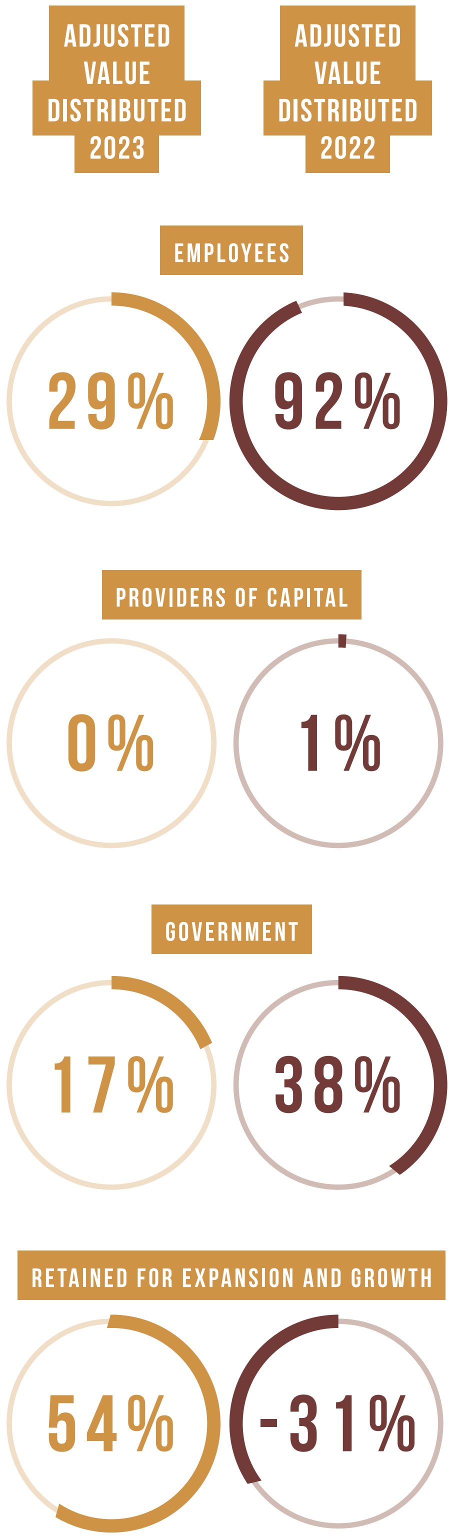
CHOBE HOLDINGS LIMITED

CHOBE HOLDINGS LIMITED

INTEGRATED REPORT 2023

VALUE DISTRIBUTION STATEMENT

	2023 P'000's	2022 P'000's
VALUE ADDED		
Revenue	410,917	118,336
Other income	17,070	7,134
Finance income	923	130
Share of associate loss	(935)	(969)
Other expenditure	(133,756)	(67,912)
Value created	**294,219**	**56,719**
VALUE DISTRIBUTED		
To employees		
Net salaries, wages and other benefits	84,479	52,368
To providers of capital		
Finance cost	1,041	416
	1,041	416
To government		
Taxation	11,711	765
PAYE	11,137	6,823
Resource royalties, lease rentals, licenses & other fees	28,421	13,953
	51,269	21,541
Retained for expansion and growth		
Depreciation and amortisation	33,510	34,988
Deferred tax	19,334	(10,145)
Retained profit for the year	104,586	(42,449)
	157,430	(17,606)
Value distributed	**294,219**	**56,719**
Summary		
Employees	29%	92%
Providers of capital	0%	1%
Government	17%	38%
Retained for expansion and growth	54%	-31%
	100%	100%



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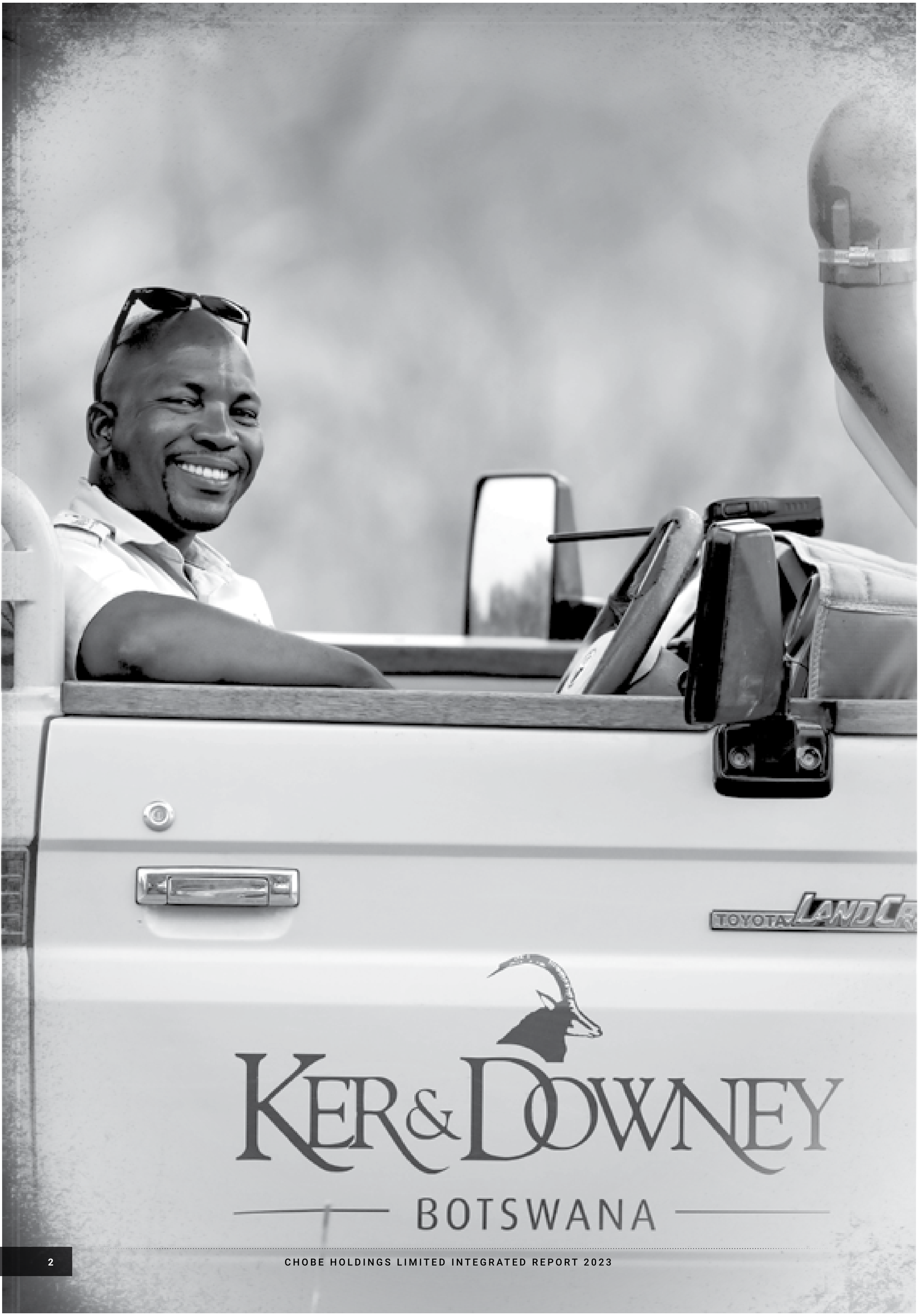

TOYOTA LAND CR
KER&DOWNEY
BOTSWANA

CORPORATE INFORMATION

NATURE OF BUSINESS

Chobe Holdings Limited ("Chobe") owns and operates, through its wholly owned subsidiaries, fourteen eco-tourism lodges and camps on leased land in Northern Botswana and the Caprivi Strip in Namibia with a combined capacity of 333 beds under the brands of Desert & Delta Safaris, Chobe Game Lodge and Ker & Downey Botswana. Sedia Hotel, a 39-room hotel owned by the group operates in close proximity to central Maun. Safari Air, a wholly owned air charter operator provides air transport services mainly to the group's camps and lodges. North West Air Proprietary Limited, a wholly owned air maintenance operation provides maintenance services to the group's aircrafts as well as third parties. Desert & Delta Safaris (SA) (Proprietary) Limited, another wholly owned subsidiary operating in South Africa, provides reservation services to the group.

