with resounding success, while some local and international shops were renovated at Bagatelle Mall, receiving an equally positive response from shoppers and visitors. This strategy is being rolled out across Ascencia's malls.

2

Promoting Arts & Culture

We promoted the Arts & Culture through various events at Bagatelle Mall, including a painting exhibition by Kinoute Association, a photo exhibition by Paul Choy, and a Tamil language festival. Throughout the year, we invited renowned local artists like Anonym at Riche Terre Mall, Zulu at Bagatelle Mall, and Prophecy at Phoenix Mall, celebrating events like Music Day to entertain our visitors.

In June, we organised a major concert for the reopening of Riche Terre Mall following extensive refurbishments, featuring performances by Annega, Prophecy, Zulu, and Big Frankii. Additionally, we hosted House of Digital with a digital dome in the parking of Bagatelle Mall for two months as from July 2024.

3

Enhancing digital engagement

In partnership with Tagada, the Data Analytics & Customer Experience pole of ENL Group, we embarked on our Digital & Marketing Ecosystem journey to enhance connectivity and provide more personalised online communication. Upgrades to our Wi-Fi infrastructure, coupled with targeted direct e-marketing campaigns, are currently in progress in our malls, with full implementation planned for the next financial year.

4

Social-driven initiatives

We pursued our collaboration with a number of NGOs (see next page), focusing on Sports, prevention of substance abuse and sexual reproductive health, and the provision psychological support. We are proud to announce that we are contributing to a new secondary school project in the West, promoted by Ecole du Centre and Ecole Paul et Virginie, aiming to meet the high demand for quality education. Our Rs 2.4m investment was split up into Rs 1m in share capital, and Rs 1.4m in bonds.

Outlook & Priorities

INCREASE FOOTFALL ACROSS MALLS

1. **Strengthen marketing strategies**
   - Commercial events for FY25: Celebration of 30th anniversary of Phoenix Mall, opening of Carrefour at Phoenix Mall, and the Mega Lottery of Ascencia Malls.
   - National and signature events: 5th Anniversary of Bo'Valon Mall, 2nd Edition of Food Festival.
2. **Improve tenant mix**
   - Management will continue to remain active across the portfolio to fine-tune the tenant mix and improve the Malls performance.

INCREASE TENANT LOYALTY

1. **Increase conversion in shops**
2. **Implement action plan at So'flo**
   - So'flo is looking forward to implementing a new leasing strategy to better align with the shoppers' needs. We expect these efforts to drive improvements at So'flo in the first half of FY25.

INCREASE FOOTFALL ACROSS MALLS

1. **Strategically relocate tenants**
2. **Strengthen the high-end node** with new international brands.
3. **Rebrand anchor tenant** at Riche Terre Mall and Phoenix Mall.
4. **Onboard two new sub-anchor tenants** at Riche Terre Mall and Phoenix Mall.

CSR INITIATIVES FOR FY25 WITH A FINANCIAL COMMITMENT OF RS 1.3M

1. **Atelier de Musique**
2. **Art Therapy**
3. **Direct donation to Mo'Zar and sterilisation campaigns for stray dogs**

Intellectual Capital

"..We continuously invest in enhancing our innovation capacity and building up our skills.."

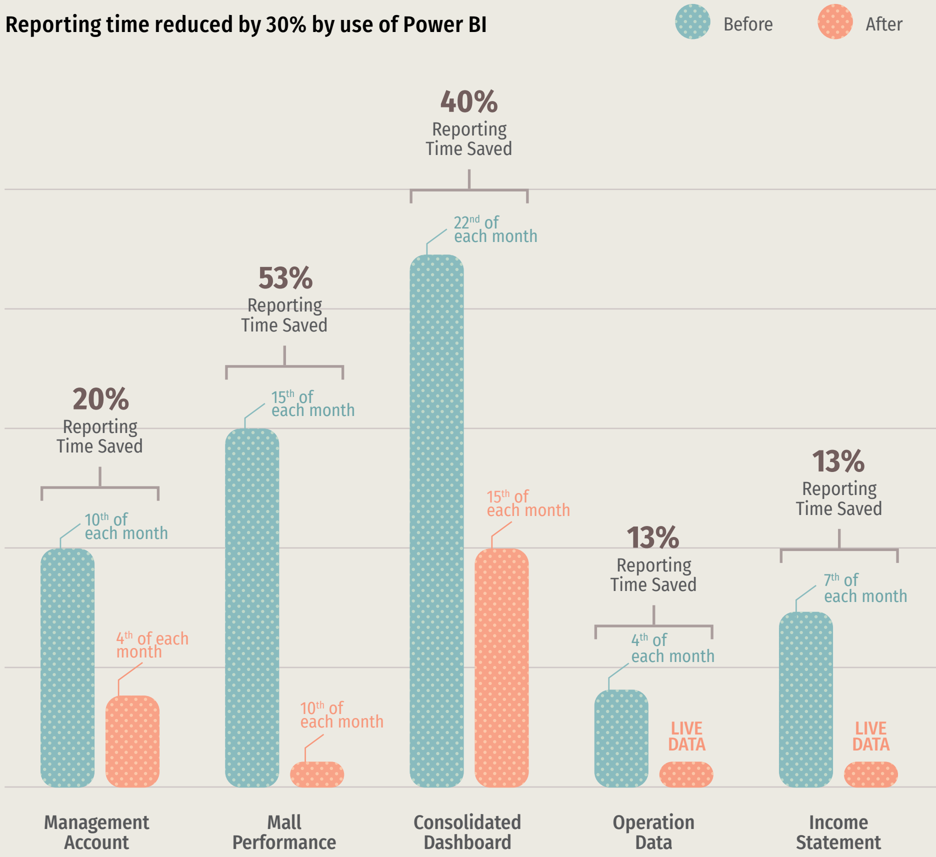
How this capital supports our strategy

Over the past 15 years, Ascencia has cultivated a competitive edge rooted in intangible assets, such as deep expertise and know-how in retail, investments in technologies and processes, and strong brands. Guided by our promise of 'Shaping Singular Places' for customers, we continuously invest in enhancing our innovation capacity and building up our skills, all aimed at revolutionising the way we think, delivering unique value, and improving the quality of our assets.

Key Outcomes

ENHANCED EFFICIENCY

Reporting time reduced by 30% by use of Power BI



CUSTOMER EXPERIENCE

Upgrade of WI-FI infrastructure

Phoenix Mall → 50mbps to 100mbps
Bagatelle Mall → 100mbps to 200mbps
Bo'Valon Mall → 50mbps to 100mbps
Riche Terre Mall → Deployed at 100mbps

DIGITAL STRATEGY

43,000

contacts and at testing phase

WHAT IS THE TESTING PHASE?

Gather data → Create customer profile → See behaviours → Segmentation → Direct Marketing → Next step (Increase contacts and identify Leads)

Stakeholders who benefit

TENANTS
SHOPPERS
SERVICE PROVIDERS

Customer Promise

A S C E

SDGs

ENVIRONMENT
SOCIAL
GOVERNANCE

Intellectual Capital contd.

Photo credit: MOBRICO

1

Improving the customer experience

We opened a new hardware store at Bagatelle Mall to diversify our offerings and refine the tenant mix. Riche Terre Mall, for its part, underwent extensive refurbishments to improve both the customer experience and conversion. Examples include new parking bays at Mobrico to cater for high demand, upgrading the ventilation systems in the corridors to improve air quality, and installing Remote Terminal Units (RTUs) in the food court. Across our malls, the addition of new international brands to our portfolio has enabled us to continue attracting customers, despite high inflationary pressures. Furthermore, the renovation of toilets and the various shops renovation in line with emerging concepts have also enhanced the customer experience. Another significant initiative was the improvement of the Wi-Fi experience. By offering shoppers reliable and fast Internet access, the objective is to allow shoppers to stay connected and encourage longer visits. While Riche Terre Mall was equipped with new Wi-Fi access points for better coverage, we are also in the process of upgrading the Wi-Fi infrastructure at Bagatelle Mall, Phoenix Mall and Bo'Valon Mall to boost Internet bandwidth and expand coverage.

2

Progressing on the Digital and Marketing ecosystem journey

We made significant progress on our Digital & Marketing ecosystem journey, kickstarted last year. Our database has grown to 43,000 contacts, with a target of 50,000 by September. By leveraging this database, we have improved our direct marketing initiatives, targeting different customer segments with relevant offers, and leading to 20% open rate, indicating that our email campaigns are effective. We are working in close collaboration with Tagada in this digital journey.

3

Boosting operational efficiency

The adoption of energy-efficient practices not only supports our environmental goals, but it is also crucial for lowering operational costs and improving our bottom line. The installation of the HVAC system at Bagatelle Mall not only led to significant energy savings (more information in the 'Natural capital' section on page 40-43), but also enabled us to optimise our production capacity.

Outlook & Priorities

PURSUE OPERATIONAL EXCELLENCE JOURNEY

1. Work order management
- Optimise Infraspeak, our proptech platform to better manage our maintenance/facilities, and ultimately deliver better service.

2. Asset and vendor performance
- Implement and integrate IoT sensors on critical assets in our malls.
- Carry out a feasibility study for a Parking Management System across our malls.

3. Business continuity
- Optimise Power BI by consolidating all data sources into one Data Warehouse, able to generate a single, integrated dashboard.

4. Sustainability
- Explore solutions to ensure the Sewage Treatment Plant (STP) operates effectively and optimises wastewater treatment.

SET HIGHER TARGETS

1. Sub-anchor at Phoenix Mall
- Finalise the 2,500m conversion project at Phoenix Mall, which will bring in a new sub-anchor tenant, generating additional income.

2. Digital strategy leads
- Target 100,000 by 2026.

3. Lease renewals and rent reversion
- Aim for a minimum 5% escalation.

4. Grow footfall at Riche Terre Mall
- The renovation of toilets and various shops in line with emerging concepts has also enhanced the customer experience.

Financial Capital

How this capital supports our strategy

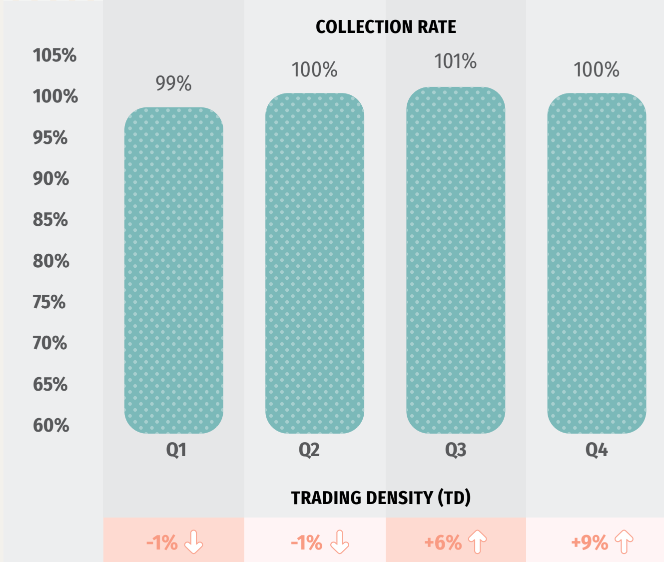
Ascencia relies on this capital to invest in growth opportunities, maintain high-quality assets and support its long-term strategic objectives. To achieve this, we prioritise liquidity and the creation of sustainable income streams, which provide us with the stability needed to navigate market dynamics and generate superior returns for both our current and future shareholders.

"Ascencia relies on this capital to invest in growth opportunities."

Key Outcomes

Combined Operational Metrics

EPRA Vacancy **2.1%** FY23: 2.9%



Note: *EPRA Vacancy Rate is the Market rent of vacant space divided by Market rent of the whole portfolio over the period.*

Rent Reversion **5.4%** FY23: 4.0%

LTV **36%** FY23: 38%

Interest Cover **2.8x** FY23: 3.0x

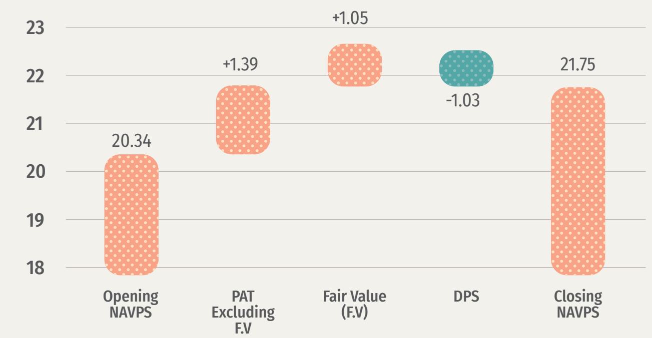
+6% increase in net operating income to Rs 1,282m

Record Dividend **Rs502m** FY23 : Rs 463m

Shareholders' Return

	FY22	FY23	FY24
Dividend Yield on opening NAVPS	5.0%	5.0%	5.2%
NAV Increase	6.5%	6.4%	6.9%
Return on opening NAV	11.5%	11.4%	12.1%
Dividend Yield on Share Price	3.1%	4.5%	5.9%

Drivers of NAVPS



Stakeholders who benefit

INVESTORS
TENANTS
SHOPPERS
SERVICE PROVIDERS

Customer Promise

A S C E

SDGs

ENVIRONMENT
SOCIAL
GOVERNANCE

Financial Capital contd.

Reflecting on FY24

1

Safeguarding sustainability of income

Consumption in our malls has steadily increased from a low point in the first semester of the year. Footfall and tenant performance have been growing since early 2024, mainly driven by governance measures to help consumption, infrastructure upgrades, new offerings and renovated shops across our portfolio. Average rent reversion rose to 5.4%, up from 4.0% last year, while lease escalations increased by 7.1% year-on-year.

2

Creating new sustainable revenue streams

Guided by our customer promise to create unique destinations for visitors, we pursued the extension of Bagatelle Mall with the addition of a new hardware shop, Mobrico, which has chosen Bagatelle Mall for his first store in Mauritius. The refurbishment at Riche Terre Mall provided the opportunity to add a new restaurant (Nando's) with additional GLA, thus generating additional income. Additionally, new digital screens installed during the year across our portfolio will provide extra revenue in the coming periods.

3

Managing costs

Throughout the year, we took steps to improve efficiency without sacrificing service quality. We worked with various service providers, benchmarking our Service Level Agreements (SLAs) against industry standards to tackle rising costs in cleaning, security, and landscaping. By implementing proactive maintenance SLAs on all our critical assets, we extended their useful life, this minimizing costly replacements, and lowered insurance premiums. Additionally, our debt maturity profile is well structured and helps us contain finance costs, resulting in an interest cover of 2.8x as of FY24.

4

Enhancing shareholder returns

Along with achieving robust collection rates and fair value gains, driven by a combination of the aforementioned measures, Ascencia also set a new record in dividend payout, distributing Rs 502m to shareholders during the year. The Company ranked 2nd among all listed companies in Mauritius for successive increases in Dividends Per Share (DPS) over the last 10 years. As of 30 June 2024, the share is trading at a discount to NAVPS, offering a 5.9% dividend yield, making it an attractive investment. Ascencia has consistently outperformed its benchmark, delivering strong cash yields and increasing shareholder value, even in challenging economic times.

Outlook & Priorities

BUILD GREATER LIQUIDITY AND RESILIENCE AGAINST INFLATIONARY PRESSURES

1. Optimise lease management

Better manage our cash flow, aiming for a 100% collection rate, and ensure we meet our target rates for lease renewals.

2. Reduce cost of funding

Finance Capex and renovations with our internal cash reserves, thereby reducing our dependence on external funding sources.

3. New Revenue Streams

Strong position for growth and expansion to create new revenue opportunities. With a strong pipeline of major projects ahead, we are transitioning from a period of slower development to a more dynamic phase.

4. Improve our credit rating

Ensure we meet our financial obligations and work on providing consistent, transparent reporting to at least maintain our strong credit rating.

CONTINUE DELIVERING SHAREHOLDER VALUE

Maintain robust shareholder returns

Maintain our dividend policy to increase trading activity, and ultimately, increase share liquidity over time.

Natural Capital

Key Outcomes

45% WASTE RECYCLED
FY23: 45%
FY25 Target: 50%

14% SOLAR TO CEB RATIO
FY25 Target: 25%

20% Energy efficiency target met at Bagatelle Mall with the new HVAC

GREEN FOODCOURT AT BAGATELLE MALL WITH ENDEMIC PLANTS
Rehabilitation of Foodcourt at Bagatelle Mall with the introduction of endemic plants

"Ascencia is deeply committed to reconciling economic growth with sustainability."

How this capital supports our strategy

Ascencia is deeply committed to reconciling economic growth with sustainability. We have set ambitious targets to not just minimise our environmental impact, but to also contribute positively to the planet's health.

Focusing on four key areas, namely waste recycling, wastewater recycling, green energy, and energy efficiency, will allow us to make meaningful contributions to advancing both environmental preservation and our business objectives.

Stakeholders who benefit

SERVICE PROVIDERS, TENANTS, GOVERNMENT, INVESTORS, OUR PEOPLE, SHOPPERS

Customer Promise

ASCE

SDGs

ENVIRONMENT: 6, 7, 11, 13

SOCIAL: 4

GOVERNANCE: 17

Natural Capital contd.

Reflecting on FY24

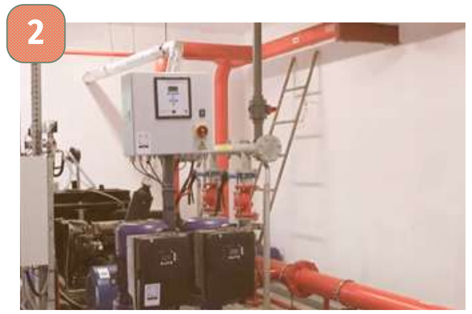
1

Enhancing green energy production

Our photovoltaic (PV) farms generated enough renewable energy to power 23,300 households in Mauritius over the year. Looking ahead, our goal is to reach the production of 6.7 million kwh by FY 2025, equivalent to the total electricity consumption of 37,000 households in Mauritius. Our target is to achieve 25% in Solar to CEB ratio in FY25.

In parallel, the new chiller system at Bagatelle Mall led to a 20% increase in energy efficiency after becoming fully operational. We are currently in the final stages of implementing recommendations to achieve the LEED certification at Phoenix Mall, while gap analyses are being conducted out across our other malls to also ensure their alignment with our sustainability goals.

2



Improving wastewater recycling

Following the installation of a greywater system at Bo'Valon Mall over five years ago, we have been continuously improving our wastewater collection and recycling performance. This past year, 22,636 cubic metres of water was processed monthly, accounting for 86% of our total water consumption.

3

Making waste recycling integral to our operations

Our 'Sorting at Source' initiative for solid waste is now central to our daily operations. Recognising that most of this waste stems from our tenants, we have taken steps beyond reducing landfill dumping by forging a key partnership to enhance our waste recycling efforts.

This year, we maintained a steady recycling rate of 45% across all our properties, same as FY23. Despite challenges with the Biogas project, we continue to seek solutions and alternatives to improve our efforts.

4

Earning recognition for our efforts

Our commitment to sustainability, particularly in the areas of governance, decarbonisation, transparency and social welfare, amongst other evaluation criteria, earned us an award in the 'Construction and Real Estate' category at the PwC Sustainability Awards in 2023.

These awards, themed 'Towards Corporate Actions and Reporting That Matters', commended businesses who demonstrated a material integration of sustainability into their strategy and impact assessments.

Outlook & Priorities

Pursue ambitious targets across our four focus areas

WASTE RECYCLING

Target 50% of waste sorting at source across our portfolio

GREEN ENERGY

Set strong benchmarks in green energy through the following measures:

- Install PV farm with a capacity of 1.2MW in FY25 in Bo'Valon Mall.
- Add 0.5MW in capacity at Home & Leisure area of Bagatelle Mall
- Complete the installation of solar panels at Riche Terre Mall, Bo'Valon Mall, and the Home & Leisure area at Bagatelle Mall, aiming for completion in September 2024.
- Target is to produce the equivalent of 25% of electricity consumption of the portfolio via solar panels.

Engage tenants in our sustainability agenda

Sustainability clause

Tenants will be encouraged to use energy-efficient equipment validated by the landlord, select refrigerants that have a zero ozone-depletion potential and support our water management targets. Energy audits will be conducted periodically.

Manufactured Capital

How this capital supports our strategy

Manufactured capital refers to our 'Place Making' philosophy, to which we allocate our financial capital. We focus on sustainable value creation and risk management by investing in prime locations that meet customer needs. Our goal is to attract and retain tenants, grow rental income, control costs, optimise energy and water use, and improve cash flow for risk-adjusted returns.

"We focus on sustainable value creation and risk management by investing in prime locations that meet customer needs."

Key Outcomes

VALUE ADDED TO PORTFOLIO

Incremental GLA
2,882m²

Incremental Income
Rs 22m

New Openings
+35

Additional Parking
110

Stakeholders who benefit

INVESTORS
TENANTS
SHOPPERS
SERVICE PROVIDERS

Customer Promise

A S C E

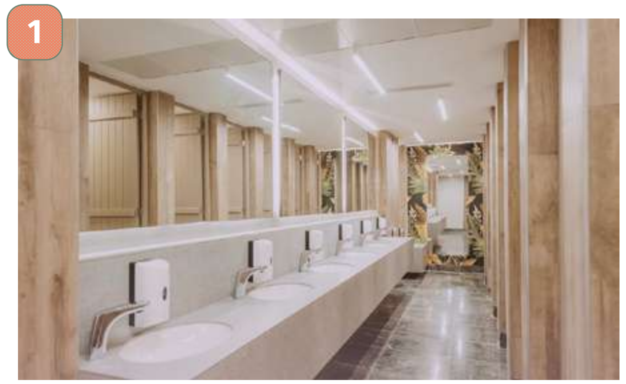
SDGs

ENVIRONMENT	SOCIAL	GOVERNANCE
N/A	N/A	8, 9, 11, 17

Manufactured Capital contd.

Reflecting on FY24

1



Reinforcing Bagatelle Mall as a prime destination in Mauritius

We continued making targeted investments in Bagatelle Mall and delivered on key projects:

- We opened Mobrico, Bagatelle Mall's first hardware store, adding 2,882m² with its own entrance and 110 dedicated parking spots.
- We introduced international brands such as Eden Park, Avril and two unique exhibition kiosks. We completed the refurbishment and renovation of common spaces, including toilets, with a refreshed and modern look to enhance the personalised experience.

2

Breathing new life into Riche Terre Mall

We completed the renovation of Riche Terre Mall to enhance the customer experience. We upgraded the common areas with new tiles and vibrant colors, a kids play area and a plant-covered ceiling in the food court for a cozy atmosphere.

Nando's will also be opening a new restaurant soon, as well as Bento Sushi and a new Telecom shop. By modernising the mall, along with the upcoming rebranding of Jumbo to Carrefour, which will completely renovate the anchor space, we aim to support the success of our tenants and strengthen our market position.

3

Refreshing Les Allées

The rebranding of Jumbo Express to Carrefour City, a major global supermarket chain, was completed at Les Allées in February 2024, marking a fresh start for the mall.

Outlook & Priorities

Improve tenant mix at Phoenix Mall following the rebranding of our anchor tenant to Carrefour.