INCORPORATED AND DOMICILED IN BOTSWANA:

Company number: BW00001487283
Date of incorporation: 31 May 1983

COMPANY SECRETARY:

Itumeleng Dipholo
Unit 4, Lot 11471, Wenela Ward
Maun

TRANSFER SECRETARIES:

DPS Consulting Services Proprietary Limited
Plot 28892, Twin Towers, West Wing,
First Floor, Fairgrounds
Gaborone

REGISTERED OFFICE:

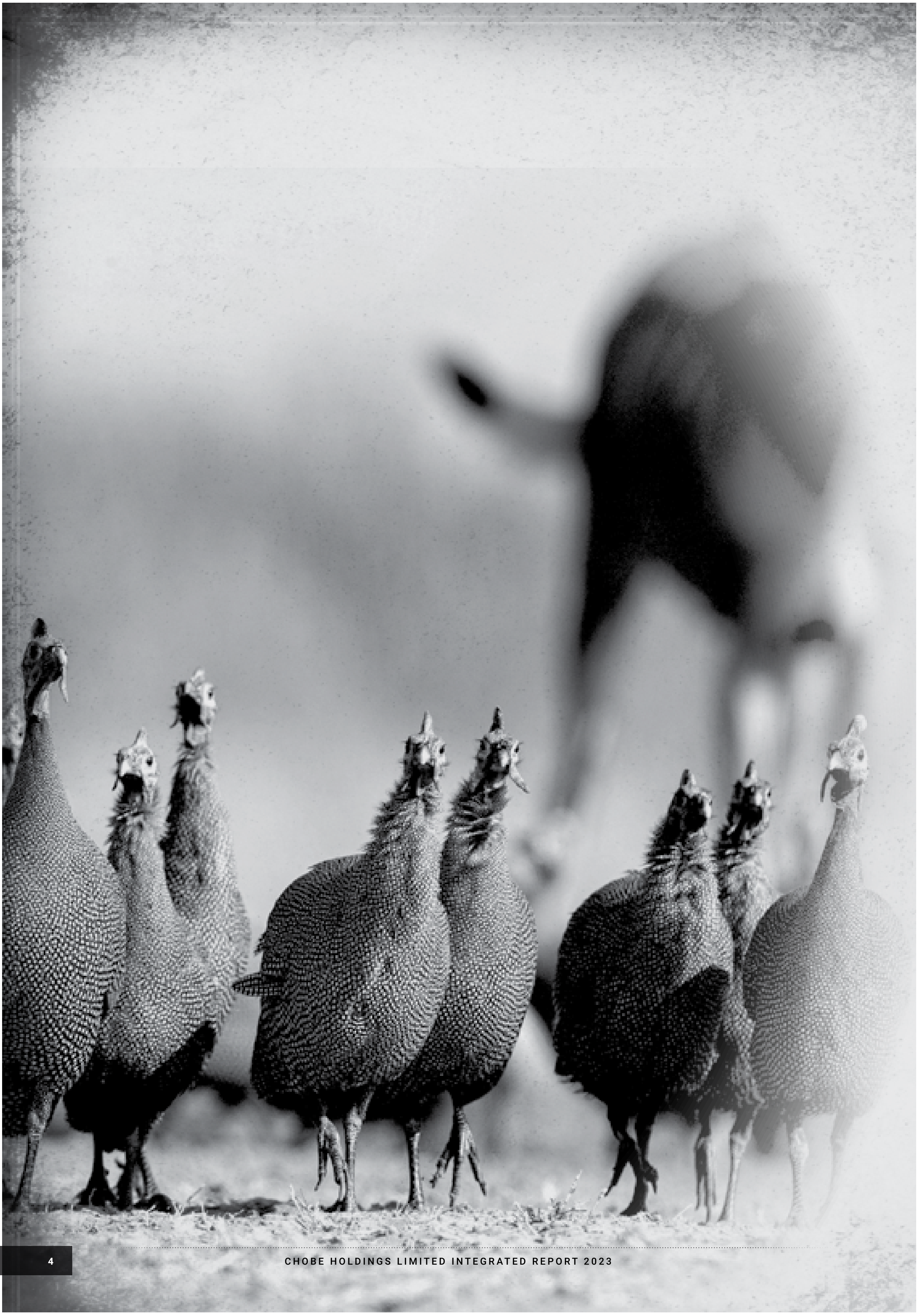
Plot 28892, Twin Towers, West Wing,
First Floor, Fairgrounds
Gaborone

INDEPENDENT AUDITORS:

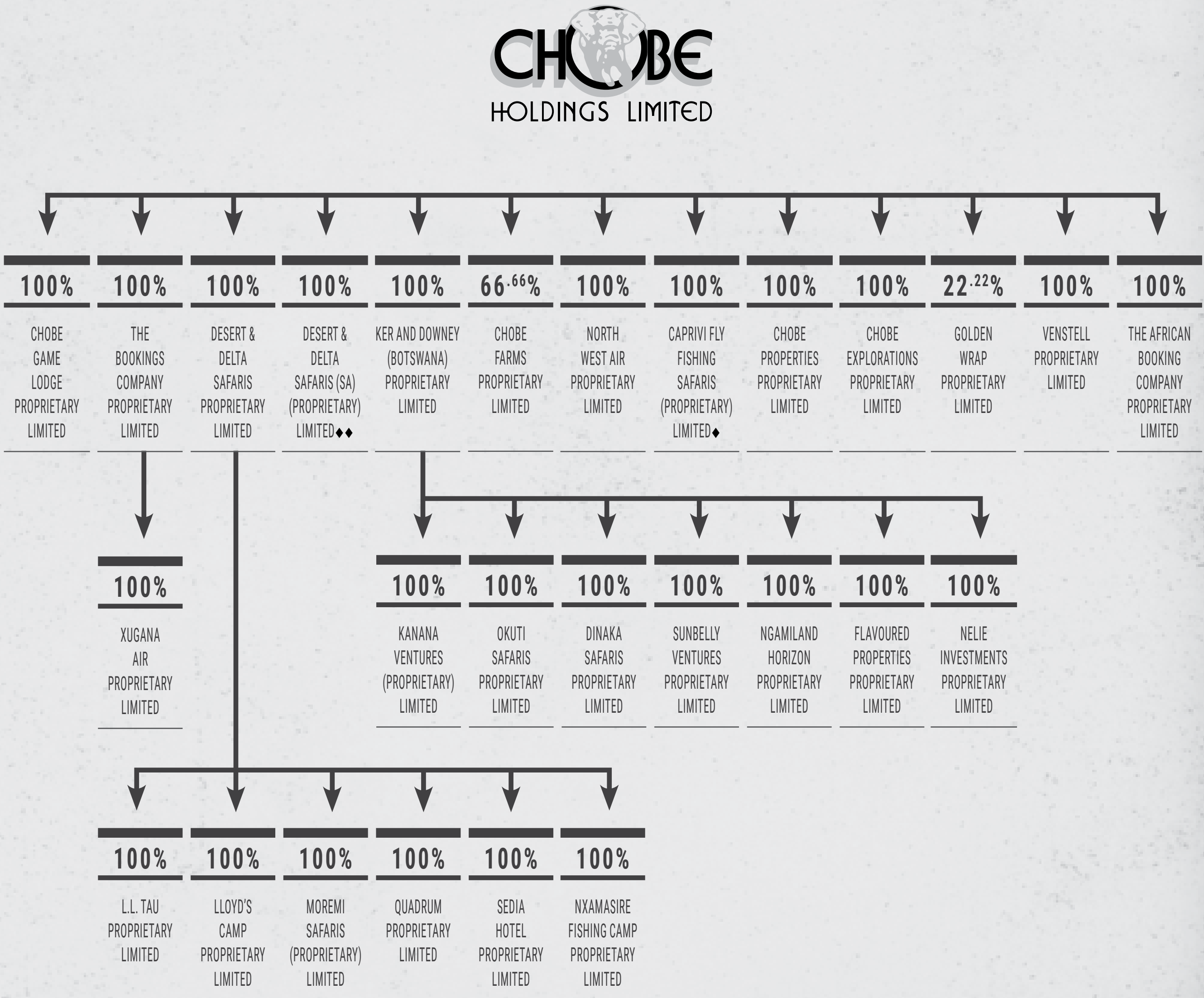
PricewaterhouseCoopers
Gaborone

BANKERS:

Bank Gaborone Limited
First National Bank of Botswana Limited
First National Bank of Namibia Limited
First Rand Bank Limited – South Africa



GROUP STRUCTURE



♦ Incorporated in Namibia
♦♦ Incorporated in South Africa
All other companies incorporated in Botswana

Dormant subsidiaries

- Xugana Air Proprietary Limited – 100% held by The Bookings Company Proprietary Limited
- Moremi Safaris (Proprietary) Limited – 100% held by Desert & Delta Safaris Proprietary Limited
- Kanana Ventures (Proprietary) Limited – 100% held by Ker And Downey (Botswana) Proprietary Limited

VISION & MISSION

OUR VISION

CHOBE'S LONG-TERM OBJECTIVE TO BE ACHIEVED OVER FIVE TO TEN YEARS.

To be Botswana's most admired tourism company.

OUR MISSION

CHOBE'S ROADMAP TO ACHIEVE OUR VISION:

Chobe will provide outstanding wildlife and hospitality experiences, by investing in people, wildlife and Botswana.

STRATEGY

STRATEGIC INTENT

To deliver long-term returns in line with our shareholders' investment horizons. We will do this through returning consistent dividend growth to shareholders through sustainably investing in the short-, medium- and long-term value creation process.

DIVIDEND POLICY

The dividend policy as a guide will be to pay a dividend that is at least twice covered by attributable fully taxed earnings subject to the prudent ongoing requirements of the Group. Advanced Travel Receipts should be segmented and not paid as dividends.

MAPPING THE VALUE CHAIN

SUPPLIERS - INDIRECT ECONOMIC IMPACTS

- GOODS AND SERVICES RELATING TO PROMOTION OF DESTINATION
- PROMOTIONAL ACTIVITIES, ICT, BANKING AND INSURANCE
- COMMUNICATIONS AND PR, PRESS AND MEDIA

SUPPORTING INSTITUTIONS: E.G. MINISTRIES OF TOURISM, TRADE, COMMERCE, INFRASTRUCTURE, ENVIRONMENT, CLIMATE CHANGE, CULTURE, ETC.

TRADE PROMOTION ORGANIZATIONS: E.G. CHAMBERS OF COMMERCE, BANKS, INVESTMENT AGENCIES, LICENSING AND STANDARDS BODIES

ENERGY	WATER	NATURAL ENVIRONMENT

INFRASTRUCTURE SUPPORT FOR THE TOURISM SECTOR

CUSTOMS OFFICE	CONSTRUCTION AND REAL ESTATE	
PORT AUTHORITY	GOODS & SERVICES SUPPLIERS: FURNITURE, ICT, FOOD, TEXTILES, FURNITURE, ETC.	
MINISTRY OF TRANSPORT	CONSUMABLES	FOOD & DRINK PRODUCTION
IMMIGRATION DEPT	MAINTENANCE	STORAGE & DISTRIBUTION
CARS, BIKES, BUSES, BOATS	BACK-OFFICE ICT	FOOD & DRINK SUPPLIERS

DIRECT ECONOMIC IMPACTS

TRAVEL ORGANISATION AND BOOKING

IN ORIGIN AND IN TRANSIT TO AND FROM THE FINAL DESTINATION(S)

INTERNET	TRAVEL AGENTS
CALL CENTRES	AIRLINES

TOUR OPERATORS & WHOLESALERS

TRANSPORTATION	ACCOMMODATION	FOOD & BEVERAGE
CAR, BIKE, BOAT RENTAL COMPANIES	HOTELS	BARS & RESTAURANTS
BUS, TRAIN & TRAM COMPANIES	APARTMENTS	NIGHT CLUBS
TAXI COMPANIES	GUEST HOUSES	FAST/STREET FOOD
FERRY COMPANIES	YOUTH HOSTELS	ARTISAN FOODS
INFORMAL TRANSPORTATION	FAMILY STAYS	FOOD KIOSKS & CAFES
HORSE-RIDING		FOOD SOUVENIRS

FROM COUNTRY OF ORIGIN TO DESTINATION

KEY:
- SUPPORTING INSTITUTIONS & TOURISM ASSETS
- TOURISM INDUSTRY
- TOURISM VALUE CHAIN BUSINESSES
- ENVIRONMENTAL IMPACTS

SUPPORTING INSTITUTIONS: E.G. MINISTRIES OF TOURISM, TRADE, COMMERCE, INFRASTRUCTURE, ENVIRONMENT, CLIMATE CHANGE, CULTURE, ETC.

TRADE PROMOTION ORGANIZATIONS: E.G. CHAMBERS OF COMMERCE, BANKS, INVESTMENT AGENCIES, LICENSING AND STANDARDS BODIES

FOOD & BEVERAGES

OTHER MATERIALS

CULTURAL ASSETS

INFRASTRUCTURE SUPPORT FOR THE TOURISM SECTOR

CONSTRUCTION AND REAL ESTATE

TRADE COMPANIES

SITE SIGNAGE

WELLNESS EQUIPMENT

WHOLESALERS

MANUFACTURERS & COTTAGE INDUSTRIES

SITE RESTORATION

WELLNESS SERVICES

TECHNOLOGY SHOPS & IMPORTS

STORAGE & DISTRIBUTION

SITE MANAGEMENT

GOODS & SERVICES FOR GUIDES

MANUFACTURERS

HANDICRAFTS, ARTS, ETC. SUPPLIERS

SITE MAINTENANCE

BROCHURE PRODUCTION

FUEL/ENERGY SUPPLIERS

CREATIVE INDUSTRIES

- HANDICRAFT & ART SHOPS
- MUSIC & DANCE
- THEATRE, ARTISTS, PERFORMERS, ETC.
- ARTISAN FOODS
- PHOTOGRAPHY & VIDEO STUDIOS

TOURISM ASSETS

- CULTURAL ASSETS: ARCHAEOLOGY, MUSIC, MUSEUMS, FESTIVALS, ETC.
- NATURAL ASSETS: LAKES, RIVERS, REEFS, MOUNTAINS, PLANTS, WILDLIFE, ETC.
- BUILT ASSETS: ARCHITECTURE, INFRASTRUCTURE, UTILITIES, ETC.