Continue the 2500m² conversion project at Phoenix and Riche Terre malls, aimed at transforming existing spaces and accommodate two new sub-anchor tenants, which will generate additional incremental income.

Management is working with Rogers Hospitality to explore the possibility of expanding the Voilà Hotel by adding rooms and serviced apartments to meet growing demand, particularly with the construction of the US Embassy next door.

Following a market survey earlier this year, we are assessing the potential for expanding Kendra. Management is currently reviewing various design concepts and tenant schedules to ensure the optimal development for this trade area.

A market survey found potential for new Greenfield projects in areas with strong demand, which management is now exploring further.

Human Capital

"..We place our People – our most valuable assets – at the heart of our business."

How this capital supports our strategy

Organisations are only as good as their people. Driven by this strong conviction, we place our People - our most valuable assets - at the heart of our business. We continuously invest in our employees, ensuring that they remain highly motivated, engaged and fulfilled.

Since 2019, we have embarked on a Culture & Engagement journey, rooted in a human-centric work culture that cultivates high-performing, cohesive and innovative teams, dedicated to Shaping Singular Places and supporting the delivery of Ascencia's strategic objectives.

Key Outcomes

ENGAGEMENT SCORE
80%
FY23: 82%

HEALTH & SAFETY
64%
of team trained

HEALTH SURVEILLANCE
88%
Operations Teams monitored throughout the year

ATTRITION RATE
32%
FY23 (32%)

Stakeholders who benefit
OUR PEOPLE
SHOPPERS
TENANTS
SERVICE PROVIDERS

Customer Promise
A S C E

SDGs
ENVIRONMENT
SOCIAL
GOVERNANCE

Human Capital contd.

Reflecting on FY24

1

Unifying the teams around a new leader and new Cultural Journey

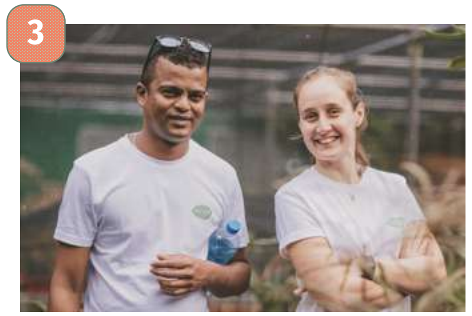
FY24 marked a transformative year for Ascencia's people and structure. We launched a Culture and Engagement journey aimed at unifying our team under the new leadership's fresh vision. Alongside this, the teams were restructured to better deliver on our objectives. For instance, Ascencia's Fund Management and Administration, previously managed by Rogers, has now been unified with the Asset, Property, and Development teams. The both teams now operate under EnAtt. This reorganisation has boosted performance, efficiency and collaboration, aligning our talents to drive shared growth objectives.

2

Enhancing our Employer Value Proposition (EVP)

We achieved our employee engagement target with a score of 80%, while our Net Promoter Score (NPS) stood at 72%, earning us the Great Place to Work Certification for the third consecutive year. This accolade reflects our commitment to providing the best employee experience.

3



Making employee wellbeing a priority

We maintained our efforts to enhance the holistic wellbeing of our employees. Major initiatives include specialised training programmes and the implementation of a bi-annual health surveillance programme, designed to keep our people in optimal physical health. Additionally, we aligned salaries with market standards through a comprehensive salary realignment exercises, and we introduced a 'Roster Allowance' scheme to fairly compensate employees working during unsocial hours.

4

Successfully navigating a challenging market environment

During the year, our team members were focused on sustaining consumption in our malls to mitigate the impact of market forces. Although the first half of 2024 saw reduced consumption, our employees' hard work and know-how led to an encouraging increase in trading densities and monthly footfall in the second half of the financial year. In parallel, Riche Terre Mall maintained its operations with minimal disruption during the renovation period. We also improved efficiency while maintaining service quality by working with service providers and benchmarking our Service Level Agreements (SLAs) against industry standards to manage rising costs in cleaning, security, and landscaping.

Outlook & Priorities

Embark on a new strategic focus and FY25 action plan

REINFORCE OUR CULTURE

- Pursue the Culture and Engagement journey.
- Improve Life at Work by maintaining our focus on EVP. This includes, amongst others, maintaining market-aligned salaries, and Health & Safety initiatives and career growth opportunities.
- Maintain EnAtt as a great place to work.
- Achieve the Best Workplace recognition.

STRENGTHEN OUR EXISTING TEAMS

- Cultivate a 'Performance mindset' across all our teams by improving the Performance Management Framework, rooted in customised development plans for all employees.
- Pursue existing training programmes.
- Upskill our teams with future-ready skills.
- Build a strong talent pipeline.

CONTINUE TO BE A GREAT EMPLOYER

- Develop a strong Employer Value Proposition (EVP) with a 'People & Purpose Focus' to attract and retain top talent. Ensure effective external communication of this EVP.
- Improve Onboarding Framework to ensure that new recruits perform as quickly as possible.
- Reinforce our Goal Alignment and Accountability initiative.

Cultural Journey

This programme's key objective is to unify our team under our new CEO's leadership and vision. We launched a leadership transition journey, which will eventually feed into our Culture & Engagement journey, to infuse and cascade down our refined culture across the entire organisation.

1 **Defining CEO's vision** — March 24 - Ongoing
- Executive Coaching

2 **Executive Team Alignment** — April 24
- Onboard newcomers
- Co-creation of vision & strategic priorities

3 **Leadership Team Alignment** — Jul 24
- Refining our culture
- Defining an accountability framework and the rules of the game

4 **Cascading the culture** — Nov 24
- Unifying our One Team around the new culture
- Co-creating our behavioural framework
- Empowering Culture Champions

Management Team

01 Daryl **PITCHEN**
Investment Manager

02 Davissen **MANIKKAM**
Centre Manager

03 Giorgio **WIEHE**
Development Manager

04 Amarr **GOKOOL**
Risk and Compliance Manager

05 Anabelle **KOENIG**
Property Manager

06 Sophie **AUDIBERT**
Portfolio Marketing and Communication Manager

07 Yaaser Abdool **RAHMAN**
Head of Learning & Development

08 Ashveen **DREEPAUL**
Centre Manager

09 Sandanavallee **MOONEYAN**
Portfolio Accoutant

10 Jean-Patrice **LAROSE**
Centre Manager

11 Zarah **MAUDERBACUS**
Centre Manager

12 Ashvin **CHATOORSING**
Head of Finance

13 Hector Gérard **ESPITALIER-NOËL**
Centre Manager

14 Simon **HAREL**
Chief Executive Officer

15 Stephania **MELLIER**
Corporate Communication Manager

16 Antish **SEEGOBIN**
Operation Excellence Manager

17 Parama **SABAPATHEE**
Asset Manager

18 Robert **BOULLÉ**
Asset Manager

Corporate Governance Report

The year at a glance

During the year under review, in addition to its usual agenda, the Board focused on the following key decisions and activities:

Key decisions

- Interim and final dividends distributed to Ordinary Shareholders
- Approval of 2025 budget
- Appointment of new CEO
- Appointment of new Directors
- Appointment of new committee members

Key activities

- Navigating the ongoing industry challenges
- Setting out a performance framework and the strategic priorities of the Company
- Annual Meeting of Shareholders on 15 November 2023

Code of Corporate Governance

The Board of Ascencia continues to be guided by the eight principles of The National Code of approach. A copy of the Code is available on *https://nccg.mu/full-code.*

The Corporate Governance section of this Integrated Report is structured around the Code's respective sections, aiming to provide shareholders with a clear understanding of how its principles have been applied by Ascencia. It includes references to supporting information disclosed in other parts of the report and on the Company's website.

1. Corporate Governance Framework

THE NATIONAL CODE OF CORPORATE GOVERNANCE FOR MAURITIUS (2016)

LISTING REQUIREMENTS
Ascencia is listed on the Official List of Stock Exchange of Mauritius Ltd and is subject to the listing obligations

CONSTITUTIVE AND GOVERNANCE DOCUMENTS
Constitution of Ascencia
Policies Position Statements

INTERNATIONAL (Integrated Reporting) FRAMEWORK

*These are disclosures pursuant to Principle 1 of the Code and are available on *www.ascenciacorporate.com.*

During the financial year 2024, there was no amendment to either the Listing Rules or the Constitution of Ascencia. A summary of the Constitution is available on *www.ascenciacorporate.com.*

While the Board has not adopted a formal Board overboarding policy, it does consider the various other commitments that may impact directors' availability when making new appointments. Before appointing directors, the Board ensures that any significant existing commitments of prospective directors are disclosed, along with an estimation of the time involved.

Corporate Governance Report contd.

2. Governance structure

Ascencia has a flexible governance structure, allowing for fast decision-making and effective oversight.

THE BOARD

The Board is primarily responsible for setting the Company's strategy for delivering long-term value to Ascencia's shareholders and other stakeholders, providing effective challenges to management concerning the execution of the strategy and ensuring that the Company maintains an effective risk management and internal control systems.

BOARD MEMBERS
Page 70-71

OUR STRATEGY
Page 12-13

OUR MAIN RISKS
Page 85

KEY ACTIVITIES OF THE BOARD IN 2024
Page 66

The Board delegates certain matters to its three committees

RISK MANAGEMENT AND AUDIT COMMITTEE

Reviews and monitors the main and emerging risks, and the effectiveness of Ascencia's risk management system.

Oversees the Company's financial reporting, maintains an appropriate relationship with the external auditor, and monitors Ascencia's financial controls.

CORPORATE GOVERNANCE COMMITTEE (ALSO SERVES AS NOMINATION AND REMUNERATION COMMITTEES)

Oversees the corporate governance framework of Ascencia.

Reviews Ascencia's remuneration policy and ensures that there is a clear link between performance and remuneration.

STRATEGIC COMMITTEE

Appraises projects, investment and divestment opportunities, and strategies.

Discusses the strategic risks related to projects and investments.

The terms of reference of each Board Committee and their membership are available on the website of Ascencia at *www.ascenciacorporate.com/board-committees*

CHIEF EXECUTIVE OFFICER

The Board delegates the execution of Ascencia's strategy and the day-to-day management of the business to the Chief Executive Officer, who is assisted by his Fund, Property & Asset Management teams.

INTERVIEW WITH THE CEO
Page 22-25

MANAGEMENT TEAM
Page 52-53

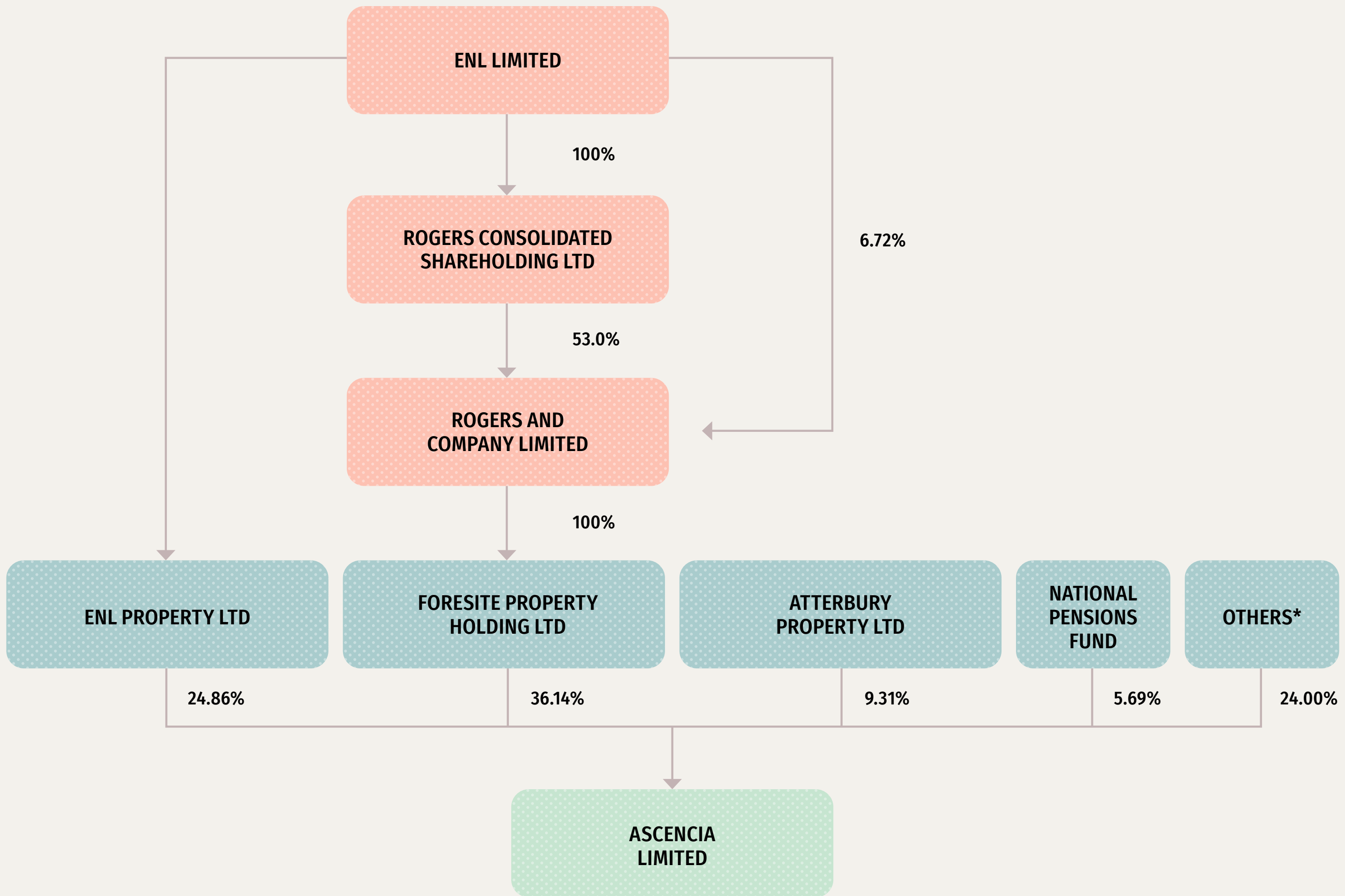
The shareholders and other key stakeholders of Ascencia play an important role in monitoring and safeguarding the Company's governance. Further information on how Ascencia engages with them is found on page 67-68.

3. Shareholders' agreement

Foresite Property Holding Ltd ("FPHL") and ENL Property Limited ("ENLP") together hold 61% of the shareholding and voting rights of Ascencia. Further to a shareholders' agreement between FPHL and ENLP:

i. at least half of the Board is nominated for appointment by Rogers and Company Limited ('Rogers');
ii. the Chairman of the Board is chosen from the representative directors of Rogers; and
iii. for all shareholder matters concerning Ascencia, ENLP shall vote in the same manner as FPHL.

The shareholding structure of Ascencia as at 30 June 2024 stands as follows:



**There is no shareholder holding a direct stake of 5% or more in the "Others" category*

Corporate Governance Report contd.

4. The Board of Ascencia

The Board of Ascencia assumes responsibility for leading and controlling the organisation and meeting all legal and regulatory requirements.

As at 30 June 2024, Ascencia was headed by a unitary Board comprised of 12 seasoned Directors, under the chairmanship of Mr. Gilbert Espitalier-Noël, a Non-Executive Director. The Board believes that its size and level of diversity and its governance framework are commensurate with the nature and complexity of Ascencia's operations.

The composition of the Board and the category of Directors are set out on *www.ascenciacorporate.com.* As at 30 June 2024, the Board comprised nine Non-Executive Directors ('NED') and three Independent Non-Executive Directors ('INED'). The Chief Executive Officer of the Company, namely Mr. Simon Harel, although not employed by the Company, has executive responsibilities since he oversees the day-to-day management of Ascencia. Furthermore, the Chief Executive Officer attends all Board meetings and contributes meaningfully to Board discussions.

The Company presently has no employees as all the management functions are outsourced. During the year under review, Rogers sold its fund management services to EnAtt Ltd. Ascencia has retained the services of EnAtt Ltd. as Fund Manager and, Property, Asset and Development Manager. The Company being a subsidiary of Rogers, the Directors follow the Code of Ethics of Rogers. On the other hand, the employees of EnAtt Ltd, a subsidiary of ENL Limited ("ENL") follow the Code of Ethics of ENL. There were no ethical concerns raised during the year under review.

Although the Chairman is a NED, there is clear division between the Chief Executive Officer and Non-Executive responsibilities, which ensures accountability and oversight as set out in the following table. The roles of the Chairman and Chief Executive Officer are separately held, and their distinct responsibilities defined in their respective position statements, available on *www.ascenciacorporate.com.*

Chairman

Mr. Gilbert Espitalier-Noël

- Leads a unified Board and assumes responsibility for its effectiveness.
- Fosters a culture of inclusivity and transparency by demonstrating Ascencia's values, establishing the right 'tone from the top'.
- Sets agenda and ensures timely dissemination of information to the Board, to support sound decision-making, and allow for constructive discussions, challenges and debates.
- Oversees the Board's effectiveness and evaluation process.
- Facilitates contributions from all Directors and ensures effective relationships between them.
- Ensures that the views of all stakeholders are understood and considered appropriately during Board discussions and decision-making.
- Responsible for the composition and evolution of the Board, together with the Nominations Committee.

Independent Non-Executive Directors

Ms. Maheswaree Madhub
Ms. Madhavi Ramdin-Clark
Mr. Alain Law Min
Mr. Dean Lam Kin Teng*
Mr. Pierre-Yves Pascal**

- Promote good standards of integrity and corporate governance, and uphold the cultural tone of the Company.
- Constructively challenge and assist in the development of strategy.
- Monitor the delivery of strategy by the Management within the risk and control framework set by the Board.
- Ensure that internal controls are robust and that the External Audit is undertaken properly.
- Engage with internal and external stakeholders and provide feedback insights to the Board.
- Have a key role in succession planning for the Board, together with the Board Committees and Chair.
- Serve on various Committees of the Board.

Non-Executive Directors

Mr. Shreekantsingh (Antish) Bissessur
Mr. Hector Espitalier-Noël
Mr. Philippe Espitalier-Noël
Mr. Dominique Galéa*
Mr. Damien Mamet
Mrs. Belinda Wong-Vacher
Ms. Lucille Louw
Mr. Naderasen Veerasamy
Mr. Johan Pilot
Mr. Frédéric Tyack***

- Provide constructive challenges to the Management, help to develop proposals on strategy, and monitor performance against KPIs.
- Ensure that no individual or group dominates the Board's decision-making.
- Promote good standards of integrity and governance throughout the Company, particularly at Board level.
- Review the integrity of financial reporting and ensure that financial controls and systems of risk management are robust.

Chief Executive Officer

Mr. Simon Harel

- Represents Ascencia externally to all stakeholders, including the Government, regulators, customers, suppliers and the communities that the Company serves.
- Develops and implements the company's strategy, as approved by the Board.
- Sets the cultural tone of the organisation.
- Facilitates a strong link between the business and the Board to support effective communication.
- Responsible for the overall delivery of Ascencia's commercial objectives.
- Promotes and conducts Ascencia's affairs with high standards of corporate governance. (The CEO's message can be found on pages 22 to 25)

Seasoned & Chartered Secretary

Ms. Sharon Ah-Lin

- Serves the Board and its Committees.
- Ensures sound information flows to the Board, ensuring the Board functions effectively and efficiently.
- Advises and keeps the Board updated on Listing Rules requirements and on developments in corporate governance best practices.
- Facilitates a comprehensive induction for newly appointed Directors, tailored to their individual requirements, and assists with their training and development, as required.
- Ensures compliance with Board procedures and provides support to the Chair.
- Coordinates the evaluation of Board effectiveness, in conjunction with the Chair.
- Responsible for communication with shareholders and the organisation of the meetings of shareholders.
- Available to support all Directors.

**He did not stand for election at the Annual Meeting of Shareholders of the Company of 15 November 2023.*
***He sadly passed away on 29 April 2024.*
****He stepped down as CEO on 31 December 2023 and Director on 10 June 2024. Mr. Simon Harel, the incoming CEO, joined in January 2024.*

Corporate Governance Report contd.

5. The Nomination process and appointment of Directors

The Board and the Nominations Committee continue to drive the agenda of diversity across the Board of Ascencia. The Nominations Committee reviews the Board Diversity on an annual basis, and makes recommendations to the Board where it identifies changes that can be made to further improve the diversity of the Board. The nomination process and appointment of Directors is posted on *www.ascenciacorporate.com.*

The Board benefits from a wide range of backgrounds and strengths. During the year under review, and after the end of the financial year, both the Board and the Nominations Committee welcomed Ms Lucille Louw, Mr Gilbert Espitalier-Noël, Ms Madhavi Ramdin-Clark, Mr Alain Law Min, Mr Johan Pilot and Ms Marine Boullé as new Directors to the Board of Ascencia.

The Board Skills matrix on the website on *www.ascenciacorporate.com* provides an overview of the number of Board members with specific skills, experience and knowledge as a way of demonstrating the different strengths the Directors bring to the Board.

The Board's diversity's target is set out as follows:

BOARD DIVERSITY TARGET	BOARD DIVERSITY AS AT 19 SEPTEMBER 2024
At least 25% of the individuals on the Board of Ascencia are women.	• 38% of the individuals on the Board of Ascencia are women. • One NED woman Director is a member of the RMAC of Ascencia.

During the year under review and following the end of the financial year, the Board composition of Ascencia changed in the following ways:

OUTGOING DIRECTOR	INCOMING DIRECTOR
Mr. Dean Lam Kin Teng (He did not stand for election at the Annual Meeting of Shareholders of the Company on 15 November 2023)	Ms. Lucille Louw (She was appointed on 29 August 2023)
Mr. Dominique Galéa (He did not stand for election at the Annual Meeting of Shareholders of the Company on 15 November 2023)	Mr. Gilbert Espitalier-Noël (He was appointed on 18 September 2023)
Mr. Pierre-Yves Pascal (He sadly passed away on 29 April 2024)	Ms. Madhavi Ramdin-Clark (She was appointed on 25 September 2023)
Mr. Frédéric Tyack (He resigned on 10 June 2024)	Mr. Alain Law Min (He was appointed on 29 March 2024)
	Mr. Johan Pilot (He was appointed on 24 June 2024)
	Ms. Marine Boullé (She was appointed on 24 July 2024)

A Directors' and Officers' liability insurance policy has been subscribed to and renewed by Ascencia. The policy provides cover for risks arising out of the acts or omissions of its Directors and Officers, excluding fraudulent, malicious or wilful acts or omissions. Ascencia does not have in place any indemnities for the benefit of its External Auditor.

6. Induction process and Board access to information and advice

Upon appointment to the Board and/or its Committees, new Directors receive a letter of appointment, as well as a comprehensive induction pack setting out:

- → Background information about the Company
- → Roles and responsibilities of a Director
- → Attributes of an effective Board
- → Calendar of Board and Committee meetings
- → Governance documents, policies and procedures
- → Committees' terms of reference
- → Share dealing Code

The induction programme and orientation process cover, among other things, Ascencia's business, environmental, social, corporate governance, regulatory developments and investor relation matters. This programme is supervised by the CEO and the Secretary of Ascencia.