LEISURE, TOURS & EXCURSIONS

- SHOWS & EVENTS
- TOURISM PACKAGES
- GUIDED TOURS
- VISITOR ATTRACTIONS
- DAY TRIPS & SHORT STAYS
- WELLNESS & SPAS

SUPPORT SERVICES

- INFORMATION CENTRES
- GROCERY SHOPS & RETAIL OUTLETS
- LAUNDRY & CLEANING SERVICES
- SECURITY & BANKING SERVICES
- INTERNET CAFES
- MAINTENANCE SERVICES

DIRECT EMISSIONS / OUTPUTS

- GHG EMISSIONS (TCO^2E)
- AIR POLLUTION (SOX/NOX)
- WASTE WATER (LITRES/M^3)
- FOOD WASTE (TONNES)
- PACKAGING WASTE (T)
- OTHER SOLID WASTE (T)
- CHEMICAL WASTES (T/L)
- LAND USE (HECTARES)
- BIODIVERSITY LOSS
- NOISE & ODOUR NUISANCE

ENVIRONMENTAL IMPACTS

VALUE CREATION MODEL

TOURISM DEFINITIONS

Tourism

Tourism is a social, cultural and economic phenomenon which entails the movement of people to countries or places outside their usual environment for personal or business/professional purposes. These people are called visitors (which may be either tourists or excursionists; residents or non-residents) and tourism has to do with their activities, some of which involve tourism expenditure.[1]

Ecotourism

Ecotourism is a type of nature-based tourism activity in which the visitor's essential motivation is to observe, learn, discover, experience and appreciate biological and cultural diversity with a responsible attitude to protect the integrity of the ecosystem and enhance the well-being of the local community.

Ecotourism increases awareness towards the conservation of biodiversity, natural environment and cultural assets both among locals and the visitors and requires special management processes to minimize the negative impact on the ecosystem.

Tourism Value Chain

The tourism value chain is the sequence of primary and support activities which are strategically fundamental for the performance of the tourism sector. Linked processes such as policy making and integrated planning, product development and packaging, promotion and marketing, distribution and sales and destination operations and services are the key primary activities of the tourism value chain.[1]

Support activities involve transport and infrastructure, human resource development, technology and systems development and other complementary goods and services which may not be related to core tourism businesses but have a high impact on the value of tourism.

Tourist (or overnight visitor)

A visitor (domestic, inbound or outbound) is classified as a tourist (or overnight visitor), if his/her trip includes an overnight stay, or as a same-day visitor (or excursionist) otherwise.[1]

Travel Agent

A person or company that arranges tickets, hotel rooms, etc. for people going on holiday or making a journey.[2]

Tour Operator

A company that makes arrangements for travel and places to stay, often selling these together as package holidays.[2]

1 United Nations World Tourism Organization. (2023). *Glossary of Tourism Terms*. Webpage https://www.unwto.org/glossary-tourism-terms

2 Cambridge University Press & Assessment. (2023). Cambridge English Dictionary. Webpage https://dictionary.cambridge.org/dictionary/english/

CHOBE

Chobe's primarily business is providing Ecotourism services through its safari brands Desert & Delta Safaris and Ker & Downey Botswana. In addition to these Chobe is operates throughout the Tourism Value Chain with Safari Air providing air transportation services, North West Air aircraft maintenance services, Sedia Hotel accommodation services, and Think Africa Travel a Maun based Tour Operator.

The Group is active throughout the Tourism Value Chain providing, transportation, accommodation, food and beverage, leisure, tours and excursions and support services.

Desert & Delta Safaris –

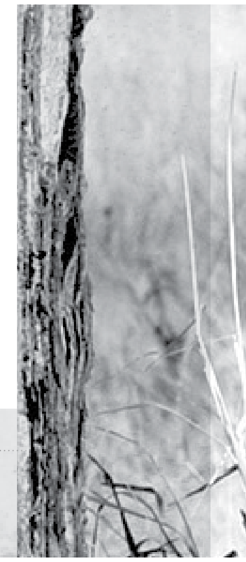
Ecotourism Accommodation Services, Reservation Services, Tour Operating Services, Guided Tours

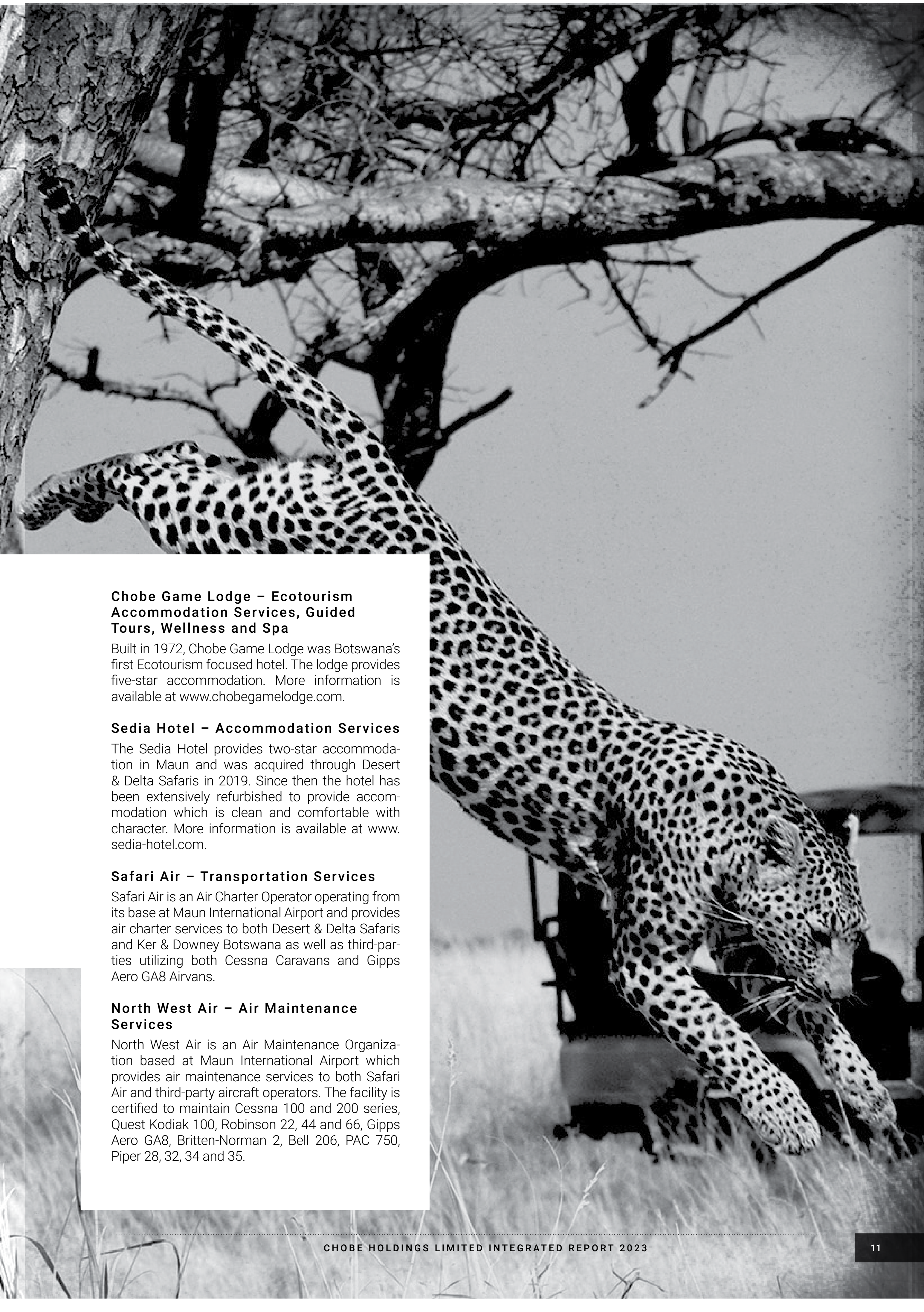
Established in 1982, Desert & Delta Safaris operates a circuit of seven four-star safari properties within northern Botswana and one in the Zambezi Region of Namibia. In addition, the company provides marketing and reservation services to Chobe Game Lodge. More information is available at www.desertdelta.com.

Ker & Downey Botswana –

Ecotourism Accommodation Services, Reservation Services, Tour Operating Services, Guided Tours

With a lineage stretching back to one of Africa's original safari outfitters, Ker & Downey Botswana owns and operates five five-star safari properties in northern Botswana. More information is available at www.kerdowneybotswana.com.





Chobe Game Lodge – Ecotourism Accommodation Services, Guided Tours, Wellness and Spa

Built in 1972, Chobe Game Lodge was Botswana's first Ecotourism focused hotel. The lodge provides five-star accommodation. More information is available at www.chobegamelodge.com.

Sedia Hotel – Accommodation Services

The Sedia Hotel provides two-star accommodation in Maun and was acquired through Desert & Delta Safaris in 2019. Since then the hotel has been extensively refurbished to provide accommodation which is clean and comfortable with character. More information is available at www.sedia-hotel.com.

Safari Air – Transportation Services

Safari Air is an Air Charter Operator operating from its base at Maun International Airport and provides air charter services to both Desert & Delta Safaris and Ker & Downey Botswana as well as third-parties utilizing both Cessna Caravans and Gipps Aero GA8 Airvans.

North West Air – Air Maintenance Services

North West Air is an Air Maintenance Organization based at Maun International Airport which provides air maintenance services to both Safari Air and third-party aircraft operators. The facility is certified to maintain Cessna 100 and 200 series, Quest Kodiak 100, Robinson 22, 44 and 66, Gipps Aero GA8, Britten-Norman 2, Bell 206, PAC 750, Piper 28, 32, 34 and 35.

OUR JOURNEY

1982
Entered into negotiations with Southern Sun to buy Chobe Game Lodge.

JUL 1983
Finalized agreements for purchase by Investco (Proprietary) Limited of 80% of Chobe Game Lodge (Proprietary) Limited and 100% of Chobe Properties (Proprietary) Limited. Botswana Development Corporation ("BDC") hold remaining 20% of Chobe Game Lodge.

MAR 1984
The President Dr Sir Q K J Masire officially reopens Chobe Game Lodge.

1985
Investco sells a 50% of their stake in Chobe Game Lodge and Chobe Properties to Sun International Limited.

NOV 1989
Leisure Botswana purchases Sun International's stake in Chobe Game Lodge and Chobe Properties.

JUL 1998
Desert & Delta Safaris purchases Lloyd's Camp (Proprietary) Limited and initiates the construction of Savute Safari Lodge. Opened in March 1999.

1999
Investco acquires a 50% interest in tour operator The Bookings Company (Proprietary) Limited and aircraft operator, Xugana Air (Proprietary) Limited to later be rebranded as Safari Air.

JUL 1999
Investco acquires 50% of Caprivi Fly Fishing Safaris (Proprietary) Limited on the Caprivi, Namibia, and initiates the construction Chobe Savanna Lodge.

SEP 1999
Investco is renamed Chobe Holdings Limited and lists on the Botswana Stock Exchange. Leisure Botswana shareholders receive Chobe paper in return.

MAR 2000
Chobe acquires a third holding in Venstell (Proprietary) Limited the owner of Xugana and Tsaro Lodge, which are then branded with the other Desert & Delta Safaris properties.

MAY 2008
Chobe acquires by offer of paper Ker Downey (Botswana) (Proprietary) Limited, owner of Shinde, Kanana and Okuti as well as Tribal Lot 1365 Maun and two Cessna 206 aircraft. Simultaneously Chobe acquires the remaining half share in The Bookings Company and Xugana Air by the same means.

AUG 2013
Desert & Delta Safaris acquires Moremi Safaris (Proprietary) Limited owners of Xakanaxa Camp, to be renamed Camp Xakanaxa.

2016
Chobe disposes of its shares in Lianshulu Lodge.

2016
North West Air (Proprietary) Limited, a dormant Chobe subsidiary, acquires the entire hangar and aircraft maintenance facility in Maun previously owned by Kalahari Air Services.

APR 2017
Chobe acquires an interest in Golden Wrap (Proprietary) Limited, the aquaculture and general farming operator situated on Chobe Farms.

1990 Investco acquires a third interest in Lianshulu Lodge in the Madumu National Park, East Caprivi, Namibia.

1990 Investco acquires a third interest in Desert & Delta Safaris (Proprietary) Limited, owner of Camp Okavango and Camp Moremi.

FEB 1993 Investco acquires BDC's 20% holding in Chobe Game Lodge.

JUL 1995 Investco acquires a two thirds interest in Chobe Farms.

MAY 1998 Desert & Delta Safaris purchases Tribal Lot 851 Maun which becomes the operating base for Desert & Delta Safaris.

SEP 2000 Chobe acquires 1/3 shareholding of Desert & Delta Safaris from Conservation Corporation Africa.

NOV 2001 Tsaro Lodge is abandoned as the lease could not be renewed.

MAR 2004 Chobe offers paper to all minorities in all Botswana companies within the group, only the third holding of Karen Gibson in Chobe Farms is excluded. All accept the offer.

2004 Chobe paper is also offered to the other holders of the shares in Caprivi Fly Fishing Safaris, the offer is duly accepted, this company to become a wholly owned subsidiary.

SEP 2007 Desert and Delta Safaris acquires L. L. Tau (Proprietary) Limited and rebuilds Leroo La Tau Lodge.

SEP 2017 Ker Downey Botswana acquires Dinaka Safaris (Proprietary) Limited and associate companies, the holders of three contiguous leases in the Hainaveld. Dinaka Lodge is rebuilt.

MAR 2019 A further two Hainaveld farms contiguous to the Dinaka Safaris properties are acquired.

AUG 2019 Desert & Delta Safaris acquires Sedia Hotel (Proprietary) Limited, the owners of the Sedia Hotel property and Quadrum (Proprietary) Limited the operating company of the Sedia Hotel.