All Directors have access to the Secretary and to the CEO or the Fund Manager to discuss issues or to obtain information on specific areas or items to be considered.

With regard to the Board of Directors and its workings, a timetable of scheduled Board meetings, Committee meetings, and the Annual Shareholders' meeting is sent to Directors at least a year in advance. The preparation of the Board pack is supervised by the Secretary in collaboration with the CEO and the Fund Manager. The comprehensive Board pack is then circulated to Directors at least five days before the scheduled Board meeting. Within two days of the holding of the Board or Committee meetings, a 'to-do list' is prepared by the Secretary and sent to the CEO and the Fund Manager. The draft minutes of the Board or Committee meeting are released within ten working days of the meeting.

On specific occasions, and as and when the need arises, the Independent Non-Executive Directors meet together ahead of meetings.

Furthermore, the Directors have access to the records of the Company and they have the right to request independent professional advice at the expense of the Company.

The Board and its Committees also have the authority to secure the attendance at meetings of third parties with relevant experience and expertise as and when required, at the expense of the Company.

Corporate Governance Report contd.

7. Continuous learning and training

Change is constant. Regular updates on legislative developments and other strategic matters are provided respectively by the Company Secretary and the Chief Executive Officer at Board meetings or via email communications.

8. Board Committees

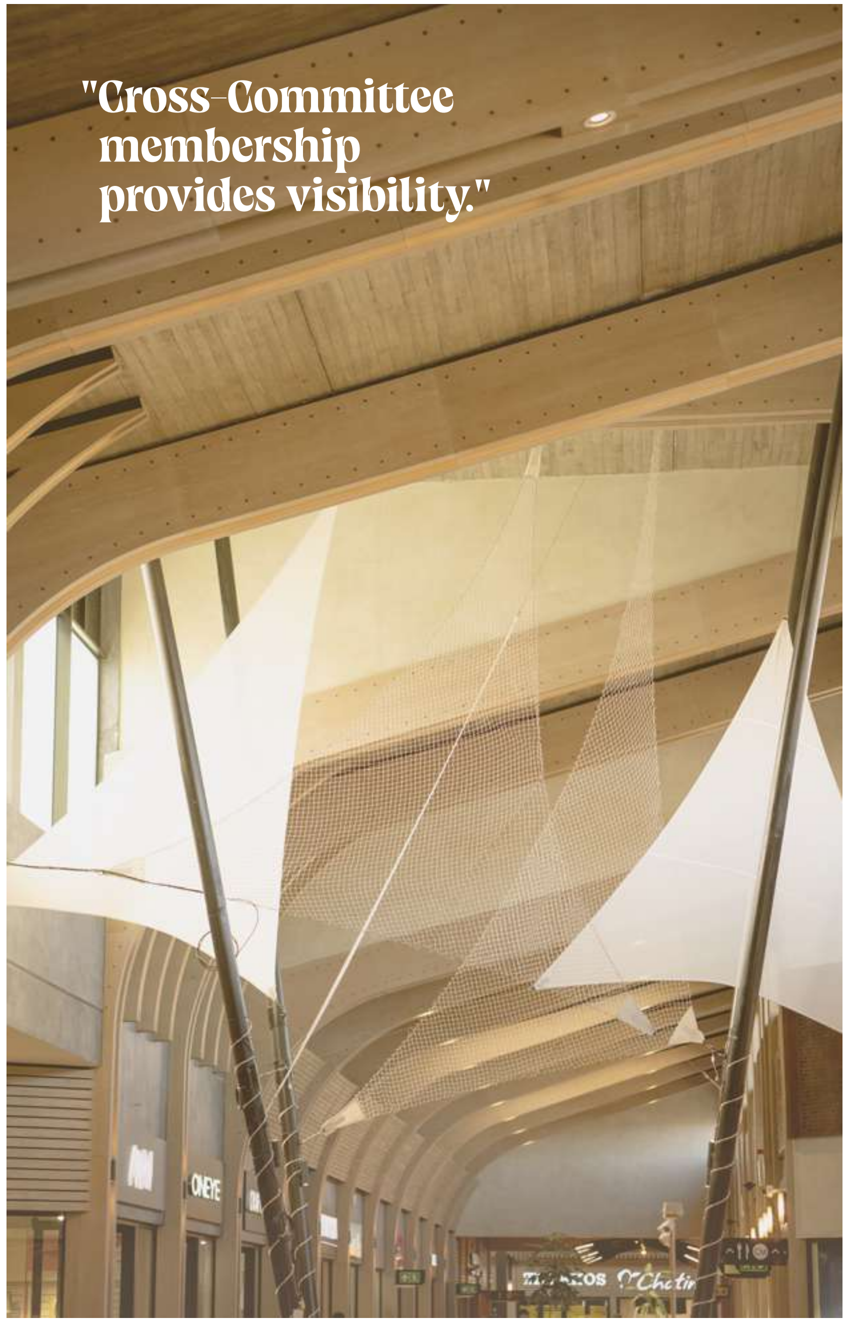
The Board is assisted in the discharge of its duties by three Board Committees, namely the Corporate Governance Committee (the 'CGC') (acting also as Nominations Committee and Remuneration Committee), the Risk Management and Audit Committee ('RMAC') and the Strategic Committee ('SC').

The composition of each Committee is reviewed by the Corporate Governance Committee at least annually. The membership is posted on: *www.ascenciacorporate.com.*

The Corporate Governance Committee also reviews Board composition and succession planning. Cross-Committee membership provides visibility and awareness of matters relevant across the Committees. Each Committee Chair provides a verbal update on Committee activities to the Board after each Committee meeting. Matters considered by each of the Committees are set out in the Committee terms of reference.

These are accessible at *www.ascenciacorporate.com/board-committees.*

On 26 August 2024 and 12 September 2024, the CGC, SC and RMAC have reviewed their respective terms of reference and noted they had met most of their objectives.



9. Board and Committees' meetings & remuneration

The composition and attendance of Board and Committee meetings and the Annual Meeting of Shareholders, as well as the remuneration and benefits paid to the Directors of the Company for the financial year ended 30 June 2024, are set out in the table below.

Table I

	Category	Board	Corporate Governance Committee ('CGC')	Risk Management & Audit Committee ("RMAC')	Annual Meeting of Shareholders	Remuneration & Benefits (MUR)
ESPITALIER-NOËL, Philippe	NED	6/6	2/2	-	1/1	-
GALEA, Dominique (Chairman of CGC up to 14 November 2023) [1]	NED	1/3	1/1	-	0/1	133,250
TYACK, Frédéric [2]	NED	6/6	-	-	1/1	153,945
ESPITALIER-NOËL, Hector	NED	4/6	-	-	0/1	286,000
LOUW, Lucille [3]	NED	5/6	-	-	1/1	308,000
ESPITALIER-NOËL, Gilbert [4] (Chairman of the Board and SC)	NED	5/6	-	-	1/1	-
RAMDIN-CLARK, Madhavi [5]	INED	4/5	-	-	1/1	222,750
LAW MIN, Alain [6]	INED	2/2	-	-	-	93,500
PILOT, Johan [7]	NED	-	-	-	-	-
VEERASAMY, Naderasen Pillay (Chairman of CGC as from to 07 February 2024)	NED	4/6	2/2	-	1/1	345,000
MAMET, Damien	NED	5/6	-	5/5	1/1	-
LAM KIN TENG, Dean (Chairman of RMAC up to 14 November 2023)	INED	3/3	-	3/3	0/1	251,250
PASCAL, Pierre-Yves (up to 28 April 2024)	INED	3/4	1/2	4/4	1/1	356,000
WONG-VACHER, Belinda	NED	5/5	-	5/5	0/1	455,000
BISSESSUR, Shreekantsingh	NED	6/6	-	-	1/1	-
MADHUB, Maheshwaree	INED	6/6	-	-	0/1	330,000

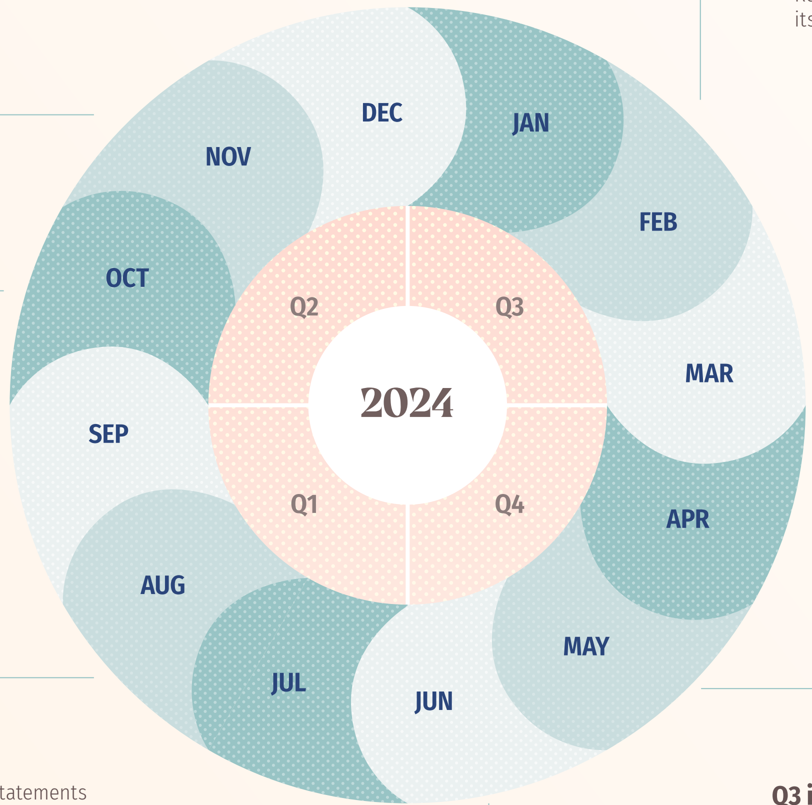
INED: Independent Non-Executive Director NED: Non-Executive Director
NB (1): The INEDs satisfy the independence criteria tests of Principle 2 of the Code. (2): The number of Directors to the Board is in line with Article 14.2 of the Constitution of the Company.

[1] Did not stand for election at the Annual Meeting of Shareholders of the Company of 15 November 2023.
[2] Resigned on 10 June 2024 and maximum of meetings hold during his tenure for the year under review.
[3] Appointed on 29 August 2023 and maximum of meetings hold during his tenure for the year under review.
[4] Appointed on 18 September 2023 and maximum of meetings hold during her tenure for the year under review.
[5] Appointed on 25 September 2023 and maximum of meetings hold during her tenure for the year under review.
[6] Appointed on 29 March 2024 and maximum of meetings hold during her tenure for the year under review.
[7] Appointed on 24 June 2024 and there was no meeting from the date of his tenure to 30 June 2024.

As a general principle, Directors employed by Rogers and ENL Groups are not paid any Directors' fees. The remuneration of Independent Non-Executive Directors and Non-Executive Directors is composed of a basic monthly fee and an attendance fee. The Chairmen of the Board Committees are paid a higher fee.

Corporate Governance Report contd.

10. Key Board matters discussed during the financial year ended 30 June 2024



Q1 interim report

- Interim Dividend to Ordinary Shareholders
- Receipt of RMAC report from its Chairman

Appointment of incoming CEO, with effect from January 2024

Appointment of Director

- Audited Abridged Financial Statements for FYE 30 June 2023
- Approval of Annual Report 2023 and Documents for Annual Meeting of Shareholders
- Receipt of RMAC report from its Chairman
- Receipt of CGC report from its Chairman
- Appointment of Directors

Q2 interim report

- Review of CGC membership
- Appointment of DPO
- Receipt of RMAC report from its Chairman

Appointment of Director

Q3 interim report

- Final Dividend to Ordinary Shareholders
- Customer Survey
- Notification of redemption data for automatic redemption of listed bonds
- Receipt of RMAC report from its Chairman
- Receipt of CGC report from its Chairman

- 4th redemption of listed bonds and coupon payment
- Approval of budget 2025
- Approval of recurrent and non-recurrent capital expenditures
- Appointment of Director

11. Engagement with Shareholders

Shareholders play a valuable role in safeguarding Ascencia's governance through, for example, the annual election/re-election of Directors, monitoring and rewarding their performance and engagement and constructive dialogue with the Board.

During the year under review, Ascencia held its Annual Meeting of Shareholders in person on 15 November 2023 ("AMS").

We are pleased to report that the resolutions put to the vote at the AMS were unanimously approved by the shareholders present and/or represented.

The proxy reports and voting results are published on *www.ascenciacorporate.com.*

The shareholding structure of Ascencia as at 30 June 2024 is set out at page 59 of the Annual Report.

12. Engagement with other Stakeholders

Stakeholders	Topic of engagement	How do we commit?	Capital Impacted	SDGs
Tenants	• Successful renewals • Collaborative practices for innovative product development • Customer Satisfaction surveys • Improved trading performance	• Tenants show their trust by signing new leases despite inflation challenges • Strong marketing campaign throughout the year • Strategic repositioning of shops	Social & Relationship Capital Intellectual Capital Financial Capital Manufactured Capital	1, 8
Government	• Collaborating for mutual goals and sharing expertise • Events	• Working with the Ministry of Environment, Health & Wellness, and Youth Empowerment to organise events like blood donation drives, recycling programmes, and environmental campaigns	Social & Relationship Capital	8, 9, 16, 17
Service providers	• Vendor and work performance • Partnerships on digital journey • Partnership to achieve higher Water recycling rate	• Building long-term partnerships and setting industry standards • Managing operating costs effectively • Focusing on quality assurance • Prioritising safety and well-being, as they are central to our operations • Improving operational efficiency	Social & Relationship Capital Natural Capital Intellectual Capital	3, 8, 9

Corporate Governance Report contd.

12. Engagement with other Stakeholders (cont'd)

Stakeholders	Topic of engagement	How do we commit?	Capital Impacted	SDGs
Investors	• Good Liquidity • Debt Rating • Sustain dividend level • In the tracking index basket	• Protecting the sustainability of income • Maintaining the dividend policy despite increased operations • Upholding transparency in our practices • Being included in the SEM-10 index	FINANCIAL CAPITAL	8 DECENT WORK AND ECONOMIC GROWTH 9 INDUSTRY, INNOVATION AND INFRASTRUCTURE
Our people	• Job security • Workshop • Health and safety • Sustainability initiatives • Mall performance monitoring • Growth with the company	• Focusing on employee development by offering continuous growth opportunities • Increasing employee engagement • Setting higher goals for our four sustainability pillars • Promoting a cultural journey within the organisation • Improving efficiency with Power BI, reducing reporting time by 30% using its new modules	HUMAN CAPITAL SOCIAL & RELATIONSHIP CAPITAL NATURAL CAPITAL INTELLECTUAL CAPITAL	3 GOOD HEALTH AND WELL-BEING 4 QUALITY EDUCATION 8 DECENT WORK AND ECONOMIC GROWTH 9 INDUSTRY, INNOVATION AND INFRASTRUCTURE
Shoppers	• Customer Satisfaction survey • Enhancing Safety Measures • Comfort • Engagement	• Updating information daily on our websites and social media • Promoting arts and culture • Increasing digital engagement	SOCIAL & RELATIONSHIP CAPITAL INTELLECTUAL CAPITAL MANUFACTURED CAPITAL	3 GOOD HEALTH AND WELL-BEING 11 SUSTAINABLE CITIES AND COMMUNITIES 16 PEACE, JUSTICE AND STRONG INSTITUTIONS 17 PARTNERSHIPS FOR THE GOALS

13. Other mandatory disclosures

13.1 Dealings in the securities by Director

For the year under review, there was no share dealing transaction by the directors.

13.2 Managing conflicts of interest and related party transactions

Conflicts of interest and related party transactions are inevitable in today's sophisticated finance and in a sizable company like Ascencia. The Board has thus approved a transparent process to address both matters, published on *www.ascenciacorporate.com*. Furthermore, the Secretary maintains a conflict of interests register. Any instances of conflict involving Directors are noted. Moreover, the Constitution of the Company provides that a Director who is interested in a transaction entered into, or to be entered into, by the Company may not vote on any matter relating to that transaction.

As at 30 June 2024, there was no conflict of interest or related party transaction entered into their registers. Furthermore, the Secretary also maintains an interest register which is available for consultation by shareholders, upon written request to the Secretary.

13.3 Board evaluation

In 2023, an external Board evaluation was conducted by Boston Consulting Group. The findings and actions of such exercise were imparted in the 2023 report. The Board resolved then that such external Board evaluation be carried out once every three years. The next exercise is scheduled in the financial year ending 30 June 2026.

13.4 Individual director evaluation

There was no individual Director evaluation in the financial year ended 2024, since new Directors joined the Board. The Board decided to defer the evaluation to the financial year 2025, to allow time to the new Directors for proper reflection on personal development and discussion matters relevant to boardroom culture and processes.

Board of Directors

01 Damien MAMET

02 Gilbert ESPITALIER-NOËL

03 Belinda WONG-VACHER

04 Alain LAW MIN

05 Maheswaree Naraini MADHUB

06 Naderasen Pillay VEERASAMY

07 Lucille LOUW

08 Marine BOULLÉ

09 Philippe ESPITALIER-NOËL

10 Joseph Marie Johan PILOT

11 Hector ESPITALIER-NOËL

12 Madhavi RAMDIN-CLARK

13 Shreekantsingh BISSESSUR

Directors' Profiles

Lucille LOUW
[49]

Non-Executive Director

APPOINTED AS DIRECTOR: 29 August 2023

Qualifications

Bachelors of Arts Degree 1996,
University of Pretoria

Professional Journey

- Currently Executive Director of Atterbury Group in South Africa
- Managing Director of Atterbury Asset Managers until 2020 and co-founder of EnAtt

Skills and Experience

- Has been involved in the real-estate sector for more than 20 years
- Proven experience in Portfolio Management and understands the importance of diversifying a real-estate portfolio to mitigate risk and achieve steady cash flow and capital appreciation
- Strong Financial Acumen and in dept understanding of Cost-Benefit Analyses and Forecasting to make informed investment decisions
- Significant Lease Management and Tenant Relations experience
- In depts understanding of Market Analysis and Positioning to strengthen and improve one's asset base
- Sound understanding to know when and where to make Strategic Capital Investments on existing or new assets
- Advocate for supporting green building practices and sustainability initiatives to enhance property value and reduce operating costs
- Knows how to stay ahead of competition by adopting Property Technology Solutions such as building management systems, tenant portals, and data analytics tools, to improve operational efficiency and tenant experience
- Extensive experience in Leadership and Team Management
- Skilled in navigating difficult market conditions

Shreekantsingh (Antish)
BISSESSUR [35]

Non-Executive Director

APPOINTED AS DIRECTOR: 12 November 2020

Qualifications

BA (Hons) Accounting and Finance – University of Manchester, UK; MSc (International Business and Management) – Manchester Business School, UK;
Member of the Institute of Chartered Accountants in England and Wales; Executive Education Programmes - INSEAD and London Business School

Professional Journey

- In 2018, he joined Rogers Capital and is currently Chief Strategy and Development Officer
- He was part of founding corporate finance team at Perigeum Capital in 2016
- Started his career at Intercontinental Trust Ltd in the global business sector

Skills and Experience

- Spearheaded several engagements in business structuring, capital raising, financial restructuring, financial modelling and due diligence, business valuation and listing
- Proponent of the Mauritius International Financial Centre
- Drives teams for high performance

Belinda WONG-VACHER
[39]

Non-Executive Director

APPOINTED AS DIRECTOR: 30 October 2019

Qualifications

LLM International Business Law, Université Paris II, Panthéon-Assas; Master's in business administration, University of Mauritius; Chartered Institute of Management Accountant, UK and BSc (Hons) Finance, University of Mauritius

Committees:

- Member of Risk Management and Audit Committee [1]

Professional Journey

- Chief Finance Officer of Harel Mallac & Co Ltd as from 01 April 2023
- Chief Fund Management Executive, Rogers & Co Ltd
- Chief Projects and Sustainability Executive, Rogers & Co Ltd
- Chief Investment and Corporate Advisory Officer, Grit Real Estate Income Group Ltd
- Head of Projects and Corporate Advisory, Rogers Capital Ltd
- Fund Manager and Executive Director of Ascencia Ltd (Listed Company since 2008)
- Member of Risk Management & Audit Committee of Ascencia Ltd
- Fellow Member – Mauritius Institute of Directors

Skills and Experience

- Strong expertise and experience across all arrays of corporate finance, financial modelling, business valuation, deal structuring and investment appraisal (specialisation in deals and M&A)
- Excellent network for fund raising (both equity & debt) and proven track record
- Experience in other domains such as company listing, legal and compliance and relevant governance, risk management, strategic planning, due diligence, investor relations, communication strategy and implementation of branding and marketing

[1] Belinda WONG-VACHER Member of RMAC since 10 December 2020

Jean Alain LAW MIN
[65]

Independent Non-Executive Director

APPOINTED AS DIRECTOR: 29 March 2024

Qualifications

BA(Honours) in Economics; Chartered Accountant; MBA (UK)

Committees:

- Member of Risk Management and Audit Committee [1]

Professional Journey

- Chief Executive Officer of The Mauritius Commercial Bank Limited appointed in 2017 and retired in 2023
- Alain was previously the Head of the Retail SBU, responsible for the Affluent, Individual, Small and Medium business customer segments, the multi-channel distribution, including the branch network, as well as the "Retail Product" and "Operations and Service" units
- Prior to this, he was Head of Projects and he launched leasing, factoring and private banking services whilst being responsible for Structured Project Finance within the Corporate Banking division
- Before joining the bank, he was Senior Manager at De Chazal du Mée's Consulting Division, specialising in financial and strategy consulting
- He was the Chairperson of the Mauritius Bankers Association Ltd for two consecutive years until June 2021

Skills and Experience

- Broad based experience within the financial services and retail sectors
- Leading large teams and implementing corporate strategies in complex organisations
- Project Management skills especially related to Business Process improvement and digitalisation
- Customer experience design and management
- Driving corporate sustainability as a strategic enabler within organisations
- Entrepreneurial skills

[1] Jean Alain LAW MIN Member of RMAC since 24 July 2024

Damien MAMET
[47]

Non-Executive Director

APPOINTED AS DIRECTOR: 25 June 2015

Qualifications

- Member of the Institute of Chartered Accountants in England and Wales Executive Programmes (London Business School) and INSEAD Business School, Singapore

Committees

- Member of Risk Management and Audit Committee [1]

Professional journey

- Started his career at Ernst and Young in London in 1999
- In 2004, he moved to BDO De Chazal Du Mee (Mauritius)
- In 2007, he was appointed as Manager Corporate at PWC
- Managing Director of Cim Property Fund Management Ltd up to June 2011
- Joined the Rogers Group, where he was appointed Managing Director of Foresite Property Fund Management Ltd in 2009
- In 2014, he was appointed as Chief Projects & Development Executive of Rogers
- He became Chief Finance Executive of Rogers in 2017
- Member of Sustainable and Inclusiveness Committee since 13 February 2019

Skills

- Extensive knowledge of financial markets as leader of Rogers Group's financial strategy
- Experienced in significant corporate projects and major transactions, including Rogers Group's approach to investments, divestments and partnering
- Oversees appropriate governance in the management of group's risk environment
- Deep appreciation of shareholder views and related ESG