2021 Desert & Delta Safaris takes over the management of Nxamaseri Lodge with the intention of concluding an agreement to purchase the owning company.

2023 Desert & Delta Safaris acquired 100% shareholding of Nxamasire Fishing Camp Proprietary Limited, operating company of Nxamaseri Island Lodge.

BOARD OF DIRECTORS

MYRA SEKGOROROANE
INDEPENDENT NON-EXECUTIVE DIRECTOR, BOARD CHAIRPERSON AND MEMBER OF NOMINATION COMMITTEE
FIRST APPOINTED 2021

Myra's professional background is in the hospitality and tourism industry. She is an experienced executive with extensive operational, strategic planning and business leadership experience of over thirty years gained in various executive positions in the hospitality and tourism industry both locally and internationally.

The founder Chief Executive Officer of the Botswana Tourism Organisation from 2006 to 2013, Myra re-joined the organisation in 2019 again as CEO retiring in 2021.

She has served as a Non-Executive Director of a number of companies in Botswana such as First National Bank of Botswana, Fairground Holdings Proprietary Limited, Kgalagadi Breweries Proprietary Limited, Lion Park Amusement Centre Proprietary Limited, Sechaba Brewery Holdings Limited, Coca-Cola Beverages Botswana Proprietary Limited, Botswana Telecommunications Authority and Botswana Export Development and Investment Authority.

JOHN A BESCOBY
INDEPENDENT NON-EXECUTIVE DIRECTOR, CHAIRMAN OF AUDIT AND RISK COMMITTEE AND MEMBER OF HUMAN RESOURCES AND REMUNERATION COMMITTEE
FIRST APPOINTED 2012 RE-ELECTED 2022

Mr. Bescoby is a certified banker by profession who gained vast experience in the tourism industry through various positions he held from 1977 such as Managing Director of Magnum Airlines (1977-1984), Managing Director of Afro Ventures (1985-2000) and CFO of Adventure World Group (2001- 2008).

He is currently a shareholder in two tourism entities, "Beach Lodge", a boutique hotel in Swakopmund in Namibia and "The Travel Directors" an Australian based Company specializing in escorted tours to unique destinations around the World.

ADAMS CHILISA DAMBE
NON-EXECUTIVE DIRECTOR AND MEMBER OF HUMAN RESOURCES AND REMUNERATION COMMITTEE
FIRST APPOINTED 1999 RE-ELECTED 2020

Mr. Dambe is the Chief Executive Director of Gradam Holdings, a tourism Company in Botswana. Mr Dambe has a Bachelor of Science degree and a Master of Arts in Business Administration (MBA) from Kensington University in California, USA.

He also has a diploma in Hotel Management from Kenya Utalli College in Nairobi and an advanced Diploma in Labour Relations from UNISA Business School of Leadership. He has also completed the Industrial Relations Development Programme at Stellenbosch University, South Africa; and an Anglo-American Management Programme at UNISA School of Business.

BARRY DERRICK FLATT
INDEPENDENT NON-EXECUTIVE DIRECTOR
FIRST APPOINTED 2003 RE-ELECTED 2021

A pilot by profession, Mr. Flatt was educated in Kenya. He worked in the hunting business in Botswana in the 1980s before starting an air charter company, Safari Air, in 1989. Mr. Flatt joined the Chobe group in 2002 when Chobe acquired a 50% interest in Safari Air which saw him become Managing Director of Desert & Delta Safaris, a 100% subsidiary of Chobe Holdings Limited, and subsequently appointed to the Chobe board as an Executive Director and Deputy CEO until he retired in December 2018.

Mr. Flatt also served as Chairman of Hospitality and Tourism Association of Botswana from 1999 to 2001. He was also a board member of the Civil Aviation Authority of Botswana from 2011 to 2013.

KELOITSANG LEDIMO
INDEPENDENT NON-EXECUTIVE DIRECTOR AND MEMBER OF AUDIT AND RISK COMMITTEE AND MEMBER OF NOMINATION COMMITTEE
FIRST APPOINTED 2006 RE-ELECTED 2020

Mr. Ledimo owns and operates an Engen Filling Station in Maun and two commercial cattle ranches in the Hainaveld.

He is a shareholder and director in Thamalakane River Lodge Proprietary Limited, a company that owns and operates a 20-bed lodge on the banks of the Thamalakane River in Maun. He was the General Manager of Ngami Toyota from 1986 to 1998. He holds a Certificate in Library Studies obtained from the University of Botswana.

JOHANNA NGANUNU-MACHARIA
NON-EXECUTIVE DIRECTOR, CHAIRPERSON OF THE NOMINATION COMMITTEE AND FORMER BOARD CHAIRPERSON
FIRST APPOINTED 2014 RE-ELECTED 2020

Mrs Nganunu-Macharia is a Chartered Architect, registered with the Architects Registration Board (ARB) and the Royal Institute of British Architects (RIBA) in the United Kingdom, as well as the Architects' Registration Council (Botswana) (ARC) and the Architects Association of Botswana (AAB). She has been running her own practice, Nganunu Macharia Design Proprietary Limited, whose core business is architecture, interior design, urban design and project management, for the past eighteen years. In total, she has over twenty years' experience in the architecture and construction industry, both in the United Kingdom and in Botswana.

DALE S TER HAAR

INDEPENDENT NON-EXECUTIVE DIRECTOR, CHAIRMAN OF THE HUMAN RESOURCES AND REMUNERATION COMMITTEE AND MEMBER OF AUDIT AND RISK COMMITTEE

FIRST APPOINTED 2012 RE-ELECTED 2022

A holder of a Bachelor of Science in Business Administration from Cardiff University, Mr. Ter Haar is a self-employed and has held a number of directorships including as an independent non-executive director of Stanbic Bank Botswana where he chaired the Board Risk Management Committee. He served in the British Army from 1997 to 2006 when he joined CIC Energy Botswana as Managing Director, a position he held until 2012. He has since been self-employed, first running a mining and energy consultancy and then owning a sport and wellness company.

Mr. Ter Haar is a Trustee of the Lady Khama Charitable Trust.

ALEXANDER M WHITEHOUSE

NON-EXECUTIVE DIRECTOR

FIRST APPOINTED 2004 RE-ELECTED 2021

Mr. Whitehouse was born in Queensland, Australia into a family that had interests in the hospitality industry as owners and managers of public houses. In becoming involved at an early age he carried on the family's ties with the industry and today he is a much respected and successful businessman with involvement in a number of establishments in and around Sydney, New South Wales. He was also a founding 50% shareholder and builder in award winning Sossusvlei Mountain Lodge in Namibia. In addition to his interests in the hospitality industry he is also a successful breeder of Angus cattle which are located on his farms in the Hunter Valley and a keen participant in the thoroughbred breeding and racing industry.

Mr. Whitehouse first visited Southern Africa in the 1980s and, through his family company, has been a shareholder of Chobe Holdings since its inception. His experience in the hospitality industry over 50 years made him a valuable member of the Board.

JOHN KNOX GIBSON

EXECUTIVE DIRECTOR, CEO

FIRST APPOINTED 2020

Mr. Gibson joined Chobe Holdings Limited on 1st February 2018 as the Senior Group Executive. Immediately prior to joining Chobe Holdings Limited he had established a specialised online tour operator focused on Botswana.

He holds a Bachelor of Business Science (Honours) degree in Finance, from the University of Cape Town in South Africa.