[1] *Damien MAMET Member of RMAC since 22 January 2019*

Naderasen Pillay VEERASAMY [67]

Non-Executive Director

APPOINTED AS DIRECTOR: 26 August 2014

Qualifications

- LLB - University of Buckingham, United Kingdom; Masters Degree in Private Law – University of Paris II Assas; Called to the BAR – Middle Temple, UK; Called as 'Avocat à la Cour d'Appel de Paris"

Committees

- Member of Corporate Governance Committee 1 and Chairman of the Committee [2]

Professional journey

- Since 2014, he is based in Mauritius as responsible partner of the Mauritius Office of FLV & Associés (AARPI) and has resumed practice at the Mauritius Bar on a permanent basis
- Participating in the setting up of the Chamber, 'Foumentin Le Quintrec Veerasamy et Associés (AARPI), currently comprising 6 partners and dealing with Litigation, Arbitration and Business Law
- In 1995, he created his own chambers in Paris, practicing mainly in Business Law
- Joined the law firms, SCP J.C. Goldsmith & Associates, and thereafter SCP Azema Sells, France
- Practiced as a Barrister-at-law in Mauritius from 1982 to 1987

Skills

- Practiced as a barrister for the past forty years at the French and Mauritian bar principally as a litigating and advisory role in commercial law
- Sits on various boards as director including two listed companies board and chairs corporate governance committee of the said listed boards. Member of the Audit and risk committee of one of the listed companies

[1] *Naderasen Pillay VEERASAMY Member of CGC since 12 May 2015*

[2] *Naderasen Pillay VEERASAMY Chairman of CGC since 07 February 2024*

Marine BOULLÉ
[32]

Independent Non-Executive Director

APPOINTED AS DIRECTOR: 24 July 2024

Qualifications

- MSc International Business & NCT Projects – Paris Dauphine University, France
- BSc Business, Economics & Finance – Loughborough University, United Kingdom

Professional journey

- From 2021 to date, she joined Eclosia Group where she was previously Project Manager and is currently the Leadership Academy manager of Charles Telfair Education
- From 2019 to 2021, she was a Supply Chain & Logistics Consultant at Simera Ltd and Startup Manager at Urafiki Ltd
- From 2014 to 2019, she was engaged in Operational Excellence, Supply Chain, and Strategy in the pharmaceutical industry (Sanofi and Boehringer Ingelheim) across France and the US

Skills

- Strong analytical and project management skills, applying diverse methodologies to enhance operational efficiency and customer experience

Gilbert ESPITALIER-NOËL
[60]

Non-Executive Director and Chairman

APPOINTED AS DIRECTOR: 18 September 2023

Qualifications

- BSc (University of Cape Town, South Africa), BSc (Hons) (Louisiana State University, USA), Master of Business Administration (INSEAD Fontainebleau, France)

Committees

- Member of Corporate Governance Committee [1]
- Member of Strategic Committee [2]

Professional journey

- CEO OF ENL Limited and ENL Group
- Previously CEO of New Mauritius Hotels Limited until June 2023 and Chairman of New Mauritius Hotels Limited since July 2023
- CEO of ENL Property Limited
- Operations Director of Eclosia Group
- Previously occupied the position of President of Mauritius Chamber of Commerce and Industry, the Joint Economic Council and The Mauritius Sugar Producers Association, Vice-President of Mauritius Export Association

Skills

- Extensive experience of the implementation of strategy including significant corporate transaction work and execution of in-depth transformation projects
- Strategic and operational experience of leading organisations covering a large number of employees, significant assets, economic development, property projects, and engaging with communities
- Commercially minded in seeking future growth within Rogers' market-based businesses and has overseen key capital opportunities and transactions to refine Rogers' core and complementary business areas

[1] *Gilbert ESPITALIER-NOËL Member of CGC since 24 July 2024*

[2] *Gilbert ESPITALIER-NOËL Member of SC since 26 August 2024*

Maheswaree Naraini MADHUB
[62]

Independent Non-Executive Director

APPOINTED AS DIRECTOR: 21 April 2023

Qualifications

- Bachelor of Science, Major in Biochemistry and Botany – Australian National University
- Diploma in Public Administration and Management – University of Mauritius
- Management of the Exclusive Economic Zone – International Ocean Institute
- Certificate on La Bonne Gouvernance et La Réforme de L'État – Institut International D'Administration Publique/ L'École Nationale d'Administration
- Advanced Management Programme – Clare College, University of Cambridge.

Professional journey

- In 1988, she was appointed as Assistant Secretary at the Ministry of Agriculture and Fisheries and in 1992, in the Ministry of Finance Economic Planning
- In 1996, she served as Principal Assistant Secretary in different Ministries including Office of the President and Prime Minister's Office and reached the level of Permanent Secretary in 2015
- She also served as Secretary to the Electoral Supervisory Commission and Electoral Boundaries Commission
- In 2020, she has also served as Senior Chief Executive Ministry of Industrial Development, SMEs and Cooperatives, and in 2021, at the Ministry of Housing and Land Use Planning
- Presently, she is posted as Senior Chief Executive at the Ministry of Social Integration, Social Security and National Solidarity
- She has served as Board Director and Chairperson on various Statutory Bodies and Government Organisations

Skills

- Board matters
- Governance experience
- Communication skills
- International exposure

Philippe ESPITALIER-NOËL
[59]

Non-Executive Director

APPOINTED AS DIRECTOR: 28 June 2007

Qualifications

- BSc in Agricultural Economics (University of Natal, South Africa), Master of Business Administration (London Business School)

Committees

- Member of Corporate Governance Committee [1]
- Member of Strategic Committee [2]

Professional journey

- Chief Executive Officer of Rogers and Company Limited
- President of the Sustainability and Inclusive Growth Commission of Business Mauritius since 2017
- Honorary Consul of the Kingdom of Denmark since 2004
- Previously worked as management consultant for CSC Index in London

Skills

- Strong knowledge in mergers, acquisitions, and business transformation, with decades of experience in the field
- Sound executive leadership and a considered approach to strategy development and implementation
- Proactive approach to addressing stakeholder priorities from a post-pandemic economic recovery perspective
- Detailed understanding of the external context, particularly in relation to the climate change imperatives
- Deep understanding of effective management techniques to support future growth, focusing on people development, culture shaping and digital enablement
- International networks and business development outside Mauritius

[1] *Philippe ESPITALIER-NOËL Member of CGC since 18 January 2012*

[2] *Philippe ESPITALIER-NOËL Member of SC since 13 February 2019*

Director's Profiles contd.

Joseph Marie Johan PILOT
[42]

Non-Executive Director

APPOINTED AS DIRECTOR: 26 June 2024

Qualifications

- Chartered Accountant from the Institute of Chartered Accountants in England & Wales

Professional journey

- Joined ENL in August 2007 and is presently the Chief Executive Officer of ENL Property Limited
- Previously worked at PwC Mauritius

Skills

- 15 years of experience in the property developments of ENL group
- Modern leadership skills
- Driven by his vision to be a trend-setter in terms of sustainable urban development.
- Strong proponent of the pluri-dimensional role of business

Hector ESPITALIER-NOËL
[66]

Non-Executive Director

APPOINTED AS DIRECTOR: 03 April 2014

Qualifications

- Institute of Chartered Accountants in England and Wales

Professional journey

- Previously CEO of ENL Limited and ENL Group until his retirement on 30 June 2023
- Worked for Coopers and Lybrand in London
- Worked for De Chazal Du Mee Mauritius
- Previously occupied the Chairmanship on the Boards of Rogers and Company Limited, New Mauritius Hotels Limited and Semaris Ltd, The Mauritius Chamber of Agriculture, The Mauritius Sugar Producers Association and The Mauritius Sugar Syndicate

Skills

- Highly qualified to appraise strategy development and execution, having advised and led both growth and performance transformation in various sectors locally and overseas
- Long-standing finance and regulatory experience, underpinned by a comprehensive understanding of the listed company context in which Rogers' businesses operate
- Has a people centric style as an executive and organisational leader, brings knowledge of operational efficiency and change management

Madhavi RAMDIN-CLARK
[46]

Independent Non-Executive Director

APPOINTED AS DIRECTOR: 25 September 2023

Qualifications

- BA Triple Honours in Modern Languages (Spanish and German) with Business Studies (University of Stirling, Scotland, July 1998)

Professional journey

- Market Head, ACCA Mauritius and New Markets, since July 2022
- Market Head, ACCA Mauritius and the Seychelles, March 2010 to June 2022
- Manager, Business Development, National Computer Board (NCB), July 2008 to February 2010; previously Assistant Manager since 2004
- Investment Executive, Board of Investment, April 2002 to March 2004
- Marketing Executive, Tourism Regional Office and White Sand Tours, Ireland Blyth Limited (IBL), December 1999 to March 2002
- Head of Sales, Cargo Express, October to December 1999
- Worked in the UK and Spain prior to 1999

Skills

- Business development & management
- Strategy analysis
- Business process re-engineering
- Public relations and corporate partnerships
- Brand building
- Leading diverse teams
- Coaching and mentoring

Corporate Information

Board of directors
(as at 30 June 2024)

ESPITALIER-NOËL, Gilbert	Chairman and Non-Executive Director
BISSESSUR , Shreekantsingh	Non-Executive Director
ESPITALIER-NOËL, Hector	Non-Executive Director
ESPITALIER-NOËL, Philippe	Non-Executive Director
MAMET, Damien	Non-Executive Director
MADHUB, Maheswaree	Independent Non-Executive Director
LAW MIN, Alain	Independent Non-Executive Director
LOUW, Lucille	Non-Executive Director
PILOT, Johan	Non-Executive Director
RAMDIN-CLARK Madhavi	Independent Non-Executive Director
VEERASAMY, Naderasen Pillay	Non-Executive Director
WONG-VACHER Belinda	Non-Executive Director

Company Secretary
AH LIN, Sharon

Management
EnAtt Ltd - Fund, Property, Development and Asset Manager

Auditors
Messrs Ernst & Young

Registrar and transfer agent services
MCB Registry & Securities Ltd
Raymond Lamusse Building
9-11, Sir William Newton Street, Port Louis

Bond representative
Swan General Ltd
Swan Centre
10, Intendance Street, Port Louis

Statement of Compliance

To the best of the Board's knowledge, Ascencia Limited has complied with the National Code of Corporate Governance for Mauritius (2016).

Signed by

Gilbert Espitalier-Noël
Chairman

Signed by

Joseph Marie Johan Pilot
Director

Date: 19 September 2024

Secretary's Certificate

In my capacity as Company Secretary of Ascencia Limited (the "Company"), I hereby confirm that, to the best of my knowledge and belief, the Company has filed with the Registrar of Companies, for the financial year ended 30 June 2024, all such returns as are required of the Company under the Companies Act 2001.

Signed by

Sharon AH Lin
Company Secretary

Date: 19 September 2024

Carving Safe Spaces

We all want to feel safe and sound in a place where we are cared for as if we were home, in which we can move, relax and be.

Risk Management Report

Introduction

In the face of dynamic business challenges such as inflationary pressures, high interest rates, intensified competition, and a shortage of skilled workforce in the retail sector, Ascencia has demonstrated strategic agility. A proactive approach to managing risks has been critical in successfully navigating these complexities, ensuring that the Company remains forward-looking. Significant changes at the executive management level, including the appointment of a new CEO, Simon Harel, have been smoothly integrated within the operational framework, underscoring Ascencia's commitment to strong leadership and governance.

The Risk and Audit Committee recognises the valuable contributions of Directors Dean Lam (Chairman) and Pierre-Yves Pascal (interim Chairman), who have fortified the Board and guided Ascencia through this pivotal transition. It is also with deep sorrow that the Committee acknowledges the passing of Pierre-Yves Pascal. He was a bright and talented individual whose vision and dedication were instrumental in shaping the success of Ascencia. His legacy will continue to inspire us, and he will be dearly missed by all who had the privilege of working with him.

During the financial year, Ascencia executed several strategic initiatives, many of which are still ongoing:

- Renovation of malls (Riche Terre Mall and Bagatelle Mall Food court).
- Extension of Bagatelle Mall with the addition of a new hardware shop, Mobrico.
- Onboarding of new brands to strengthen value proposition.
- Enhancement of information system, processes and risk management framework (New PowerBI and Infraspeak module).

Belinda Wong-Vacher
Chairperson
Risk Management and Audit Committee

Risk Management Framework

The Company's risk management framework is designed to anticipate, identify and mitigate any potential risks before they materialise into significant issues. This ensures that Ascencia not only adapts swiftly to the changing landscape, but is also better positioned to seize opportunities.

Structure

The Board of Directors is responsible for overseeing and governing risks and plays a crucial role in determining the types and levels of risks the Company is willing to take in pursuit of its strategic objectives.

The Board undertakes a critical oversight function in risk management through the Risk Management and Audit Committee ("RMAC"). The committee's specific roles and responsibilities are detailed in the Committee Charter (available at Ascencia Governance), in accordance with the National Code of Corporate Governance for Mauritius (2016) (the "Code").

At Ascencia, risk management responsibilities are delegated to EnAtt Ltd, the Property, Asset & Fund Manager. It manages risks on a day-to-day basis, implementing proactive measures to mitigate potential threats and capitalise on opportunities. The RMAC ensures that risk management practices are seamlessly integrated into core business processes and remain aligned with the evolving needs of the business. Additionally, the Risk Department of the parent companies facilitates the evaluation and discussion of risks on an annual basis.

The risk management reporting structure at Ascencia is outlined as follows:

Risk Management and Audit Committee

The Committee plays a vital role in promoting risk awareness, maintaining the integrity of operations, and safeguarding the interests of the Company's stakeholders.

Members

At the end of the financial year, the RMAC consisted of two members following the departure of the Chairman and the demise of one of the members, namely Pierre-Yves Pascal. Therefore, for most of the year, meetings were held with three members. The company has appointed an additional experienced Director after the financial year.

During the year, the committee composition was as follows:

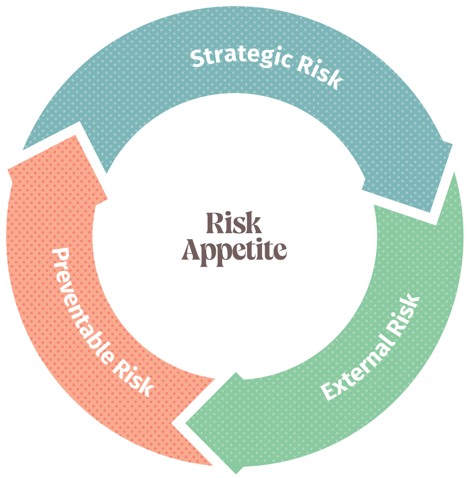
- Mr Dean LAM (14 November 2023)
- Mr Pierre-Yves PASCAL (up to April 2024)
- Mrs Belinda WONG-VACHER
- Mr Damien MAMET
- Mr Alain LAW MIN (as from 29 March 2024)

Risk Management Report contd.

Focus areas in FY24

The RMAC focused on key matters as outlined in its Terms of Reference (available at Ascencia Board Committees). It conducted comprehensive reviews of principal risks, along with corresponding responses. It also evaluated the quarterly financial performance, internal controls, and audit plans and findings (both internal and external).

The RMAC reviewed regular reports and updates from management, internal auditors, and external auditors. After diligent evaluation and assessment, the RMAC has assessed the effectiveness of both internal and external auditors, noting that their contributions have provided valuable insights and assurance regarding the Company's risk management practices.



The risk appetite is clearly defined, communicated and monitored against set targets and tolerable levels. Actual performance and results are compared to Key Performance Indicators, and reviewed at both the RMAC and Board levels. Strategic responses and mitigating measures are implemented as necessary in response to identified risks.

Financial Reporting

Financial performance and risks are reviewed and discussed on a quarterly & annual basis.

External auditors report on:

- Financial results
- Property Valuation

Internal Audit

Internal Audits are carried out by the parent companies' internal audit team.

Audited items during the year:

- Fire Safety
- Data Management
- Client Selection
- Debtors Management

Risks

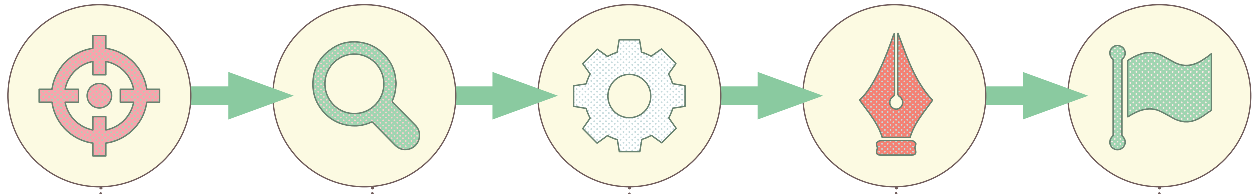
Level of risks (operational and financial) is reported on a quarterly basis by management through set key risk indicators.

Main risks discussed were competition, purchasing power and climate concerns.

Risk Management Process

Overview

A robust risk management system is key to Ascencia's long-term growth, sustainability and value creation. The rigorous risk management process is designed to continuously examine both external and internal factors, allowing the prompt identification of any changing circumstances and the timely mitigation of risks in line with the established risk appetite. The process is structured as follows.



Define & Enable

Establishing the risk appetite and implementing appropriate controls, while fostering a culture of risk awareness and accountability.

Additionally, there is a whistle-blowing policy in place to ensure transparency and accountability. It empowers employees to report concerns confidentially, fostering a culture of integrity and ethical conduct across the organisation.

Identify & Access

Systematically recognising and documenting risk affecting the business and evaluating their potential impact.

Manage

Managing and controlling the risks aligned with Ascencia's risk appetite.

Aggregate & Report

Reporting of risks to facilitate informed decision-making.

Govern

Governing the risks through analysis, challenge, remediation and appropriate timely escalation.

Three lines model

The established three lines model facilitates a coordinated and comprehensive approach to providing assurance to the RMAC and the Board of Directors. This coordinated approach ensures effective and efficient risk management across the organisation.

1st	Responsible for managing everyday risks, putting internal controls into place, and supervising control runs by the malls' service providers.	Property, Asset and Fund Managers - EnAtt
2nd	Responsible for ensuring the risk management system is efficient, adhering to the policies and reporting comprehensively.	Compliance officer & Money Laundering and Risk Officer (ENL) Operational & Excellence Manager.
3rd	Provides independent assurance on governance, risk management, and internal controls. Reports to the RMAC.	Internal Audit team of the parent companies & PwC
External Assurance		External Auditors Health & Safety Consultants

Risk Management Report contd.

Audit

INTERNAL AUDIT

Role and Independence

The internal audit department of the parent company is responsible for providing internal audit services for Ascencia. It provides independent assurance regarding the effectiveness of the business' risk management, governance, and internal control systems. The department assesses the internal controls put in place by management to ensure that major risks are managed within predetermined acceptable levels.

Key findings are reported to the RMAC on a quarterly basis. During the year, the Head of Internal Audit attended all meetings where internal audit and risk topics were discussed. In addition, the RMAC Chairman meets with the Head of Internal Audit as and when needed.

Team Composition

The internal audit teams consist of qualified and non-qualified accountants with extensive experience in auditing and industry-specific knowledge. Structure of the Internal Audit department is disclosed in the Rogers Annual Report, available at rogers.mu/corporate-governance. Senior team members are qualified accountants with diverse expertise in risk assessment, compliance, internal controls, IT and data analytics. The team is further supported by consulting audit firm, which provides assistance throughout the year.

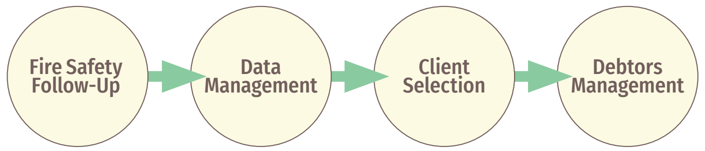
Audit Plan

During the year, the RMAC reviewed and approved the risk based internal audit plan. Four audits were completed, representing 80% coverage of the plan. The audit that was not completed has been postponed to the next financial year.

Risks covered during the financial year

The Head of Internal Audit reported key observations to the RMAC, with management responsible for ensuring the timely implementation of recommendations. Areas requiring immediate attention are usually implemented within three months, while other areas are addressed within six months. The Internal Audit team monitors the level and progress of these implementations. For FY24, the percentage of implementation stood as follows:

80% Completion Achieved	
Partly Implemented	Implemented
81%	19%



EXTERNAL AUDIT

Appointment

Ernst & Young was appointed as external auditors for the current financial year at the annual meeting of shareholders. The audit firm has been appointed since the audit of the financial year ended 30 June 2021.

Effectiveness

The external audit process, including planning, observations, recommendations and adherence to accounting principles, is evaluated and discussed with the RMAC. The external auditors have direct access to the RMAC for discussions on any matters in the absence of management.

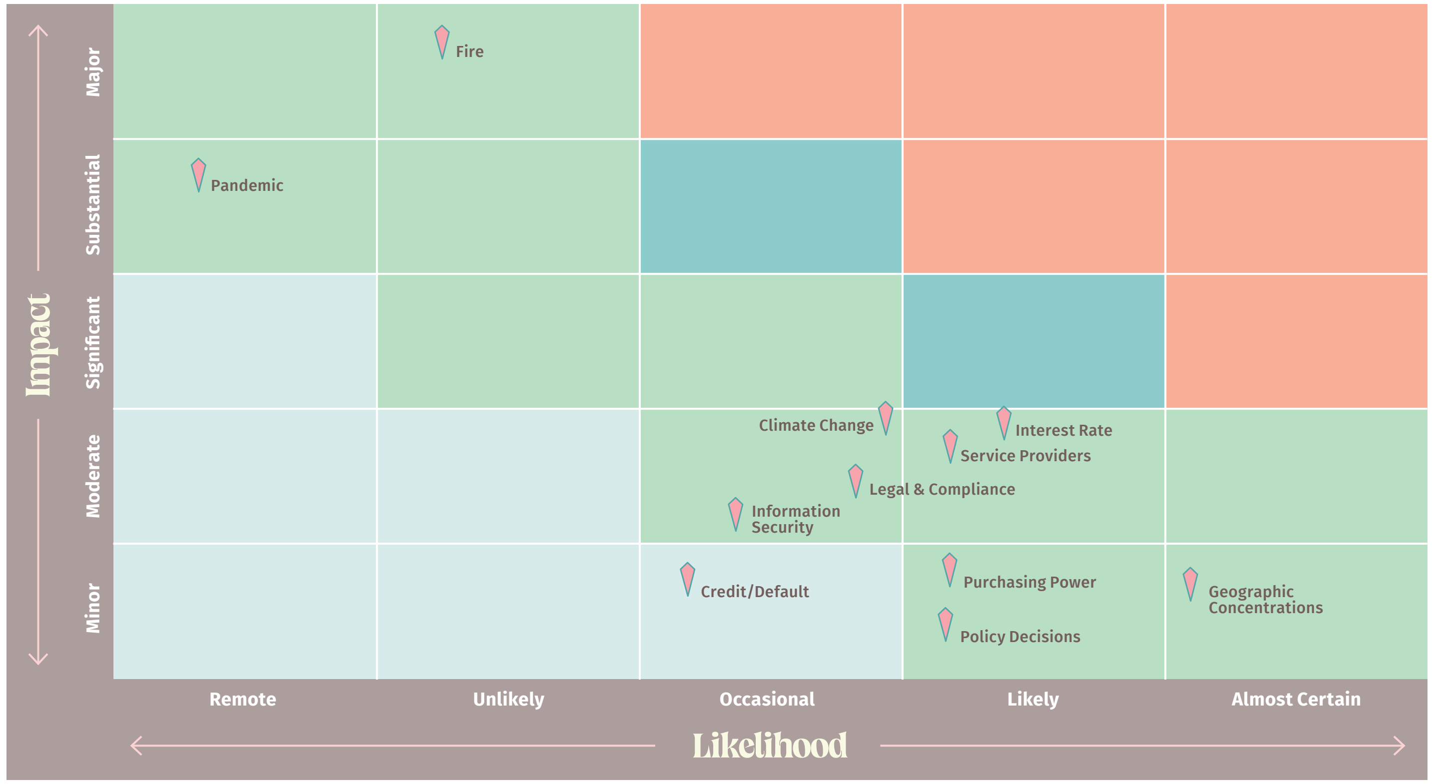
Risk Profile

Key Performance Indicators & Key Risks Indicators

Ascencia maintained robust performance across Key Performance Indicators (KPIs), reflecting the strategic focus and resilient operational framework. Occupancy rates remained strong, underscoring the attractiveness and stability of Ascencia's properties despite economic fluctuations. Financially, Ascencia achieved significant growth in rental income and net operating income, driven by disciplined asset management and proactive tenant engagement strategies.