JONATHAN MOORE GIBSON

EXECUTIVE DIRECTOR, DEPUTY BOARD CHAIRMAN

FIRST APPOINTED 1999 RE-ELECTED 2021

Articled to Spencer Shaw Hood and Company in South Africa he qualified as a chartered accountant, thereafter Mr. Gibson worked in the property development business in Johannesburg before moving to Botswana in 1983 having acquired an interest in the long-abandoned Chobe Game Lodge. Following the extended refurbishment and reestablishment of the Game Lodge as a leader in wildlife-based tourism, he, through investment vehicle Chobe Holdings Limited, of which he was CEO, brought various tourism entities, mostly previously under foreign control, under one locally owned corporate. In 2000 Jonathan Gibson listed the company on the Botswana Stock Exchange, the expansion drive thereafter continued which saw Chobe grow to become one of the most reputed tourism entities in Botswana and the only publicly owned corporate in the wildlife tourism industry in Botswana.

He has served as Chairman of the Chobe National Park Management Committee and a Board Member of Botswana Tourism Organisation in addition to serving as an executive member of Hospitality and Tourism Association of Botswana.

LEMPHEDITSE ODUMETSE

MANAGING DIRECTOR (EXECUTIVE)

FIRST APPOINTED 2021

Mr Odumetse joined the Group in 1999 as a waiter at Desert & Delta Safaris' Camp Moremi in the Okavango Delta. On qualifying as a Professional Guide in 2000 he was transferred to Xugana Island Lodge, and has since managed Xugana Island Lodge, Camp Moremi and Savute Safari Lodge.

In 2005 Mr Odumetse was selected for Disney World's year-long International Cultural Exchange Program where he was employed as a savanna guide. Mr Odumetse was promoted to Group Assistant General Manager in 2013 and in 2014 was transferred to Ker & Downey Botswana, the Group's five-star camp operator, initially as General Manager before joining their board as Operations Director in 2017.

Mr Odumetse also serves as the Honorary Vice Chairman of the Hospitality and Tourism Association of Botswana ("HATAB") since June 2022.

SIRIMEWAN DENAWAKAGE SHALIN FERNANDO

FINANCE DIRECTOR (EXECUTIVE)

FIRST APPOINTED 2020

Mr. Fernando holds a Master of Business Administration, specialising in Finance and a Bachelor of Science Accounting (special) (1st class) degree. He is a fellow member of the Botswana Institute of Chartered Accountants and an associate member of Institute of Chartered Accountants of Sri Lanka.

After his internship with PricewaterhouseCoopers Sri Lanka, Mr. Fernando started his post qualifying career with Hutchison Telecommunications Lanka (Pty) Ltd, as an accountant and was later promoted to a senior accountant. He joined PricewaterhouseCoopers Botswana in November 2012 as an assistant manager and joined the Chobe Holdings Group as a Finance Manager in November 2015. He was later appointed as Group Chief Financial Officer in May 2019.

CORPORATE GOVERNANCE

Corporate governance is the process by which companies are directed, controlled and risk managed. Directors of the Board are responsible for the governance of the Group whereas the shareholders' role is to appoint the directors and the external auditors.

The concept of corporate governance has grown internationally in recent years by the adoption of principles outlined in reports, such as the King III and King IV Report in South Africa and the Cadbury Report and Turnbull Report in the United Kingdom. These reports have as a common goal the promotion of highest standards of corporate governance by providing recommendations and principles in line with best practice. The Botswana Accountancy Oversight Authority (BAOA) has selected the King III Report as most suitable for Botswana. Chobe strives to implement good corporate governance, adopting relevant aspects of the above reports where practical.

THE BOARD OF DIRECTORS

The Board is responsible for overseeing the activities of the Group. The Board recognizes the need to conduct the business of the Group with integrity and in accordance with generally accepted corporate practices and endorses the internationally developing principles of corporate governance.

The Board comprises executive and non-executive directors. The chairperson of the Board is a non-executive independent director. The role of non-executive directors is to bring independent judgement to board deliberations and decisions. The directors are appointed for specified terms and their re-appointment is not automatic. Directors have extensive business experience enabling them to apply their knowledge to the functions required.

Board's role and responsibilities as per approved Board Charter are to:

i. act as the focal point for, and custodian of, corporate governance by managing its relationship with management, shareholders and other stakeholders of the Company along sound corporate governance principles.
ii. appreciate that strategy, risk, performance and sustainability are inseparable and to give effect to this by:
    - contributing to and improving the Company's strategy.
    - satisfying itself that the strategy and business plans do not give rise to risks that have not been thoroughly assessed by management.
    - identifying key performance and risk areas.
    - ensuring that the strategy will result in sustainable outcomes.
    - considering sustainability as a business opportunity that guides strategy formulation.
iii. provide effective leadership on an ethical foundation.

iv. ensure that the Company is and is seen to be a responsible corporate citizen by having regard to not only the financial aspects of the business of the Company but also the impact that business operations have on the environment and the communities within which it operates.
v. ensure that the Company's ethics are managed effectively.
vi. ensure that the Company has an effective and independent audit committee.
vii. be responsible for the governance of risk.
viii. be responsible for information technology (IT) governance.
ix. ensure that the Company complies with all applicable laws and considers adherence to non-binding rules and standards.
x. appreciate that stakeholders' perceptions affect the Company's reputation.
xi. ensure the integrity of the Company's integrated report.
xii. act in the best interests of the Company by ensuring that individual directors:
    - adhere to legal standards of conduct.
    - are permitted to take independent advice at the Company's expense in connection with their duties following an agreed procedure.
    - disclose real or perceived conflicts to the board and deal with them accordingly.
    - trade in the Company's securities only in accordance with the policy adopted by the board.
xiii. commence business rescue proceedings as soon as the Company is financially distressed.
xiv. elect a Chairperson of the Board that is an independent non-executive Director.
xv. appoint and evaluate the performance of the Chief Executive Officer.

The board meets regularly throughout the year. It has a formal schedule of matters referred to it for decision. The board otherwise delegates specific responsibilities to directors and Board Committees. However, it remains responsible for the overall activities of the group, including the implementation of corporate strategy.

The Board met four times during the year. The remuneration of the board members for their services as non-executive directors, part of which was paid in proportion to directors' attendance in Board Meetings, was as follows:

	2023 BWP	**2022 BWP**
John Bescoby	128,700	93,600
Adams Chilisa Dambe	128,700	93,600
Barry Derek Flatt	122,650	89,200
Keloitsang Ledimo	122,650	89,200
Johanna Nganunu-Macharia	128,700	102,000
Myra Sekgororoane	140,250	70,200
Dale Ter Haar	128,700	89,200
Alexander Whitehouse	91,988	78,050
	992,338	**705,050**

CORPORATE GOVERNANCE

Non-executive directors attendance in Board meetings were as follows:

Meeting Month	May 2022	Aug 2022	Oct 2022	Feb 2023
John Bescoby	✔	✔	✔	✔
Adams Chilisa Dambe	✔	✔	✔	✔
Barry Derek Flatt	✔	✔	✔	✔
Keloitsang Ledimo	✔	✔	✔	✔
Johanna Nganunu-Macharia	✔	✔	✔	✔
Myra Sekgororoane	✔	✔	✔	✔
Dale Ter Haar	✔	✔	✔	✔
Alexander Whitehouse	✕	✔	✕	✕

Remuneration for management services of executive directors is set out in note 23 of the financial statements.