Principal risks

The principal risks are identified based on their likelihood of materialising, and their potential material impact/magnitude on Company's EBIT and/or Net Assets. The inherent risk level, control effectiveness, and strategic responses to these risks are then evaluated. Residual risks are compared against tolerable levels to determine if additional measures are necessary. The top risks, based on their residual level, are laid out in the heatmap below.



Risk Management Report contd.

Principal risks (contd.)

Ascencia has diligently identified and assessed key risks that could impact its strategic objectives, remaining proactive in managing these risks to safeguard sustainability and growth across its operations. During the year, key strategic responses included enhancing brand value through the optimisation of tenant mix and expansion of lease areas to attract international brands, resulting in the successful renewal of leases and effective management of operating costs amidst economic pressures, supported by robust debt recovery measures. Moreover, Ascencia prioritises resilience against interest rate fluctuations and credit defaults through careful financial management and tenant monitoring.

Ascencia also emphasises environmental stewardship by continually investing in sustainable initiatives such as photovoltaic farms and waste management measures to mitigate climate-related risks. Additionally, robust emergency preparedness plans and stringent cybersecurity measures ensure operational continuity and data security, underscoring the Company's commitment to stakeholder trust and business resilience in a dynamic market landscape. For the period under review, the key risks that could affect the Company's strategic objectives are detailed in the table below:

Risk	Risk Description	Inherent Level	Strategic Objectives Impacted	Capitals Impacted	Strategic Response
Geographic Concentration	Ascencia's activities are solely concentrated in Mauritius, where competition from new entrants could decrease footfall, adversely impact tenant performance, and exert pressure on rental prices.	High	Sustainability of Income and Organic growth	SOCIAL & RELATIONSHIP CAPITAL FINANCIAL CAPITAL MANUFACTURED CAPITAL INTELLECTUAL CAPITAL	• Enhancement of brand value and improved offering as a destination by constantly reviewing tenant mix and expanding lease areas. This has attracted new international brands such as Boss, Beauty Success, Nenban, Promod, Avril, Mobrico, Eden Park, and renewed Ascencia's existing portfolio. Bagatelle Mall has remained resilient in the face of increased competition.
Purchasing Power	Pressure on consumption, coupled with the recent hike in the national minimum wage, could lead to increased operating costs, which in turn could lead to general price increases.	Medium-High	Sustainability of Income and Organic growth	FINANCIAL CAPITAL MANUFACTURED CAPITAL SOCIAL & RELATIONSHIP CAPITAL	• In addition to the successful renewal of leases, Management has effectively managed debt recovery with minimal loss. The reversion rate achieved in FY24 improved to 5.4%, against 4.0% in FY23. • An action plan has been put in place with service providers to contain the effects of the minimum wage increase.
Interest Rate	Given the current gearing level and borrowing costs, movements in interest rates could significantly impact profitability.	Medium-High	Sustainability of Income and Organic growth	FINANCIAL CAPITAL MANUFACTURED CAPITAL	Maintain CARE AA- rating on Ascencia's debts to mitigate the impact of the increase in interest rates. Additionally, Treasury Management and Investment are funded by Ascencia's own funds/internal cash reserves as far as possible.
Credit/Default	Within the challenging economic context, the risk of tenant defaults could increase.	Medium	Sustainability of Income and Organic growth	FINANCIAL CAPITAL SOCIAL & RELATIONSHIP CAPITAL	Debtors are constantly and closely monitored to identify tenants' casualties as early as possible by reviewing their financial performance. As at date, the recovery rate is satisfactory, and losses arising from credit defaults are not significant

Risk Management Report contd.

Principal risks (contd.)

Risk	Risk Description	Inherent Level	Strategic Objectives Impacted	Capitals Impacted	Strategic Response
Climate Change	**Physical** Impact of extreme weather events due to climate change, such as severe cyclones or torrential rains, could disrupt activities. **Transition** Potential introduction of carbon tax and cost of transition from fossil to green energy.	High	Sustainability of Income and Organic growth	NATURAL CAPITAL MANUFACTURED CAPITAL FINANCIAL CAPITAL	• Emphasis on photovoltaic farms, along with effective waste management and wastewater recycling strategies. New lease agreements will include a sustainability clause to ensure that tenants adhere to best environmental and ecological standards. • The creation of additional green areas in Ascencia's malls (Food court at Bagatelle Mall, Planters Riche Terre Mall, Plant nursery at Bo'Vallon Mall). • Implementation of energy reduction strategies such as upgrading the Heating, Ventilation and Air Conditioning (HVAC) systems at Bagatelle Mall, improving air extraction at Riche Terre Mall, or installing high-grade waterproofing to mitigate temperature increases in buildings. • LEED certification ongoing at Phoenix Mall. • Opportunity to differentiate by leveraging GoGreen initiatives to attract international brands.
Fire	The malls are exposed to fire incidents, with a higher risk in restaurants and food court shops. These can be caused by faulty electrical/ gas installations or hot work carried out. Failure to provide a safe environment in the malls for shoppers and tenants exposes Ascencia to compensation liabilities, loss of human lives, and reduced profitability.	High	Sustainability of Income and Organic growth	FINANCIAL CAPITAL MANUFACTURED CAPITAL NATURAL CAPITAL HUMAN CAPITAL	• Business continuity plans are actualised and operationalised through the Infraspeak system. • The development and deployment of emergency preparedness plans across malls, coupled with training sessions carried out as per an agreed plan/specificities. • Health and safety inspections performed by a consultant. • Insurance cover in place.
Service Provider	• Exposure to increased staff mobility and the poaching of key personnel driven by increased competition from new/existing players (new malls or offices or other real-estate developments). • Changing workforce aspirations for improved 'work-life balance' amid the intensive and demanding environment in the retail sector pose risks in the attraction and retention of the personnel.	Medium	Sustainability of Income and Organic growth	SOCIAL & RELATIONSHIP CAPITAL HUMAN CAPITAL	• Focus on succession planning to minimise disruption across the board, at all levels of the organisation. • Establishing a strong culture as the cornerstone to drive team cohesion and enhance performance delivery. • Sustain the automation of processes.

Risk Management Report contd.

Principal risks (contd.)

Risk	Risk Description	Inherent Level	Strategic Objectives Impacted	Capitals Impacted	Strategic Response
Information Security	• Cyber threats, such as fraudulent phishing attempts, spoofing emails, malware and/or ransomware. • Inadequate security of data and privacy issues. • Breakdown of IT system.	Medium	Digital	FINANCIAL CAPITAL INTELLECTUAL CAPITAL SOCIAL & RELATIONSHIP CAPITAL HUMAN CAPITAL	• A Cybersecurity roadmap has been put in place and is currently in the execution phase. • All data, especially related to IT systems, is backed up on a daily timed schedule.
Pandemic	Potential spread of viruses may lead to the disruption and/or halt of activities.	High	Sustainability of Income and Organic growth	INTELLECTUAL CAPITAL SOCIAL & RELATIONSHIP CAPITAL HUMAN CAPITAL	• A crisis team, protocols, emergency preparedness plans and business continuity procedures are in place.
Legal and Compliance	• Lack of compliance with current legislations, such as Data Protection and AML/CFT, leading to reputational risk. • Leakage of customer personal data or non-compliance with Anti-Money Laundering laws may lead to sanctions from authorities and reputational risk.	Medium	Digital	SOCIAL & RELATIONSHIP CAPITAL FINANCIAL CAPITAL	• Data Privacy - Implementation of a Data Privacy policy, access management, and training with data processors/users completed. We are leveraging this project for enhanced customer data mining. • AML/CFT- An established team and processes are in place to support the business requirements. Moreover, inquiries by the FIU were properly managed, and results from the two FIU inspections were deemed satisfactory.
Policy Decisions	Decisions taken by the authorities that impact businesses, such as levy (corporate climate responsibility), minimum wage and salary alignment.	Medium	Organic growth	FINANCIAL CAPITAL	Assessment of financial impact and review of budget.

Chapter 06

Statutory Disclosures

Other Statutory Disclosures

1. PRINCIPAL ACTIVITY

The principal activity of Ascencia Limited (the "Company") is to hold investment properties for capital appreciation and to derive rental income.

2. CONTRACTS OF SIGNIFICANCE

The Company has existing agreements with its intermediate holding Company and other related companies for provision of management services.

	2024	2023
	Rs'000	Rs'000
Management fees	**196,203**	191,541

3. DIRECTORS' SERVICE CONTRACTS

None of the directors of the Company has service contracts that need to be disclosed under Section 221 of the Companies Act 2001.

4. DIRECTORS' REMUNERATION

	2024	2023
	Rs'000	Rs'000
Non-executive and independent	**2,935**	2,191

There were 9 non-executive and 3 independent non-executive directors at 30 June 2024 (2023: 7 non-executive and 4 independent non-executive directors).

5. DONATIONS AND SOCIAL CONTRIBUTIONS

	2024	2023
	Rs'000	Rs'000
Donations	**-**	-
Corporate Social Responsibility	**3,522**	3,046

6. AUDITOR'S REMUNERATION

	2024	2023
Fees payable:	**Rs'000**	Rs'000
Audit services - EY	**2,427**	2,312

7. DIRECTORS' INTEREST

Name	Position	% Shareholding	Number of shares
Mr ESPITALIER-NOËL Marie Edouard Gilbert	Chairman and Director	nil	nil
Mr BISSESSUR Shreekantsingh	Director	nil	nil
Mr ESPITALIER-NOËL Marie Hector Philippe	Director	nil	nil
Mr ESPITALIER-NOËL Marie Maxime Hector	Director	nil	nil
Mr LAW MIN Jean Alain	Director	nil	nil
Mr MAMET Jean Evenor Damien	Director	nil	nil
Mr PILOT Joseph Marie Johan	Director	nil	nil
Mr VEERASAMY Naderasen Pillay	Director	nil	nil
Mrs LOUW Lucille Helen	Director	nil	nil
Mrs RAMDIN-CLARK Madhavi	Director	nil	nil
Mrs WONG-VACHER Belinda	Director	0.000	150
Ms BOULLÉ Marie Marine (Appointed on 24 July 2024)	Director	nil	nil
Ms MADHUB Maheswaree Naraini	Director	nil	nil

Director's Report

(a) FINANCIAL STATEMENTS

The Board of Directors of Ascencia Limited is responsible for the integrity of the audited financial statements of the Company and the objectivity of the other information presented in these statements.

The Board of Directors confirm that, in preparing the audited financial statements, they have:

(i). selected suitable accounting policies and applied them consistently;
(ii). made judgements and estimates that are reasonable and prudent;
(iii). stated whether International Financial Reporting Standards have been followed;
(iv). kept proper accounting records which disclose with reasonable accuracy at any time the financial position of the Company;
(v). safeguarded the assets of the Company by maintaining internal accounting and administrative control systems and procedures; and
(vi). taken reasonable steps for the prevention and detection of fraud and other irregularities.

(b) GOING CONCERN

On the basis of current projections, the Directors are confident that the Company has adequate resources to continue operating for the foreseeable future and consider that it is appropriate that the going concern basis in preparing the financial statements be adopted.

Please refer to Note 4 of the financial statements for more details.

(c) INTERNAL CONTROL AND RISK MANAGEMENT

The Board is responsible for the system of Internal Control and Risk Management of the Company. It is committed to continuously maintain a sound system of risk management and adequate control procedures with a view to safeguarding assets. The Board believes that the Company's system of Internal Control and Risk Management provides reasonable assurance that control and risk issues are identified, reported on and dealt with appropriately.

(d) DONATIONS AND CORPORATE SOCIAL RESPONSIBILITY

Corporate Social Responsibility contributions amounting to Rs 3.5m (2023: Rs3.0m) were made by the Company.

(e) AUDITED FINANCIAL STATEMENTS

The audited financial statements which appear on pages 102 to 145 were approved by the Board of Directors on 19 September 2024 and are signed on their behalf by:

Gilbert Espitalier-Noël
Chairman
19 September 2024

Joseph Marie Johan Pilot
Director

Independent Auditor's Report To the members of Ascencia Limited

REPORT ON THE AUDIT OF THE FINANCIAL STATEMENTS

Opinion

We have audited the financial statements of Ascencia Limited (the "Company") set out on pages 102 to 145, which comprise of the statement of financial position as at 30 June 2024, and the statement of profit or loss and other comprehensive income, the statement of changes in equity and the statement of cash flows for the year then ended, and notes to the financial statements, including material accounting policy information.

In our opinion, the financial statements give a true and fair view of the financial position of the Company as at 30 June 2024, and of its financial performance and cash flows for the year then ended in accordance with IFRS Accounting Standards as issued by the International Accounting Standards Board and comply with the Companies Act 2001 and the Financial Reporting Act 2004.

Basis for Opinion

We conducted our audit in accordance with International Standards on Auditing (ISAs). Our responsibilities under those standards are further described in the Auditor's Responsibilities for the Audit of the Financial Statements section of our report. We are independent of the Company in accordance with the International Ethics Standards Board for Accountants' International Code of Ethics for Professional Accountants (including International Independence Standards) (the "IESBA Code") and other independence requirements applicable to performing audits of financial statements of the Company and in Mauritius. We have fulfilled our other ethical responsibilities in accordance with the IESBA Code and in accordance with other ethical requirements applicable to performing audits of the Company and in Mauritius. We believe that the audit evidence we have obtained is sufficient and appropriate to provide a basis for our opinion.

Key Audit Matters

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

We have fulfilled the responsibilities described in the Auditor's responsibilities for the audit of the financial statements section of our report, including in relation to these matters. Accordingly, our audit included the performance of procedures designed to respond to our assessment of the risks of material misstatement of the financial statements. The results of our audit procedures, including the procedures performed to address the matters below, provide the basis for our audit opinion on the accompanying financial statements.

Independent Auditor's Report To the members of Ascencia Limited (CONT'D)

REPORT ON THE AUDIT OF THE FINANCIAL STATEMENTS (CONT'D)

Key Audit Matter	How the matter was addressed in the audit
At 30 June 2024, the Company holds investment properties of Rs 17,553 million (2023: Rs 16,468 million) and makes up approximately 97% of total assets (2023: 95%) which are carried at fair value with the gains and losses recognised in profit or loss as described in the Note 12 of the financial statements. Disclosures around the fair valuation of investment properties are also set out in the Note 12 of the financial statements. The fair values of the investment properties are determined by an external independent valuation specialist Mills Fitchet, engaged by management. The valuation techniques used by the specialists in determining the fair values of the investment properties involve significant judgements and assumptions. The judgements and estimates which have the most significant impact on the fair value measurements include: - Discount rates - Market Capitalisation rates - Reversionary rates - Net Property income - Income and expense growth rates - Discounted cash flow Inappropriate estimates made in the fair valuation of investment properties would result in a significant impact on the results and on the carrying amount of the properties.	Our audit procedures included the following: We obtained, read and understood the reports from the external independent valuation specialist. We assessed that the valuation techniques applied by management and external independent valuation specialist were consistent with generally accepted property valuation techniques in the real-estate market and IFRS 13 Fair Value Measurement. We assessed the competence, capability, experience, and independence of the external independent valuation specialist with reference to their qualifications and industry expertise. With the support of our EY valuation specialists, we tested the mathematical accuracy of the report and assessed the methodologies and assumptions applied in determining the fair value of investment properties by management and the external independent valuation specialist. This included the following procedures: ➢ We assessed the category, condition, Gross Lettable Area, location and grade of the properties, all of which management considers in the selection of the appropriate capitalisation rate to apply in the valuation of the properties. ➢ We compared the market capitalisation rates, discount rates and forecasted cash flow to other market information and through discussions with management and the use of our valuation specialist's professional judgement, we assessed the appropriateness of these assumptions used. ➢ We evaluated the assumptions used in arriving at the budgets that form the basis of the forecasted net operating income against recent historical income and expenses data. ➢ We reviewed the forecasted data used in the valuations and corroborated the major inputs used in the forecasts such as rental income and operating costs by comparing the actual tenancy information in the underlying contracts to rental income and by comparing operating costs to service level agreements.

Key Audit Matter	How the matter was addressed in the audit
Consequently, the valuation of investment properties has been identified to be a key audit matter due to the significant management judgements and estimates involved and its significance to the financial statements with the gain or loss impacting profit or loss.	➢ We assessed the reasonability of the fair value of the investment properties at year end as determined by management against the outcome of our independent calculations, in which the outcomes of our above procedures were incorporated. We held discussions with management, challenging key assumptions adopted in the valuations, including discount rates and capitalisation rates, and comparing them with historical rates and other available market data. We reviewed the disclosures in Note 12 about significant estimates and critical judgements made by management in the financial statements in respect of valuation of investment properties. We have also verified the adequacy of the disclosures in accordance with IAS 40 Investment Property and IFRS 13 Fair Value Measurements made in the financial statements.

Other Information

The directors are responsible for the other information. The other information comprises the information included in chapter 04, a 36-page document titled "Ascencia Limited Annual Report for the year ended 30 June 2024", which includes the Corporate Governance Report, the Other Statutory Disclosures, the Statement of Compliance, the Directors' Report and the Secretary's Certificate as required by the Companies Act 2001, which we obtained prior to the date of this report, and the other information included in the Integrated Annual Report, which is expected to be made available to us after that date. The other information does not include the financial statements and our auditor's report thereon.

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

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

Responsibilities of the Directors for the Financial Statements

The directors are responsible for the preparation and fair presentation of the financial statements in accordance with IFRS Accounting Standards as issued by the International Accounting Standards Board and the requirements of the Companies Act 2001 and the Financial Reporting Act 2004, and for such internal control as the directors determine is necessary to enable the preparation of financial statements that are free from material misstatement, whether due to fraud or error.

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

Independent Auditor's Report To the members of Ascencia Limited (CONT'D)

REPORT ON THE AUDIT OF THE FINANCIAL STATEMENTS (CONT'D)

Auditor's Responsibilities for the Audit of the Financial Statements

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

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

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

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

We also provide the directors with a statement that we have complied with relevant ethical requirements regarding independence, and to communicate with them all relationships and other matters that may reasonably be thought to bear on our independence, and where applicable, actions taken to eliminate threats or safeguards applied.

From the matters communicated with the directors, we determine those matters that were of most significance in the audit of the financial statements of the current period and are therefore the key audit matters. We describe these matters in our auditor's report unless law or regulation precludes public disclosure about the matter or when, in extremely rare circumstances, we determine that a matter should not be communicated in our report because the adverse consequences of doing so would reasonably be expected to outweigh the public interest benefits of such communication.

Use of our report

This report is made solely to the Company's members, as a body, in accordance with Section 205 of the Companies Act 2001. Our audit work has been undertaken so that we might state to the Company's members those matters we are required to state to them in an auditor's report and for no other purpose. To the fullest extent permitted by law, we do not accept or assume responsibility to anyone other than the Company and the Company's members, as a body, for our audit work, for this report, or for the opinions we have formed.

REPORT ON OTHER LEGAL AND REGULATORY REQUIREMENTS

Companies Act 2001

We have no relationship with or interests in the Company other than in our capacity as auditor, and dealings in the ordinary course of business.

We have obtained all the information and explanations we have required.

In our opinion, proper accounting records have been kept by the Company as far as it appears from our examination of those records.

Financial Reporting Act 2004

The Directors are responsible for preparing the Corporate Governance Report. Our responsibility under the Financial Reporting Act is to report on the compliance with the Code of Corporate Governance (''the Code'') disclosed in the annual report and assess the explanations given for non-compliance with any requirement of the Code. From our assessment of the disclosures made on corporate governance in the annual report, the Company has, pursuant to section 75 of the Financial Reporting Act, complied with the requirements of the Code.

Ernst & Young

ERNST & YOUNG

Ebène, Mauritius

Date: 19 September 2024.

Daryl Csizmadia

DARYL CSIZMADIA, C.A. (S.A).

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Statements Of Profit Or Loss And Other Comprehensive Income

FOR THE YEAR ENDED 30 JUNE 2024

		2024	2023
Revenue	**Notes**	**Rs'000**	Rs'000
Rental income	5(a)	**1,305,987**	1,214,984
Recoveries	5(a)	**545,728**	481,621
Exhibitions and advertising	5(a)	**27,574**	33,771
Gross rental income		**1,879,289**	1,730,376
Direct operating expenses arising from investment property	6	**(597,095)**	(520,724)
Net property income		**1,282,194**	1,209,652
Investment and other income	5(b)	**7,586**	2,844
Administrative expenses	7	**(195,148)**	(175,428)
Expected credit losses on financial assets	8	**(10,659)**	(9,090)
Change in fair value of investment property	12	**602,344**	487,460
Profit from operations		**1,686,317**	1,515,438
Finance income	9 (a)	**22,380**	25,015
Finance costs	9 (b)	**(400,549)**	(355,262)
Profit before tax		**1,308,148**	1,185,191
Tax charge	10 (a)	**(119,652)**	(123,824)
Profit for the year		**1,188,496**	1,061,367
Earnings per share:			
Basic and Diluted (Rs.)			
- Class A :	11	**2.44**	2.18

The notes on pages 109 to 145 form an integral part of these financial statements. Independent auditor's report on pages 97 to 101.

Statements Of Financial Position

AS AT 30 JUNE 2024

ASSETS	Notes	2024 Rs'000	2023 Rs'000
Non-current assets			
Investment property	12	**17,553,381**	16,468,096
Equipment	13	**51,881**	38,243
		17,605,262	16,506,339
Current assets			
Trade receivables	14	**35,077**	41,125
Financial assets at amortised cost	15	**246,391**	427,863
Other assets	16	**122,321**	114,395
Tax deduction at source, net of income tax liabilities	10(c)	**62,806**	80,972
Cash and cash equivalents	23	**125,295**	84,511
		591,890	748,866
Total assets		**18,197,152**	17,255,205
EQUITY AND LIABILITIES			
Shareholders' Equity			
Stated capital	17	**4,460,068**	4,460,068
Retained earnings		**6,138,680**	5,452,118
Total equity		**10,598,748**	9,912,186

LIABILITIES	Notes	2024 Rs'000	2023 Rs'000
Non-current liabilities			
Bank loans	18	**124,112**	-
Debentures	18	**-**	63,204
Bonds	18	**1,481,260**	1,478,581
Redeemable notes	18	**4,745,055**	4,743,008
Deferred tax liabilities	19	**716,270**	624,940
		7,066,697	6,909,733
Current liabilities			
Trade and other payables	20	**459,842**	380,380
Bank loans	18	**7,866**	-
Debentures	18	**63,204**	52,670
Amount payable to related companies	21	**795**	236
		531,707	433,286
Total liabilities		**7,598,404**	7,343,019
Total equity and liabilities		**18,197,152**	17,255,205

The notes on pages 109 to 145 form an integral part of these financial statements. Independent auditor's report on pages 97 to 101.

Statements Of Cash Flows

FOR THE YEAR ENDED 30 JUNE 2024

Operating activities	Notes	2024 Rs'000	2023 Rs'000
Profit before tax		**1,308,148**	1,185,191
Change in fair value of investment property	12	**(602,344)**	(487,460)
Straight lining adjustment	12	**(35,821)**	(42,123)
Letting commission	7	**25,310**	23,433
Expected credit losses on financial assets	8	**10,659**	9,090
Depreciation	7	**11,154**	7,466
Interest income	9 (a)	**(22,380)**	(25,015)
Interest expense	9 (b)	**400,549**	355,262
		1,095,275	1,025,844
Changes in working capital:			
- Trade receivables		**(4,612)**	(550)
- Trade and other payables		**35,522**	(74,436)
- Other assets		**(6,022)**	5,523
- Tax deduction at source, net of income tax liabilities		**(86,213)**	(64,618)
- Amount payable to related companies		**559**	236
Cash generated from operations		**1,034,509**	891,999
Tax refund/(paid)	10(c)	**76,057**	(4,072)
Net cash generated from operating activities		**1,110,566**	887,927

The notes on pages 109 to 145 form an integral part of these financial statements. Independent auditor's report on pages 97 to 101.

Statements Of Cash Flows (CONT'D)

FOR THE YEAR ENDED 30 JUNE 2024

	Notes	2024 Rs '000	2023 Rs '000
Investing activities			
Expenditure on investment property		**(437,767)**	(513,377)
Purchase of equipment		**(15,230)**	(24,459)
Investment in financial assets at amortised cost	15	**(230,000)**	(634,000)
Sale/redemption of financial assets at amortised cost	15	**430,000**	660,000
Net cash inflow on amalgamation	24	**-**	190,814
Interest received		**1,947**	3,981
Net cash used in investing activities		**(251,050)**	(317,041)
Financing activities			
Proceeds from bank loans	23	**131,978**	-
Redemption of debentures	23	**(52,670)**	(42,136)
Interest paid	23	**(396,106)**	(350,643)
Dividends paid	23	**(501,934)**	(721,226)
Net cash used in financing activities		**(818,732)**	(1,114,005)
Net increase / (decrease) in cash and cash equivalents		**40,784**	(543,119)
Cash and cash equivalents - opening		**84,511**	627,630
Cash and cash equivalents - closing	23*	**125,295**	84,511

* The non-cash transactions are disclosed in Note 23.

The notes on pages 109 to 145 form an integral part of these financial statements. Independent auditor's report on pages 97 to 101.

Statements Of Change In Equity

FOR THE YEAR ENDED 30 JUNE 2024

	Notes	Stated Capital	Retained Earnings	Total Equity
		Rs'000	Rs'000	Rs'000
2024				
Balance at 01 July 2023		**4,460,068**	**5,452,118**	**9,912,186**
Profit for the year		**-**	**1,188,496**	**1,188,496**
Dividends	22	**-**	**(501,934)**	**(501,934)**
At 30 June 2024		**4,460,068**	**6,138,680**	**10,598,748**
2023				
Balance at 01 July 2022		4,460,068	1,137,828	5,597,896
Amalgamation reserve	24	-	3,715,872	3,715,872
Profit for the year		-	1,061,367	1,061,367
Dividends	22	-	(462,949)	(462,949)
At 30 June 2023		4,460,068	5,452,118	9,912,186

Notes To The Financial Statements

FOR THE YEAR ENDED 30 JUNE 2024

1. GENERAL INFORMATION

Ascencia Limited (the "Company") is a real-estate company which holds a portfolio of investment properties in Mauritius. The Company is a public company, limited by shares and incorporated in the Republic of Mauritius since 28 June 2007 under the Companies Act 2001. The address of its registered office is ENL House, Vivea Business Park, Moka. The immediate holding company is Foresite Property Holding Ltd, the intermediate holding company is Rogers and Company Limited and its ultimate holding company is Société Caredas, all incorporated in Mauritius.

These financial statements for the year ended 30 June 2024 have been approved at the meeting of the Board of Directors of the Company on 19 September 2024.

2. MATERIAL ACCOUNTING POLICIES

The principal accounting policies adopted in the preparation of these financial statements are set out below.

(a) Basis of preparation

The financial statements of the Company have been prepared in accordance with International Financial Reporting Standards ('IFRS') as issued by the International Accounting Standards Board ('IASB') and in compliance with the Companies Act 2001 and the Financial Reporting Act 2004 of Mauritius. The financial statements have been prepared on a historical cost basis, except for investment properties that have been measured at fair value.

The financial statements are presented in Mauritian Rupees and all values are rounded to the nearest thousand (Rs'000), except where otherwise indicated.

Changes in accounting policies and disclosures

Below are the amendments to published standards that are effective in the reporting period.

	Effective for annual periods
-IFRS 17 Insurance Contracts	1 Jan 2023
-Disclosure of Accounting Policies - Amendments to IAS 1 and IFRS Practice Statement 2	1 Jan 2023
-Definition of Accounting Estimates - Amendments to IAS 8	1 Jan 2023
-Deferred Tax related to Assets and Liabilities arising from a Single Transaction – Amendments to IAS 12	1 Jan 2023

Disclosure of Accounting Policies - Amendments to IAS 1 and IFRS Practice Statement 2

The amendments to IAS 1 and IFRS Practice Statement 2 Making Materiality Judgements provide guidance and examples to help entities apply materiality judgements to accounting policy disclosures. The amendments aim to help entities provide accounting policy disclosures that are more useful by replacing the requirement for entities to disclose their 'significant' accounting policies with a requirement to disclose their 'material' accounting policies and adding guidance on how entities apply the concept of materiality in making decisions about accounting policy disclosures.

The amendments did not have a material impact on the Company's disclosures of accounting policies.

New Standards, Interpretations and Amendments issued but not yet effective

The new and amended standards and interpretations that are issued, but not yet effective, up to the date of issuance of the Company's financial statements are disclosed below. The Company intends to adopt these new and amended standards and interpretations, if applicable, when they become effective.

Notes To The Financial Statements (CONT'D)

FOR THE YEAR ENDED 30 JUNE 2024

2. MATERIAL ACCOUNTING POLICIES (CONT'D)

(a) Basis of preparation (cont'd)

New Standards, Interpretations and Amendments issued but not yet effective (cont'd)

At the reporting date of these financial statements, the following amendments were in issue but not yet effective.

	Effective for annual periods
International Tax Reform - Pillar Two Model Rules- Amendments to IAS 12	Note 1
Classification of Liabilities as Current or Non current and Non-current Liabilities with Covenants - Amendments to IAS 1	1 Jan 2024
Lease Liability in a Sale and Leaseback - Amendments to IFRS 16	1 Jan 2024
Disclosures: Supplier Finance Arrangements - Amendments to IAS 7 and IFRS 7	1 Jan 2024
Sale or Contribution of Assets between an Investor and its Associate or Joint Venture - Amendments to IFRS 10 and IAS 28	Note 2
Lack of exchangeability – Amendments to IAS 21	1 Jan 2025
Classification and Measurement of Financial Instruments - Amendments to IFRS 9 and IFRS 7	1 Jan 2026
IFRS 18 – Presentation and Disclosure in Financial Statements	1 Jan 2027
IFRS 19 - Subsidiaries without Public Accountability: Disclosures	1 Jan 2027

Note 1: The amendments are effective immediately upon issuance. The disclosure of the current tax expense related to Pillar Two income taxes and the disclosures in relation to periods before the legislation is effective are required for annual reporting periods beginning on or after 1 January 2023.

Note 2: In December 2015, the IASB postponed the effective date of this amendment indefinitely pending the outcome of its research project on the equity method of accounting.

Those new and amended standards and interpretations that are issued but not yet effective, that are relevant to the Company are detailed below.

In January 2020 and October 2022, the IASB issued amendments to IAS 1 to specify the requirements for classifying liabilities as current or non-current. The amendments clarify:

- What is meant by a right to defer settlement
- That a right to defer must exist at the end of the reporting period
- That classification is unaffected by the likelihood that an entity will exercise its deferral right
- That only if an embedded derivative in a convertible liability is itself an equity instrument would the terms of a liability not impact its classification
- Disclosures

The amendments are effective for annual reporting periods beginning on or after 1 January 2024 and must be applied prospectively. The amendments are not expected to have a material impact on the Company.

Critical accounting estimates and judgements

The preparation of financial statements in conformity with IFRS requires the use of certain critical accounting estimates. It also requires management to exercise its judgement in the process of applying the Company's accounting policies. The areas involving a higher degree of judgement or complexity, or areas where assumptions and estimates are significant to the financial statements, are disclosed in Note 4.

(b) Foreign currencies

Functional and presentation currency

Items included in the financial statements of each of the Company's entities are measured using Mauritian Rupees, the currency of the primary economic environment in which the Company operates ("functional currency"). The financial statements are presented in Mauritian Rupees, which is the Company's functional and presentation currency.

(c) Impairment of non-financial assets

At each reporting date, the Company reviews the carrying amounts of its non-financial assets to determine whether there is any indication that those assets have suffered an impairment loss. If any indication exists, the recoverable amount of the asset is estimated to determine the extent of the impairment loss (if any).

Where the asset does not generate cash flows that are independent from other assets, the Company estimates the recoverable amount of the cash-generating unit to which the asset belongs. When a reasonable and consistent basis of allocation can be identified, corporate assets are also allocated to individual cash-generating units, or otherwise they are allocated to the smallest group of cash generating units for which a reasonable and consistent allocation basis can be identified.

Recoverable amount is higher of the fair value less costs of disposal and value in use. In assessing value in use, the estimated future cash flows are discounted to their present value using a pre-tax discount rate that reflects current market assessment of the time value of money and the risks specific to the asset for which the estimates of future cash flows have not been adjusted. If the recoverable amount of an asset (or cash generating unit) is estimated to be less than its carrying amount, the carrying amount of the asset (or cash generating unit) is reduced to its recoverable amount. An impairment loss is recognised immediately in profit or loss, unless the relevant asset is carried at a revalued amount, in which case the impairment loss is treated as a revaluation decrease in other comprehensive income.

Where an impairment loss subsequently reverses, the carrying amount of the asset (or cash-generating unit) is increased to the revised estimate of its recoverable amount, but so that the increased carrying amount does not exceed the carrying amount that would have been determined had no impairment loss been recognised for the asset (or cash-generating unit) in prior years. A reversal of an impairment loss is recognised immediately in profit or loss, unless the relevant asset is carried at a revalued amount, in which case the reversal of the impairment loss is treated as a revaluation increase.

3. FINANCIAL RISK FACTORS

The Company's activities expose it to a variety of financial risks: fair value interest risk, cash flow risk, credit risk and liquidity risk. The Company's overall risk management focuses on the unpredictability of financial markets and seeks to minimise potential adverse effects on the Company's financial performance. A description of the significant risk factors is given below together with the risk management policy applicable.

Credit risk

The Company's credit risk arises mainly from financial assets at amortised costs, trade receivables and cash and cash equivalents. In view of managing its credit risk, the Company has an established credit policy whereby new customers are individually analysed for credit worthiness for each business activity before offering any standard payment delivery terms and conditions. Based on the assessment, the Company may require the customers to lodge a bank guarantee as a security document.

The amounts presented in the statements of financial position are net of expected credit losses. There are no significant concentrations of credit risk, with exposure spread over a large number of counterparties or customers. Please refer to Note 14 for further information on Trade receivables.

The Company's maximum exposure to credit risk for the components of the statement of financial position at 30 June 2024 and 30 June 2023, respectively, is the carrying amounts of each class of financial instruments. Refer to notes 15 and 23.

For relevant credit risk management policies for financial assets at amortised cost and cash and cash equivalents, please refer to Note 15 and Note 23 respectively.

Foreign currency risk

The Company operates locally and has no exposure to foreign currency risks.

Interest risk

Interest rate risk is the risk that the fair value or future cash flows of a financial instrument will fluctuate because of changes in market interest rates. The Company's exposure to the risk of changes in market interest rates relates primarily to the Company's long-term external debt obligations with variable interest rates. The Company manages its interest rate risk by having a balanced portfolio of fixed and variable rate loans and borrowings.

Notes To The Financial Statements (CONT'D)

FOR THE YEAR ENDED 30 JUNE 2024

3. FINANCIAL RISK FACTORS (CONT'D)

Interest risk (cont'd)

As at 30 June 2024, if interest rates on external debt had been 50 basis points higher/lower with all other variables held constant, post-tax profit for the year would have been lower/higher as shown below, mainly as a result of higher/lower interest expense on floating rate borrowings:

	2024	2023
Rupee-denominated borrowings	**Rs' 000**	Rs' 000
Effect higher/lower on post-tax profit and equity	**30,341**	29,658

Liquidity risk

The Company also has interest-bearing loans receivable from related parties. The resulting impact on the Company's income and operating cash flows arising from a change of 50 basis points higher/lower is deemed to be immaterial to the financial statements.

The Company is also exposed to interest rate risk arising from cash and cash equivalents, however, the impact is considered negligible.

Liquidity risk is the risk that the Company will encounter difficulty in meeting the obligations associated with its financial liabilities that are settled by delivery of cash or another financial asset.

Prudent liquidity risk management implies maintaining sufficient cash and the availability of funding through an adequate amount of committed credit facilities. The Company aims at maintaining flexibility in funding by keeping committed credit lines available. The Company has also the financial support of its holding companies.

Management monitors rolling forecasts of the Company's liquidity reserve on the basis of expected cash flow and does not foresee any major liquidity risk over the next two years.

The table below analyses the Company's net financial liabilities into relevant maturity groupings based on the remaining period at the end of the reporting period to the contractual maturity date.

2024	Less than 1 year	Between 1 and 2 years	Between 2 and 5 years	Over 5 years	Total
	Rs' 000	**Rs' 000**	**Rs' 000**	**Rs' 000**	**Rs' 000**
Bank loans	**15,251**	**15,251**	**45,752**	**106,823**	**183,077**
Debentures	**66,996**	**-**	**-**	**-**	**66,996**
Bonds	**90,605**	**90,605**	**497,543**	**1,552,021**	**2,230,774**
Redeemable notes	**295,850**	**295,850**	**2,545,245**	**3,772,741**	**6,909,686**
Trade and other payables	**459,842**	**-**	**-**	**-**	**459,842**
Amounts payable to related companies	**795**	**-**	**-**	**-**	**795**

2023	Less than 1 year	Between 1 and 2 years	Between 2 and 5 years	Over 5 years	Total
	Rs' 000	Rs' 000	Rs' 000	Rs' 000	Rs' 000
Bank loans	-	-	-	-	-
Debentures	59,622	66,996	-	-	126,618
Bonds	101,579	101,579	363,579	1,300,160	1,866,897
Redeemable notes	296,912	296,912	1,476,912	3,786,052	5,856,788
Trade and other payables	380,380	-	-	-	380,380
Amounts payable to related companies	238	-	-	-	238

Capital risk management

The Company's objectives when managing:

- to safeguard the Company's ability to continue as a going concern, so that it can continue to provide returns for shareholders and benefits for other stakeholders, and
- to provide an adequate return to shareholders by pricing products and services commensurately with the level of risk.

The Company sets the amount of capital in proportion to risk. The Company manages the capital structure and makes adjustments to it in the light of changes in economic conditions and the risk characteristics of the underlying assets. In order to maintain or adjust the capital structure, the Company may adjust the amount of dividends paid to shareholders, return, capital to shareholders, issue new shares, or sell assets to reduce debt.

Notes To The Financial Statements (CONT'D)

FOR THE YEAR ENDED 30 JUNE 2024

3. FINANCIAL RISK FACTORS (CONT'D)

Capital risk management (cont'd)

During 2024, the Company's strategy is to maintain an adequate debt-to-capital ratio to be able to secure access to finance at a reasonable cost. The debt-to-capital ratios at 30 June 2024 and at 30 June 2023 were as follows:

	2024	2023
	Rs' 000	Rs' 000
Total debt	**6,421,497**	6,337,463
Less: cash and cash equivalents	**(125,295)**	(84,511)
Net debt	**6,296,202**	6,252,952
Total equity	**10,598,748**	9,912,186
Total capital plus debt	**16,894,950**	16,165,138
Debt-to-capital ratio	**37.3%**	38.7%

There were no changes in the Company's approach to capital risk management during the year.

Fair value measurement

A fair value measurement of a non-financial asset takes into account a market participant's ability to generate economic benefits by using the asset in its highest and best use or by selling it to another market participant that would use the asset in its highest and best use.

The Company uses valuation techniques that are appropriate in the circumstances and for which sufficient data is available to measure fair value, maximising the use of relevant observable inputs and minimising the use of unobservable inputs.

All assets and liabilities for which fair value are measured or disclosed in the financial statements are categorised within the fair value hierarchy, described as follows, based on the lowest level input that are significant to the fair value measurement as a whole:

Level 1: Quoted (unadjusted) market prices in active markets for identical assets or liabilities;

Level 2: Valuation techniques for which the lowest level input that is significant to the fair value measurement is directly or indirectly observable;

Level 3 Valuation techniques for which the lowest level input that is significant to the fair value measurement is unobservable.

For assets and liabilities that are recognised in the financial statements at fair value on a recurring basis, the Company determines whether transfers have occurred between levels in the hierarchy by re-assessing categorisation (based on the lowest level input that is significant to the fair value measurement as a whole) at the end of each reporting period.

External valuers are involved for valuation of significant assets, such as properties and land conversion rights. Involvement of external valuers is determined annually by Management after discussion with and approval by the Company's Audit Committee. Selection criteria include market knowledge, reputation, independence and whether professional standards are maintained. Valuers are normally rotated every three years. Management decides, after discussions with the Company's external valuers, which valuation techniques and inputs to use for each case.

At each reporting date, Management analyses the movements in the values of assets and liabilities which are required to be remeasured or re-assessed as per the Company's accounting policies. For this analysis, Management verifies the major inputs applied in the latest valuation by agreeing the information in the valuation computation to contracts and other relevant documents.

Please refer to Note 12 for more information on the fair value measurements related to the Company's investment properties.

4. CRITICAL ACCOUNTING ESTIMATES AND JUDGEMENTS

Estimates and judgements are continuously evaluated and are based on historical experience and other factors, including expectations of future events that are believed to be reasonable under the circumstances.

The Company makes estimates and assumptions concerning the future. The resulting accounting estimates will, by definition, seldom equal the related actual results. The estimates and assumptions that have a significant risk of causing material adjustment to these carrying amounts of assets and liabilities within the next financial year are discussed in the relevant notes, as listed below:

Note 12(e) - Investment property
Note 14- Trade receivables

Going concern

The Company

The Company recorded a net profit for the year ended 30 June 2024 of Rs 1,188m (2023: Rs 1,061m) and as of that date, the Company's current assets exceeded its current liabilities by Rs 60m (2023: Rs 315m) and the Company's total assets exceeded its total liabilities by Rs 10,599m (2023: Rs 9,912m).

Accordingly, the directors have prepared the financial statements on the basis of accounting policies applicable to a going concern. This basis presumes that funds will be available to finance future operations and that the realisation of assets and settlement of liabilities will occur in the ordinary course of business.

Taking the above into account, the Company has liquid assets and cash flows to meet all its current obligations and financial commitments over at least the next 12 months from the date of approval of the separate financial statements. Consequently, the Directors have concluded that it is appropriate to prepare the separate financial statements on a going concern basis.

Limitation of sensitivity analysis

Sensitivity analysis in respect of market risk demonstrates the effect of a change in a key assumption while other assumptions remain unchanged. In reality, there is a correlation between the assumptions and the other factors.

It should also be noted that these sensitivities are non-linear and larger or smaller impacts should not be interpolated or extrapolated from these results.

Sensitivity analysis does not take into consideration that the Company's assets and liabilities are managed. Other limitations include the use of hypothetical market movements to demonstrate potential risks that only represent the Company's view of possible near-term market changes that cannot be predicted with any certainty.

5. REVENUE AND OTHER INCOME

Accounting policy

Revenue recognition

The Company earns revenue from acting as a lessor in operating leases on its portfolio of investment properties, which do not transfer substantially all of the risks and rewards incidental to ownership of an investment property.

Details related to the nature and measurement of revenue are set out below:

Rental income

Rental income is derived mainly from the leasing out of retail areas, outside seating areas, "drive–throughs", ATMs, car-wash areas, promotional kiosks, mezzanines and storage areas. Rental income arising from operating leases on investment properties is accounted for on a straight line basis over the pre-defined lease term as per the individual tenant's respective lease agreement and is included in revenue in the statement of profit or loss due to its operating nature

Revenue from contracts

Revenue from contracts comprise of recoveries income, exhibitions and advertising income.

Notes To The Financial Statements (CONT'D)

FOR THE YEAR ENDED 30 JUNE 2024

5. REVENUE AND OTHER INCOME (CONT'D)

Revenue from contracts (cont'd)

Recoveries

Recoveries are chargeable to tenants for certain services offered to tenants, mainly for common area maintenance services such as cleaning and maintenance, lighting, provision of water supply, refuse removal, waste-water services, landscaping, gardening, electrical and water pumps maintenance management, security services, pest control, third-party liability insurance covering all classes of risks for common areas. These services are specified in the lease agreements and separately invoiced.

The Company has determined that it controls the services before they are transferred to tenants, because it directly deals with tenants complaints and it is primarily responsible for the quality or sustainability of the services. In addition, the Company has the discretion in establishing the price that it charges to the tenants for the specifies services.

Therefore, the Company has concluded that it is the principal in these contracts. In addition, the Company has concluded that it transfers control over these services over time, as services are rendered by the third party service providers, because this is when tenants receive and, at the same time, consume benefits from these services.

Recoveries are recognised over the year for which the services are rendered and corresponding expenses are matched.

Exhibitions and advertising

Exhibitions and advertising revenue represents consideration received from tenants for services undertaken and managed by the Company, including general marketing, public relations management and promotions in respect of the shopping centres. These services are specified in the lease agreements and separately invoiced. Exhibitions and advertising revenue are recognised over time during the period of the contract for which the services are rendered and corresponding expenses are matched.

(a) Revenue from operations

	2024	2023
	Rs'000	Rs'000
Rental income:		
- Rental income	**1,237,303**	1,146,705
- Turnover rental	**32,863**	26,156
- Straight-line adjustment	**35,821**	42,123
Total rental income	**1,305,987**	1,214,984
Revenue from contracts:		
- Operating charges	**196,660**	180,246
- Utilities	**349,068**	301,375
Total recoveries	**545,728**	481,621
- Exhibitions and advertising	**27,574**	33,771
	1,879,289	1,730,376

The Company maintains lease agreements with tenants for durations typically lasting from 1 to 10 years. These agreements include clauses for annual escalation of the rental charge to cover future inflationary increases. Certain leases contain options to break before the end of the lease term.

Future minimum rental income receivable under operating leases as at 30 June are as follows.

	2024	2023
	Rs'000	Rs'000
Within 1 year	**1,192,473**	1,231,349
After 1 year, but not more than 5 years	**2,610,286**	3,086,278
More than 5 years	**546,643**	470,918
	4,349,402	4,788,545

(b) Investment and other income

Accounting policy

Other revenue earned by the Company is recognised on the following basis:

	2024	2023
	Rs'000	Rs'000
Other income	**7,586**	2,844
	7,586	2,844

Other income principally includes refunds from insurance claims and other recoveries and refunds.

Notes To The Financial Statements (CONT'D)

FOR THE YEAR ENDED 30 JUNE 2024

6. DIRECT OPERATING EXPENSES ARISING FROM INVESTMENT PROPERTY

	2024	2023
	Rs'000	Rs'000
Utilities and other recharges	**322,518**	278,773
Property management fees	**66,975**	59,796
Exhibition and marketing	**54,591**	49,290
Cleaning	**63,844**	52,625
Security fees	**35,525**	31,170
Insurance	**13,489**	10,777
Rates, taxes and licences	**5,940**	4,393
Other direct operating expenses	**34,213**	33,900
	597,095	520,724

Other direct operating expenses include principally expenses related to 'safe shopping' initiatives, repairs and maintenance, gardening maintenance costs, hardware tools and consumables.

7. ADMINISTRATIVE EXPENSES

	2024	2023
	Rs'000	Rs'000
Fund management fees	**41,170**	38,519
Asset management fees	**84,445**	78,991
Professional fees	**20,635**	16,966
Letting commission	**25,310**	23,433
Depreciation	**11,154**	7,466
Other administrative expenses	**12,434**	10,053
	195,148	175,428

Other administrative expenses principally include corporate strategy costs and investor relations, bank charges and other sundry administrative costs.

8. EXPECTED CREDIT LOSSES ON FINANCIAL ASSETS

	2024	2023
	Rs'000	Rs'000
Loss allowance on trade receivables	**10,659**	9,090
	10,659	9,090

Please refer to Note 14 for further information on trade receivables.

9. NET FINANCE COSTS

Accounting policy - Net finance costs

The Company's finance income and finance costs include:

Interest income or expense is recognised using the effective interest method. The 'effective interest rate' is the rate that exactly discounts estimated future cash payments through the expected life of the financial instrument to:

- the gross carrying amount of the financial asset; or
- the amortised cost of the financial liability.

Interest income from loan to related parties, interest on rental in arrears and penalty interest are both calculated using the effective interest rate as described above.

In calculating interest income or expense, the effective interest rate is applied to the gross carrying amount of the asset (when the asset is not credit-impaired) or to the amortised cost of the liability. However, for financial assets that have become credit-impaired subsequent to initial recognition, interest income is calculated by applying the effective interest rate to the net amortised cost of the financial asset. If the asset is no longer credit-impaired, then the calculation of interest income reverts to the gross basis.

Notes To The Financial Statements (CONT'D)

FOR THE YEAR ENDED 30 JUNE 2024

9. NET FINANCE COSTS (CONT'D)

(a) FINANCE INCOME

	2024	2023
	Rs'000	Rs'000
Interest revenue calculated using the effective interest method:		
Interest on loans to related parties	**20,424**	22,344
Interest on investments in treasury bills	**-**	472
Other finance income:		
Interest on rental in arrears and penalty interest	**1,956**	2,199
	22,380	25,015

(b) FINANCE COSTS

	2024	2023
	Rs'000	Rs'000
Interest on bank loans and other loans repayable by instalments	**333**	-
Interest on debentures	**6,952**	9,483
Interest on bonds	**393,264**	345,779
	400,549	355,262
NET FINANCE COSTS	**378,169**	330,247

Total interest income on financial assets that are measured at amortised cost for the year 2024 is Rs 20m (2023 : Rs 23m).

10. TAX CHARGE

Accounting Policy

The tax expense comprises current and deferred tax. Tax is recognised in profit or loss, except to the extent that it relates to items recognised in other comprehensive income or directly in equity.

Current tax

The current income tax charge is based on taxable income for the year calculated on the basis of tax laws enacted or substantively enacted by the end of the reporting year.

	2024	2023
(a)	**Rs'000**	Rs'000
Current tax on the adjusted profit for the year at 15% (2023: 15%)	**26,421**	22,842
Deferred tax (note 19 (b))	**91,330**	82,841
Corporate social responsibility tax	**3,522**	3,046
(Over)/under provision	**(1,621)**	15,095
	119,652	123,824

(b) The tax on the profit before tax differs from the theoretical amount that would arise using the basic tax rate as follows:

	2024	2023
	Rs'000	Rs'000
Profit before tax	**1,308,148**	1,185,191
Tax calculated at 15% (2023: 15%)	**196,222**	177,779
Expenses not deductible for tax purposes	**10,536**	11,863
Income not subject to tax	**(9,400)**	(20,585)
Corporate social responsibility tax (CSR)	**3,522**	3,046
Fair value movements on investment property not subject to tax	**(90,352)**	(73,119)
Deferred tax rate differential due to CSR	**10,745**	9,746
(Over)/under provision	**(1,621)**	15,094
Current tax charge	**119,652**	123,824

10. TAX CHARGE (CONT'D)

(c) Net tax assets

	2024	2023
	Rs'000	Rs'000
At 01 July,	**(80,972)**	(27,165)
Amalgamation adjustments (note 24)	**-**	(26,100)
Provision for the year	**26,421**	22,842
Tax refunded / (paid) during the year	**77,458**	(2,445)
Provision for CSR contribution	**3,522**	3,046
CSR paid during the year	**(1,401)**	(1,627)
Tax deducted at source	**(86,213)**	(64,380)
(Over) /under provision	**(1,621)**	14,857
At 30 June,	**(62,806)**	(80,972)
Current tax assets	**(89,727)**	(117,645)
Current tax liabilities	**26,921**	36,673
	(62,806)	(80,972)

The net tax asset relates to tax deducted at source by tenants and remitted to the revenue authority directly and is allowed to be offset against future tax liabilities.

11. EARNINGS PER SHARE

	2024	2023
	Rs'000	Rs'000
Profit attributable to equity holders of the parent	**1,188,496**	1,061,367
Number of ordinary shares in issue - Class A	**487,314,989**	487,314,989
Earnings per share		
Basic (Rs.) - Class A	**2.44**	2.18

12. INVESTMENT PROPERTY

(a) Accounting policy

Investment properties are those which are held to earn rentals and/or for capital appreciation are initially measured at cost, including transaction costs. Subsequent to initial recognition investment properties are carried at fair value at the end of each reporting period. Gains and losses arising from changes in the fair value are included in the profit or loss for the period in which they arise. Subsequent additions that will result in future economic benefits and the costs of which can be measured reliably are capitalised. Properties that are being constructed or developed for future use as investment properties are treated as investment property.

When the use of a property changes such that it is reclassified as property and equipment, its fair value at the date of reclassification becomes its cost for subsequent accounting.

Investment properties are derecognised when they are disposed of or when the investment properties are permanently withdrawn from use and no future economic benefit are expected. The difference between the net disposal proceeds and the carrying amount of the asset is recognised in the statement of profit or loss and other comprehensive income in the period of derecognition.

Letting commission relates to initial direct costs incurred by lessors in negotiating and arranging an operating lease. These are added to the carrying amount of the leased asset, and are amortised as an expense over the contractual lease term.

(b) Fair value model

	2024	2023
	Rs'000	Rs'000
Carrying amount		
Cost	**10,683,666**	10,239,093
Cumulative fair value adjustments	**6,571,567**	5,969,223
Straight line rental income accrual	**234,324**	198,503
Letting commission	**63,824**	61,277
	17,553,381	16,468,096

Notes To The Financial Statements (CONT'D)

FOR THE YEAR ENDED 30 JUNE 2024

12. INVESTMENT PROPERTY (CONT'D)

(b) Fair value model (cont'd)

	2024	2023
Movement for the year	**Rs'000**	Rs'000
At 1 July,	**16,468,096**	5,101,552
Amalgamation adjustments (note 24)	**-**	10,306,165
Capitalised expenditure (note 1)	**444,573**	523,615
Straight lining adjustment	**35,821**	42,123
Letting commission capitalised	**27,857**	30,614
Letting commission amortised	**(25,310)**	(23,433)
Change in fair value	**602,344**	487,460
At 30 June,	**17,553,381**	16,468,096

	2024	2023
	Rs'000	Rs'000
Class of assets:		
Retail Properties	**17,438,791**	16,353,506
Bare land	**114,590**	114,590
Total Level 3 hierarchy	**17,553,381**	16,468,096

Note 1: The main components of capital expenditure related to the improvement of building and infrastructures amounting to Rs Nil (2023: Rs 54.9m) and the cost of renovation completed during the year amounted to Rs 263.6m (2023: Rs 319.2m) and the remaining relates to recurring improvements to buildings and infrastructures.

The investment property comprise of retail properties and the valuations at 30 June 2024 were performed by Mills Fitchet, an accredited independent valuer with a recognised professional qualification (Royal Institution of Chartered Surveyors - RICS Registered) and relevant experience of the location and category of the investment properties being valued. The valuations were performed in accordance with the International Valuation Standards Committee requirements, and the valuation models are consistent with the principles in IFRS 13.

Land being non yielding assets were valued on an open market basis by CDDS Ltd, an independent professional qualified valuer. The valuations were performed in accordance with the International Valuation Standards Committee requirements, and the valuation models are consistent with the principles in IFRS 13.

The investment property have been registered as security for the secured interest bearing borrowings bonds and notes disclosed in Note 18 of the financial statements.

Refer to note 27 for capital commitments on investment property.

(c) Valuation process

The Company's valuation policies and procedures for the investment property valuations are determined by the asset management team. Each year, the asset management team recommends the appointment of an independent external valuer, subject to the approval of the Risk Management and Audit Committee ("RMAC"), who is responsible for the external valuations of the Company's investment properties for the annual financial statements. Selection criteria include market knowledge, reputation, independence, objectivity and whether professional standards are maintained.

As at each year end, all valuations of investment properties are performed by independent external valuers. At each reporting date, the asset management team analyses the movements in each property's value. For this analysis, the asset management team verifies the major inputs applied in the latest valuations. For each property, the latest valuation is also compared with the valuations of the preceding annual periods. If fair value changes (positive or negative) are more than a certain specified threshold, the changes are further considered by discussion with the external valuer.

The asset management team presents the Company's final valuation results to the RMAC and the Company's independent auditors. This includes a discussion of the major assumptions used in the valuations, with an emphasis on investment properties with fair value changes outside reasonably expected thresholds.

(d) Fair value measurement

Valuation technique

The fair value of investment properties is determined using a discounted cash-flow (DCF) method. The valuation model considers the present value of net cash flows to be generated from the property, taking into account the expected rental growth, void periods, occupancy rate, lease incentive costs such as rent-free periods and other costs not paid by tenants. The expected net cash flows are discounted using risk-adjusted discount rates. Among other factors, the discount rate estimation considers the quality of a building and its location (prime vs secondary), tenant credit quality and lease terms.

The DCF method is also the approach by which private, institutional, local and overseas investors analyse property for investment purposes to estimate the market value. This methodology also takes into account the time value of money between the valuation date and the date when the income stream theoretically reverts to market levels.

Land is valued through direct market comparison approach by the independent professional valuer and are based on recent transactions for similar properties in similar location. The valuation takes into account: the location of the property; the existing facilities and infrastructure and utilities.

The basis of valuation is 'market value' and this is defined by the Royal Institution of Chartered Surveyor, South African Institute of Valuers and International Valuation Standards Committee. For all investment properties that are measured at fair value, the current use of the properties is considered the highest and best use.

The fair value of the properties have been computed using the discounted cash-flow method ("DCF"). The expected future net income for 5 years has been discounted at a discount rate and added to the estimated reversionary value. The reversionary value has been computed by capitalising the net income prevailing at the end of the cash flow projections and discounted at an appropriate rate.

Fair value hierarchy

The investment properties are classified as Level 3 on the fair value hierarchy. There were no transfers between Level 1, 2 or 3 during the year.

12. INVESTMENT PROPERTY (CONT'D)

(d) Fair value measurement (cont'd)

Significant unobservable inputs

The unobservable inputs and their quantitative information used in the fair value measurements are as follows:

	2024	2023
Discount rate	**12.00% - 14.00%**	12.50% - 14.50%
Reversionary rate	**7.00% - 9.25%**	7.00% - 9.25%
Net property income	**Rs 21m - Rs600m**	Rs 19m - Rs586m
Gross lettable area	**140,258 m^2**	140,104 m^2
Market rental growth	**5.00%**	5.25%
Expense growth	**5.00%**	5.00%
Void periods	**1 - 3 months**	1 - 3 months
Vacancy rate	**1% - 2.50%**	1% - 2.50%
Price per Arpent	**Rs 25m - Rs37.5m**	Rs 25m - Rs37.5m

Other unobservable inputs include net property income, market rental growth, expense growth, void periods and vacancy rates.

Inter-relationships between unobservable inputs

Estimated fair value would increase/(decrease) if the following respective movement were to occur in isolation:

- Risk-adjusted discount rate were lower (higher)
- Reversionary rate were lower (higher)
- Net property income were higher (lower)
- Gross lettable area were higher (lower)
- Expected market rental growth were higher (lower)
- Expense growth were lower (higher)
- Void periods were shorter (longer)
- Vacancy rate were lower (higher)

However, inter-relationships exist between the unobservable inputs as they are driven by market conditions. For instance, generally a change in the input used for the net property income is accompanied by a directionally similar change in the input used for the expected market rental growth, discount rate and reversionary rate, and a directionally opposite change in the input used for expense growth, void periods and vacancy rate.

A quantitative sensitivity analysis is shown below for the discount rate, reversionary rate and price per Arpent which are the unobservable inputs that management consider to be most significant.

	2024	2023	2024	2023
	0.50% increase		**0.50% decrease**	
Discount rate	**Rs'000**	Rs'000	**Rs'000**	Rs'000
- Retail	**(326,034)**	(311,834)	**334,416**	319,858
	0.50% increase		**0.50% decrease**	
Reversionary rate	**Rs'000**	Rs'000	**Rs'000**	Rs'000
- Retail	**(785,440)**	(768,901)	**899,803**	881,059
	5% increase		**5% decrease**	
Price per Arpents	**Rs'000**	Rs'000	**Rs'000**	Rs'000
- Land	**5,730**	5,730	**(5,730)**	(5,730)

(e) The following amounts have been recognised in profit or loss:

	2024	2023
	Rs'000	Rs'000
Rental income and straight lining (note 5 (a))	**1,305,987**	1,214,984
Recoveries (note 5 (a))	**545,728**	481,621
Direct operating expenses arising from investment properties that generate rental income (note 6)	**(597,095)**	(520,724)

(f) Bank borrowings (Note 18(d)) are secured by floating charges on the assets of the Company, including investment properties.

12. INVESTMENT PROPERTY (CONT'D)

(g) Critical accounting estimates

Fair value of investment property

The Company carries its investment property at fair value, with changes in fair value being recognised in the statement of profit or loss and other comprehensive income. The Company engaged an independent valuer to determine the fair value of investment properties. Valuation was based on a discounted cash-flow model. The determined fair value of the investment property is sensitive to the risk-adjusted discount rate as well as the long term vacancy rate.

Deferred tax on investment property

For the purposes of measuring deferred tax liabilities or deferred tax assets arising from investment property, the Directors reviewed the Company's investment property portfolio and concluded that the Company's investment property is held under a business model whose objective is to consume substantially all of the economic benefits embodied in the investment properties over time, rather through sale.

Therefore, in determining the Company's deferred taxation on investment property, the Directors have determined that the presumption that the carrying amounts of investment property measured using the fair value model is recovered entirely through sale is not rebutted. As a result, the Company has not recognised any deferred tax on changes in fair value of investment property as the Company is not subject to any capital gain taxes on disposal of its investment property.

13. EQUIPMENT

Accounting Policy

The cost of equipment is recognised as an asset when it is probable that future economic benefits associated with the item will flow to the Company and the cost of the item can be measured reliably.

Subsequent costs and acquisitions are included in the assets' carrying amount or recognised as a separate asset, as appropriate, only when it is probable that future economic benefits associated with the item will flow to the Company and the cost of the item can be measured reliably.

Depreciation is calculated on the straight-line method to write off the cost of the assets to their residual values over their estimated useful lives as follows:

	Years
Machinery and equipment	5
Furniture and fittings	4-5
Website	5

Assets in progress relate to equipment under installation and not in use as at reporting date.

The assets' residual values and useful lives are reviewed and adjusted, if appropriate, at the end of each reporting period.

Where the carrying amount of an asset is greater than its estimated recoverable amount, it is written down immediately to its recoverable amount.

Gains and losses on disposals of equipment are determined by comparing proceeds with carrying amount and are included in profit or loss.

The Company derecognises an asset when the equipment is disposed, or when no future economic benefits are expected from use.

	Website	Assets in progress	Furniture and fittings	Machinery and equipment	Total
	Rs'000	Rs'000	Rs'000	Rs'000	Rs'000
COST					
At 1 July 2022	-	360	-	22,781	23,141
Amalgamation adjustments (note 24)	-	478	2,700	36,424	39,602
Additions	188	-	-	24,271	24,459
Transfer	838	(838)	-	-	-
At 30 June 2023	**1,026**	**-**	**2,700**	**83,476**	**87,202**
Additions	**1,075**	**9,562**	**2,391**	**11,764**	**24,792**
Transfer	**-**	**-**	**7,270**	**(7,270)**	**-**
At 30 June 2024	**2,101**	**9,562**	**12,361**	**87,970**	**111,994**
DEPRECIATION					
At 1 July 2022	-	-	-	12,888	12,888
Amalgamation adjustments (note 24)	-	-	2700	25,905	28,605
Charge for the year	186	-	-	7,280	7,466
At 30 June 2023	**186**	**-**	**2700**	**46,073**	**48,959**
Charge for the year	**205**	**-**	**1,223**	**9,726**	**11,154**
Transfer	**-**	**-**	**2,363**	**(2,363)**	**-**
At 30 June 2024	**391**	**-**	**6,286**	**53,436**	**60,113**
NET BOOK VALUE					
At 30 June 2024	**1,710**	**9,562**	**6,075**	**34,534**	**51,881**
At 30 June 2023	840	-	-	37,403	38,243

Depreciation of Rs 11.2m (2023: Rs 7.5m) has been charged to administrative expenses.

Borrowings are secured by floating charges on the assets of the Company, including equipment.

Notes To The Financial Statements (CONT'D)

FOR THE YEAR ENDED 30 JUNE 2024

14. TRADE RECEIVABLES

Accounting policy

Trade receivables arising from revenue from customers are held for collection of contractual cash flows where those cash flows represent solely payments of principal and interest. They are initially recognised at their original invoiced value except where the time value of money is material, in which case rent receivables are recognised at fair value and subsequently measured at amortised cost. A gain or loss on trade receivables is recognised in profit or loss when it is derecognised or impaired.

Impairment of trade receivables

Impairment provisions for trade receivables are recognised based on the simplified approach within IFRS 9 using the lifetime expected credit losses. In this process, the probability of the non-payment of the trade receivables is assessed. This probability is then multiplied by the amount of the expected loss arising from default to determine the lifetime expected credit loss for the trade receivables. The probability of default is determined based on characteristics of the debtors including number of months of rental in arrears and the ratio of turnover to rental expense. For trade receivables, which are reported net, such provisions are recorded in a separate provision account with the loss being recognised in the statement of profit or loss and other comprehensive income. On confirmation that the trade receivable will not be collectible, the gross carrying value of the asset is written off against the associated provision.

Write-off

The gross carrying amount of a financial asset is written off when the Company has no reasonable expectation of recovering a financial asset in its entirety or a portion thereof. Financial assets that are written off could still be subject to enforcement activities in order to comply with the Company's procedures for recovery of amounts due.

	2024	2023
	Rs'000	Rs'000
Trade receivables (note 14 (a))	97,799	107,143
Less: loss allowance (note 14 (b))	(62,722)	(66,018)
Trade receivables - net	35,077	41,125

The carrying amounts of trade and other receivables approximate their fair values.

	2024	2023
(a) Ageing of trade receivables	Rs'000	Rs'000
Less than 1 month	32,422	21,230
Loss allowance	(4,876)	(2,985)
	27,546	18,245
More than 1 month and less than 3 months	7,167	16,470
Loss allowance	(5,155)	(9,077)
	2,012	7,393
More than 3 months (credit-impaired)	58,210	69,443
Loss allowance	(52,691)	(53,956)
	5,519	15,487
	35,077	41,125

Expected credit losses on trade receivables

The Company applies the IFRS 9 simplified approach to measuring expected credit loss which uses a lifetime expected loss allowance for all trade receivables.

The expected loss rates are based on the default profiles of balances pertaining to different aged buckets. Management also applies specific provisions on balances where it is aware that the tenant is in financial difficulty. Management also considers macro-economic factors on the historical loss rates and believes that GDP is the variable that may have the most significant impact on expected credit losses. As at 30 June 2024, the outlook for GDP is positive. However, management is of the view that any adjustment to reflect changes in macro-economic variables would not be material given the short-term nature of the Company's trade receivables and the fact that many of the unimpaired balances are covered by security deposits.

On that basis, the loss allowance as at 30 June 2024 and 30 June 2023 was determined as follows:

2024	Less than 1 month	1 - 3 months	More than 3 months	Total
	Rs'000	Rs'000	Rs'000	Rs'000
Gross carrying amount				
- Trade receivables	32,422	7,167	58,210	97,799
Loss rate	15%	72%	91%	64%
Loss allowance	4,876	5,155	52,691	62,722

Notes To The Financial Statements (CONT'D)

FOR THE YEAR ENDED 30 JUNE 2024

14. TRADE RECEIVABLES (CONT'D)

(a) Ageing of trade receivables

Expected credit losses on trade receivables (cont'd)

2023	Less than 1 month	1 - 3 months	More than 3 months	Total
	Rs'000	Rs'000	Rs'000	Rs'000
Gross carrying amount				
- Trade receivables	21,230	16,470	69,443	107,143
Loss rate	14%	55%	78%	62%
Loss allowance	2,985	9,077	53,956	66,018

(b) Movements on loss allowance are as follows:

	2024	2023
	Rs'000	Rs'000
At 1 July,	**66,018**	32,622
Amalgamation adjustments	**-**	43,649
Charge for the year	**10,659**	9,090
Write-offs against COVID-19 provision	**-**	(454)
Other write-offs	**(13,955)**	(18,889)
At 30 June,	**62,722**	66,018

The above loss allowance is equal to the lifetime expected credit losses.

(c) Critical accounting estimates and assumptions

The loss allowances for financial assets are based on assumptions about risks of default and expected loss rates. The Company uses judgement in making these assumptions and selecting inputs to impairment calculation, based on the Company's past history, existing market conditions as well as forward looking estimates at the end of each reporting year.

15. FINANCIAL ASSETS AT AMORTISED COST

Accounting policy

Financial assets at amortised costs include those assets held with a view of collecting contractual cash flows which are solely payments of principal and interest. They are initially recognised at fair value plus transactions costs that are directly attributable to their acquisition or issue and are subsequently carried at amortised cost using the effective interest rate method less any provision from impairment.

Financial assets at amortised costs, including loans receivable, generally arise from transactions outside the usual operating activities of the Company and with related companies. Interest is charged at commercial rates agreed with the related companies and the repayment terms normally do not exceed 12 months. Collateral is not normally obtained. Financial assets at amortised costs are current and repayable within the next financial year.

In assessing whether the credit risk on financial assets at amortised cost has increased significantly since initial recognition, the Company compares the risk of default occurring on the financial instruments at the reporting date with the risk of default occurring on the financial instrument at the date of initial recognition. In making this assessment, the Company considers both quantitative and qualitative information that is reasonable and supportable, including historical experience and forward-looking information that is available without undue cost or effort.

The Company manages its financial assets at amortised cost by considering the purpose of their advances, the financial position and forecasted cash flows of the counterparties.

The Company recognises an allowance for expected credit losses ("ECLs") on receivables classified as financial assets at amortised cost under the general approach. ECLs are based on the difference between the contractual cash flows due in accordance with the contract and all the cash flows that the Company expects to receive, discounted at an approximation of the original effective interest rate. The expected cash flows will include cash received from the operations of the borrowers.

Loss allowances are measured using 12-month ECL. 12-month ECL are the portion of lifetime ECL that result from default events on a financial instrument that are possible within the 12 months after the reporting date. Financial instruments for which 12-month ECL are recognised are referred to as 'Stage 1 financial instruments'. Financial instruments allocated to Stage 1 have not undergone a significant increase in credit risk since initial recognition and are not credit-impaired.

A financial asset at amortised costs is written off when there is no reasonable expectation of recovering the contractual cash flows. Financial assets at amortised costs written off may still be subject to enforcement activities under the Company's recovery procedures. Any recoveries made are recognised in the Statements of Profit or Loss.

The Company has assessed the counterparties' ability to pay their debt as they become due in the normal course of business and/or in any adverse economic and business conditions. The probability of default in respect of these financial assets is negligible as are considered to have a low credit risk given that these are intercompany balances. Company has not accounted for any impairment loss as deemed immaterial.

	2024	2023
	Rs'000	Rs'000
Short-term deposit with intermediate holding company	**246,391**	357,575
Amount receivable from fellow subsidiary	**-**	70,288
	246,391	427,863

The short-term deposits with the intermediate holding company and fellow subsidiary are unsecured, interest-bearing and repayable at call. The interest rates varied between 4.5% - 5% (2023: 2.6% - 5%).

The short-term loans to subsidiary are unsecured, interest-bearing and repayable at call.

The carrying amount of financial assets at amortised cost approximate their fair values.

Notes To The Financial Statements (CONT'D)

FOR THE YEAR ENDED 30 JUNE 2024

16. OTHER ASSETS

	2024	2023
	Rs'000	Rs'000
Prepayments	6,375	3,848
Other receivables	115,946	110,547
	122,321	114,395

Other assets include principally advance deposits with authorities, small equipment and other sundry receivables.

17. STATED CAPITAL

Accounting policy

Ordinary shares are classified as equity.
Incremental costs directly attributable to the issue of new shares are shown in equity as a deduction, net of tax from proceeds.

	Authorised and Issued number of shares		Issued and fully paid	
	2024	2023	2024	2023
			Rs'000	Rs'000
At 30 June	487,314,989	487,314,989	4,460,068	4,460,068

Ordinary shares carry one vote per share, carry a right to dividends and have no par value.

18. BORROWINGS

Accounting policy

Financial liabilities are initially recognised at fair value minus transaction costs for financial liabilities not subsequently measured at fair value through profit or loss. Interest-bearing bank loans and overdrafts are subsequently measured at amortised cost and finance costs are calculated using the effective interest method.

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

	2024	2023
Non-Current	Rs'000	Rs'000
Bank loans (note (a))	124,112	-
Debentures (note (b))	-	63,204
Bonds (note (c))	1,481,260	1,478,581
Redeemable notes (note (d))	4,745,055	4,743,008
Total non-current	6,350,427	6,284,793

	2024	2023
Current		
Bank loans (note (a))	7,866	-
Debentures (note (b))	63,204	52,670
Total current	71,070	52,670
Total	6,421,497	6,337,463

(a) **Bank loans**
The bank loans are secured by floating charges over the assets of the Company. The rates of interest on these loans vary between 5.75% and 6.00% (2023: Nil)

(b) **Debentures**
In the financial year 2016, the Company issued 17,556,676 redeemable debentures at an issue price of Rs 12.00 each, totalling Rs 210,680,112.

Salient features of the debentures are as follows:

- A coupon rate of 6.0% per annum in respect of each financial year over 10 consecutive years, will be paid to debenture-holders out of the profits of the Company. This will be paid in priority to dividends payable to Class A ordinary shareholders and preference shareholders. Coupon payment shall be made in June of each financial year.
- Debenture-holders will not have the right to receive notice of, or attend, or vote on a poll at the shareholders' meetings of the Company.
- Debentures shall be redeemed automatically on the 30th June of every financial year over 5 consecutive years starting 30 June 2021, without paying any additional fee.

(c) **Bonds**
In financial year 2021, the Company has issued 1,500 bonds at a nominal issue price of Rs 1m per bond, amounting to Rs 1.5bn (2023: Rs 1.5bn) out of an approved bond programme of Rs 2.5bn.

Salient features of the bonds are as follows:

- The blended interest rate is 4.05% and interest is paid bi-annually.
- Bondholders will not have the right to receive notice of, or attend, or vote on a poll at the shareholders' meetings of the Company.
- The average tenor of the bonds in issue is 11.8 years and will be redeemed in bullet at maturity.

Notes To The Financial Statements (CONT'D)

FOR THE YEAR ENDED 30 JUNE 2024

18. BORROWINGS (CONT'D)

Accounting policy (cont'd)

(d) **Redeemable notes**

The Company has issued 4,760 notes, during financial year 2022, at a nominal issue price of Rs 1m per note and total amounting to Rs 4.76bn

Salient features of the notes are as follows:

- The blended interest rate is 3.82% and interest is paid bi-annually. The interest rate also varies according to the loan rating.
- Noteholders will not have the right to receive notice of, or attend, or vote on a poll at the shareholders' meetings of the Company.
- The notes can be redeemed by the issuer at anytime after the 5th anniversary.
- The average tenor of the notes in issue is 9.3 years and will be redeemed in bullet at maturity.

The maturity of non-current borrowings is as follows:

	2024	2023
	Rs'000	Rs'000
Between 1 and 2 years	**8,330**	63,204
Between 2 and 5 years	**2,038,389**	1,442,000
Greater than 5 years	**4,303,710**	4,779,589
	6,350,429	6,284,793

The carrying amounts of borrowings are not materially different from their fair values.

The Company's redeemable notes are subjected to covenant clauses. Whereby the Company is required to meet certain key financial ratios. As 30 June 2024 and 2023, the Company fully complied to these ratios.

19. DEFERRED TAX LIABILITIES

Accounting policy

The tax expense for the period comprises current and deferred tax. Tax is recognised in profit or loss, except to the extent that it relates to items recognised in other comprehensive income or directly in equity.

Current tax

The current income tax charge is based on taxable income for the year calculated on the basis of tax laws enacted or substantively enacted by the end of the reporting period.

Deferred tax is calculated on all temporary differences under the liability method at 17% (2023: 17%).

Deferred tax

Deferred tax is provided in full, using the liability method, for all temporary differences arising between the tax bases of assets and liabilities and their carrying amounts in the financial statements. However, if the deferred tax arises from initial recognition of an asset or liability in a transaction, other than a business combination, that at the time of the transaction affects neither accounting nor taxable profit or loss, it is not accounted for.

Deferred tax is determined using tax rates that have been enacted or substantively enacted by the end of the reporting period and are expected to apply in the period when the related deferred tax asset is realised or the deferred tax liability is settled.

Deferred tax assets are recognised to the extent that it is probable that future taxable profits will be available against which deductible temporary differences and tax losses can be utilised. Deferred tax assets are reviewed at each reporting date and are reduced to the extent that it is no longer probable that the related tax benefit will be realised.

Corporate Social Responsibility (CSR)

Every Mauritian company is required to set up a CSR fund equivalent to 2% of its chargeable income from the preceding year and the Company should remit 75% of the fund respectively to the Mauritian Tax Authorities. This practice is being interpreted and CSR is classified as taxation.

(a) There is a legally enforceable right to offset current tax assets against current tax liabilities and deferred tax assets and liabilities when the deferred taxes relate to the same fiscal authority on the same entity. The following amounts are shown in the statements of financial position.

	2024	2023
	Rs'000	Rs'000
Deferred tax liabilities	**729,003**	638,408
Deferred tax assets	**(12,733)**	(13,468)
	716,270	624,940

At the end of the reporting period, the Company had no unused tax losses (2023: Rs nil), available for offset against future profits of that subsidiary. A deferred tax asset has been recognised in respect of Rs nil (2023: Rs nil) for such losses. The tax losses expire on a rolling basis over 5 years.

(b) The movement on the deferred tax liabilities is as follows:

	2024	2023
	Rs'000	Rs'000
At 1 July	**624,940**	215,569
Amalgamation adjustments (note 24)	**-**	326,529
Charged to profit or loss (note 10(a))	**91,330**	82,842
At 30 June	**716,270**	624,940

19. DEFERRED TAX LIABILITIES (CONT'D)

Accounting policy (cont'd)

Corporate Social Responsibility (CSR) (cont'd)

(c) The movement in deferred tax assets and liabilities during the year without taking into consideration the offsetting of balances within the same fiscal authority on the same entity is as follows:

(i) Deferred tax liabilities	Accelerated tax depreciation	Total
	Rs'000	Rs'000
At 1 July 2022	222,283	222,283
Amalgamation adjustments (note 24)	338,690	338,690
Charged to profit or loss (note 10)	77,435	77,435
At 30 June 2023	638,408	638,408
Charged to profit or loss (note 10)	**90,595**	**90,595**
At 30 June 2024	**729,003**	**729,003**

(ii) Deferred tax assets	Provisions	Total
	Rs'000	Rs'000
At 1 July 2022	(6,714)	(6,714)
Amalgamation adjustments (note 24)	(8,421)	(8,421)
Charged to profit or loss (note 10)	1,667	1,667
At 30 June 2023	(13,468)	(13,468)
Charged to profit or loss (note 10)	**735**	**735**
At 30 June 2024	**(12,733)**	**(12,733)**

20. TRADE AND OTHER PAYABLES

Accounting policy

Trade and other payables are initially recognised at fair value less transaction costs and are subsequently measured at amortised cost using the effective interest method.

Deposits are initially measured at fair value equal to principal amount and subsequently carried at nominal value. Deposits are taken as security on leases and held throughout the term of the lease with no interest. The deposits are refunded only if the lessee has fully performed and observed all conditions set out in their lease agreement. Should conditions not be complied with, the Company can prevail the deposits to its benefit.

The below listed items are all included as part of financial liabilities.

	2024	2023
	Rs'000	Rs'000
Current		
Trade payables	**36,893**	24,271
Accrued expenses	**54,233**	55,944
Project costs payable	**140,571**	96,346
Deposits	**206,562**	192,102
Other payables	**21,583**	11,717
	459,842	380,380

Project costs relate to amounts payable on construction projects and maintenance of malls. Other payables include principally VAT and tax deducted at source payable.

The carrying amounts of trade and other payables approximate their fair values.

21. AMOUNT PAYABLE TO RELATED COMPANIES

	2024	2023
	Rs'000	Rs'000
Amount payable to intermediate holding company	**776**	236
Amount payable to fellow subsidiary companies	**19**	-
	795	236

Please refer to Note 25 of financial statements.
The carrying amounts of payables to related companies approximate their fair values.
The amount payable to related companies is unsecured, interest-free and is repayable within one year.

Notes To The Financial Statements (CONT'D)

FOR THE YEAR ENDED 30 JUNE 2024

22. DIVIDEND

Accounting policy

Dividend distribution to the Company's shareholders is recognised as a liability in the Company's financial statements in the period in which the dividends are declared.

	2024	2023
	Rs'000	Rs'000
Amounts recognised as distributions to equity holders:		
Declared and paid interim dividend of Rs 0.42 per share (2023: Rs 0.40 per share)	204,672	194,926
Declared and paid final dividend of Rs 0.61 per share (2023: Rs 0.55 per share)	297,262	268,023
Total dividends declared and paid	501,934	462,949

Dividend paid for the financial year ended 30 June 2024 amounted to Rs 501.9m (2023: Rs 721.2m).

23. CASH AND CASH EQUIVALENTS

Accounting policy

Cash and cash equivalents include cash in hand and at bank, and deposits with original maturities of three months or less.

Bank overdrafts are shown within borrowings in current liabilities in the statements of financial position.

(a) Cash and cash equivalents include the following:

	2024	2023
	Rs'000	Rs'000
Cash and bank balances	125,295	84,511
	125,295	84,511

The cash and cash equivalents are held with banks and financial institution counterparties, which are rated Baa3 to Ba1, based on Moody's ratings. The Company considers that its cash at bank have negligible credit risk based on the external credit ratings of the counterparties. The resulting expected credit loss is considered as immaterial.

The carrying amount of cash and cash equivalents approximate their fair value.

(b) The principal non-cash transactions are as follows:

	2024	2023
	Rs'000	Rs'000
Accruals for construction costs	44,225	40,852

(c) Reconciliation of liabilities arising from financing activities:

2024		Proceeds received	Payments	Other	
	Rs'000	Rs'000	Rs'000	Rs'000	Rs'000
Bank loans	-	131,978	(333)	333	131,978
Redeemable notes	4,743,007	-	(297,472)	299,520	4,745,055
Debentures	115,874	-	(59,622)	6,952	63,204
Bonds	1,478,581	-	(91,349)	94,028	1,481,260
Dividends	-	-	(501,934)	501,934	-
	6,337,462	131,978	(950,710)	902,767	6,421,497

2023		Proceeds received	Payments	Other	
	Rs'000	Rs'000	Rs'000	Rs'000	Rs'000
Redeemable notes	4,740,960	-	(259,484)	261,531	4,743,007
Debentures	158,010	-	(51,619)	9,483	115,874
Bonds	1,475,930	-	(81,597)	84,248	1,478,581
Dividends	258,277	-	(721,226)	462,949	-
	6,633,177	-	(1,113,926)	818,211	6,337,462

Others included the effect of effective interests from capitalisation of fund raising costs on redeemable notes and bonds. Also includes, interest accrued on redeemable notes, debentures and bonds during the year.

Notes To The Financial Statements (CONT'D)

FOR THE YEAR ENDED 30 JUNE 2024

24. AMALGAMATION

On 1 July 2022, the Company has amalgamated with its fully owned subsidiary companies, namely Bagaprop Ltd, Floreal Commercial Centre Limited and The Beau Vallon Shopping Mall Ltd with the surviving company being Ascencia Limited.

Details of the assets and liabilities of subsidiaries amalgamated at 1 July 2022 are as follows:

	Bagaprop Ltd	Floreal Commercial Centre Limited	The Beau Vallon Shopping Mall Ltd	TOTAL
	Rs'000	Rs'000	Rs'000	Rs'000
Non-current assets				
Investment property (note 12)	8,807,833	623,174	875,158	10,306,166
Equipment (note 13)	7,503	2,294	1,200	10,997
	8,815,336	625,468	876,358	10,317,163
Current assets				
Trade receivables	9,753	4,795	2,952	17,500
Other assets	24,549	2,852	24,256	51,657
Net tax asset (note 10)	17,548	2,305	6,247	26,100
Cash and cash equivalents	137,193	41,861	11,760	190,814
	189,043	51,813	45,215	286,071
Total assets	9,004,379	677,281	921,573	10,603,234
Non-current liabilities	296,180	14,140	16,209	326,529
Deferred tax liabilities	296,180	14,140	16,209	326,529
Current liabilities				
Trade and other payables	214,634	10,064	42,150	266,848
	214,634	10,064	42,150	266,848
Total equity and liabilities	510,814	24,204	58,359	593,377
Net cash flow				
Consideration paid in cash	-	-	-	-
Less cash and cash equivalents received on amalgamation	137,193	41,861	11,760	190,814
Net cash inflow on amalgamation	1 37,193	41,861	11,760	190,814

Impact of the amalgamation on the Company's financial statements:

As a result of the amalgamation, the acquired assets and assumed liabilities have been recognised at their carrying amounts in the financial statements as at 01 July 2022. An amount of Rs 3,715.9m, representing the difference between the amounts assigned to the assets and liabilities in Asencia's separate financial statements after the amalgamation and the carrying amount of the investment in the merged subsidiaries before the amalgamation have been recognised directly in equity.

25. RELATED PARTY TRANSACTIONS AND BALANCES

Accounting policy

Parties are considered to be related to the Company if they have the ability to, directly and indirectly, control the Company or exercise significant influence over the Company's financial and operating decisions, or vice versa, or if they and the Company are subject to common control. Goods and services are sold at market related prices in force and terms that would be available to third parties.

Note 1, Note 15 and Note 21 provide details of the Company's holding company, ultimate holding company, subsidiaries and joint venture.

During the year, the Company transacted with related parties. Transactions which are not dealt with elsewhere in the financial statements are as follows:

		2024	2023
Transactions	**Relationship**	**Rs'000**	Rs'000
Management and Secretarial Fees			
- Rogers and Company Limited	Intermediate holding company	**(24,143)**	(32,453)
- EnAtt Ltd	Fellow subsidiary	**(172,060)**	(159,088)
- ENL Corporate Services Ltd	Fellow subsidiary	**(1,200)**	(1,200)
Directors fees			
- Key management personnel	Directors	**(2,935)**	(2,191)
Interest Income			
- Rogers and Company Limited	Intermediate holding company	**18,779**	18,254
Rental Income			
- Rogers and Company Limited	Intermediate holding company	**17**	134
- EnAtt Ltd	Fellow subsidiary	**2,113**	1,862
Other expenses			
- EnAtt Ltd	Fellow subsidiary	**(25,694)**	(30,614)

Notes To The Financial Statements (CONT'D)

FOR THE YEAR ENDED 30 JUNE 2024

25. RELATED PARTY TRANSACTIONS AND BALANCES (CONT'D)

Balances	Relationship	2024 Rs'000	2023 Rs'000
Amount payable to			
- Rogers and Company Limited	Intermediate holding company	**776**	236
- EnAtt Ltd	Fellow subsidiary	**19**	-
Short-term deposit			
- Rogers and Company Limited	Intermediate holding company	**246,391**	357,575
- Rogers Capital Limited	Fellow subsidiary	**-**	70,288

All other transactions have been made on commercial terms and in the normal course of business.

There has been no guarantee provided or received for any related party receivables or payables. For the year ended 30 June 2024, the Company has not recorded any impairment of amounts receivable relating to amounts owed by related parties (2023: Nil).

Outstanding balances at year end are unsecured and settlement occurs in cash. The Company has performed an impairment assessment by considering historical repayment patterns and the future cash flow forecasts covering the contractual period of amounts receivable from related parties. The Company does not expect any default from them and is certain of their ability to pay their debts as they become due in the normal course of business and/or in any adverse economic and business conditions. Consequently, the probability of default is considered negligible and the Company has not accounted for any impairment loss.

26. CONTINGENT LIABILITIES

Bank guarantees

At 30 June 2024, the Company has not provided any bank guarantee in favour of a third party with regards to a development under progress. The Company had no contingent liabilities in respect of bank guarantees arising in the ordinary course of business from which it is anticipated that a material liability would arise. The Company has not given guarantees to third parties in the ordinary course of business (2023: Nil).

Legal claims

The Company is not and has not been involved in any legal or arbitration proceedings (including any such proceedings which are pending or threatened of which the Company is aware) in the past 12 months which may have or have had a significant effect on the financial position of the Company.

27. CAPITAL COMMITMENTS

The Company has not entered into any contractual commitments as at 30 June 2024 (2023: Rs 277m) for the development and extension of investment properties.

28. EVENTS AFTER THE REPORTING DATE

Following issue of the Finance Bill 2024 on 12 July 2024, the Government introduced a Climate Change Responsibility levy of 2% on the chargeable income for companies with annual turnover exceeding Rs 50m.

In his National Budget on 7 June 2024, the Mauritian Finance Minister announced the introduction of a Corporate Climate Responsibility Levy (“CCRL”), equivalent to 2% of the Company’s profits, for companies with a yearly turnover of more than MUR 50m.

Section 41(iii) of the Financial (Miscellaneous Provisions) Act 2024 (“FMPA 2024”) gave effect to the CCRL and its effective date is the year of assessment 2024/2025 so that it applies to any company with a financial year that terminated on any date during the period from 1 January 2024 to 30 June 2024. The CCRL also applies to any Mauritian tax resident partnership. The CCRL is computed on the taxable profit of the Company and is specifically considered to be an income tax under section 41(a)(i)(A) of the FMPA 2024.

According to IAS 12, changes in tax rates and laws should be recognized in financial statements when the legislation is substantively enacted, which is when it can no longer be amended. The 2% CCRL had not reached the point of substantive enactment by the end of the reporting period as the possibility of further amendments to the legislation still existed.

In accordance with IAS 10, "Events After the Reporting Period," the introduction of the CCRL is considered a non-adjusting event. Therefore, no adjustment has been made to the current income tax and deferred tax balances in the financial statements as of 30 June 2024, even if it had a retrospective effect.
The Company has quantified the impact of this non-adjusting event as follows:

	Year of assessment 2024/2025	
	Statements of profit or loss and other comprehensive income	**Statements of financial position**
	Rs'000	**Rs'000**
Impact of 2% CCRL		
Deferred tax liability		**84,267**
Income tax liability		**3,523**
Income tax expenses	**87,790**	

29. SEGMENTAL REPORTING

The Company has no significant reporting segment separate from income from rental of investment properties. All operations are based in Mauritius and the Company's customer base is diversified with no individually significant customer.

Rogers
Malls

Ascencia
Shaping singular places

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