Financial Control

The directors ensure that adequate systems of internal financial control are developed so that the Group can give reasonable assurance with regard to:

- the completeness and accuracy of the accounting records;
- the integrity and reliability of the published financial statements;
- the ability of the company and the Group to continue as a going concern;
- the safeguarding of assets.

AUDIT AND RISK COMMITTEE

The Board Audit and Risk Audit Committee comprises of three independent non-executive directors. The committee is chaired by an independent non-executive director and elected by the Board.

The committee has the following responsibilities per approved committee Terms of reference:

Integrated Reporting

The committee oversees integrated reporting, and in particular the committee must:

i. Have regard to all factors and risks that may impact on the integrity of the integrated report, including factors that may predispose management to present a misleading picture, significant judgements and reporting decisions made, monitoring or enforcement actions by a regulatory body, any evidence that brings into question previously published information, forward-looking statements or information;
ii. Review the annual financial statements, interim reports, preliminary or provisional result announcements, summarised integrated information, any other intended release of price-sensitive information and prospectuses, trading statements and similar documents;
iii. Comment in the annual financial statements on the financial statements, the accounting practices and the effectiveness of the internal financial controls;
iv. Review the disclosure of sustainability issues in the integrated report to ensure that it is reliable and does not conflict with the financial information;
v. Recommend to the board the engagement of an external assurance provider on material sustainability issues;
vi. Recommend the integrated report for approval by the board;
vii. Consider the frequency for issuing interim results;
viii. Consider whether the external auditor should perform assurance procedures on the interim results
ix. Review the content of the summarised information for whether it provides a balanced view; and
x. Engage the external auditors to provide assurance on the summarised financial information.

Combined Assurance

The committee will ensure that a combined assurance model is applied to provide a coordinated approach to all assurance activities, and in particular the committee should:

i. ensure that the combined assurance received is appropriate to address all the significant risks facing the company; and
ii. monitor the relationship between the external assurance providers and the company.

Finance Function and Financial Director

The committee reviews the expertise, resources and experience of the company's finance function, and discloses the results of the review in the integrated report.

The committee also considers and satisfies itself of the suitability of the expertise and experience of the financial director every year.

Internal Audit

The committee is responsible for overseeing of internal audit, and in particular the committee must:

i. Be responsible for the appointment, performance assessment and/or dismissal of the Chief Audit Executive;
ii. Approve the internal audit plan; and
iii. Ensure that the internal audit function is subject to an independent quality review, as and when the committee determines it appropriate.

Risk Management

The committee is an integral component of the risk management process and specifically the committee must oversee:

i. financial reporting risks;
ii. internal financial controls;
iii. fraud risks as it relates to financial reporting; and
iv. IT risks as it relates to financial reporting.

External Audit

The committee is responsible for recommending the appointment of the external auditor and to oversee the external audit process and in this regard the committee must

i. Nominate the external auditor for appointment by the shareholders;
ii. Approve the terms of engagement and remuneration for the external audit engagement;
iii. Monitor and report on the independence of the external auditor in the annual financial statements;
iv. Define a policy for non-audit services provided by the external auditor;
v. Pre-approve the contracts for non-audit services to be rendered by the external auditor;
vi. Ensure that there is a process for the audit committee to be informed of any Reportable Irregularities (as identified in the Auditing Profession Act, 2005) identified and reported by the external auditor;
vii. Review the quality and effectiveness of the external audit process; and
viii. Consider whether the audit firm and, where appropriate, the individual auditor that will be responsible for performing the functions of auditor, are accredited as such on the BSE list of Auditors and their advisors as required by the BSE Limited Listings Requirements.

The committee meets with management, including the company secretary, and the external auditors. The committee reviews the financial statements and shareholders' reports, monitors the appropriateness of accounting policies and the effectiveness of internal control systems. The committee also considers the findings of the internal and external auditors. Please refer to page 30 for report of Audit and Risk Committee.

The following directors were members of the Audit and Risk Committee during the year:

* John Bescoby (Chairman)
* Dale Ter Haar
* Keloitsang Ledimo
* *non-executive*

The committee met four times during the year and members attendance was as follows:

Meeting Date	May 2022	Aug 2022	Oct 2022	Feb 2023
John Bescoby	✔	✔	✔	✔
Dale Ter Haar	✔	✔	✔	✔
Keloitsang Ledimo	✔	✔	✔	✔

HUMAN RESOURCES AND REMUNERATION COMMITTEE

The Board Human Resources and Remuneration Committee comprises of three non-executive directors, majority of whom is independent non-executive directors. Committee members and chairman are nominated by the Board.

The committee has an independent role, operating as an overseer and a maker of recommendations to the board for its consideration and final approval. The role of the committee is to assist the board to ensure that the Company remunerates directors and executives fairly and responsibly and the disclosure of director and remuneration is accurate, complete and transparent.

The committee has the following responsibilities per approved committee Terms of reference:

CORPORATE GOVERNANCE

Remuneration

The committee must perform all the functions necessary to fulfil its role as stated above and including the following:

i. Oversee the setting and administering of remuneration at all levels in the company;
ii. Oversee the establishment of a remuneration policy that will promote the achievement of strategic objectives and encourage individual performance;
iii. Ensure that the remuneration policy is put to a non-binding advisory vote at the general meeting of shareholders once every year;
iv. Review the outcomes of the implementation of the remuneration policy for whether the set objectives are being achieved;
v. Ensure that the mix of fixed and variable pay, in cash, shares and other elements, meets the company's needs and strategic objectives;
vi. Satisfy itself as to the accuracy of recorded performance measures that govern the vesting of incentives.
vii. Ensure that all benefits, including retirement benefits and other financial arrangements, are justified and correctly valued;
viii. Consider the results of the evaluation of the performance of the CEO and other executive directors, both as directors and as executives in determining remuneration;
ix. Select an appropriate comparative group when comparing remuneration levels;
x. Regularly review incentive schemes to ensure continued contribution to shareholder value and that these are administered in terms of the rules;
xi. Consider the appropriateness of early vesting of share-based schemes at the end of employment;
xii. Advise on the remuneration of non-executive directors;
xiii. Oversee the preparation and recommending to the board the remuneration report, to be included in the integrated report, for whether it: -
    a. Is accurate, complete and transparent;
    b. Provides a clear explanation of how the remuneration policy has been implemented;

Human Resources Strategy

The committee shall review and recommend for Board approval the Human Resources strategy including key HR objectives, plans and workforce requirements, and monitor the implementation of same.

Succession Planning for Critical and Key Positions

The committee shall review, comment and report annually to the Board on the Company's succession plan for all critical and key positions and review development plans, talent retention and career development for potential successors, in particular:

a. Recommend which of the top positions below the CEO are critical with respect to succession planning for the senior officers;
b. Formulate and recommend the succession plan and contingency planning for the CEO; and
c. Request the input of the Board Audit and Risk Committee with respect to succession planning.

Employee Relations and Ethics

In relation to personnel, the committee shall:

a. Regularly review, recommend and monitor Chobe's policies which provide for the sound management of the Company's personnel, in compliance with applicable legislation;
b. Monitor and make all necessary recommendations to the Board regarding the Company's ethical standards and ensure that management has identified a process to ensure compliance; and
c. Assess the 'tone at the top' established by the CEO and Senior Management in terms of the example that is set with respect to integrity and ethics. Assess the 'tone at the top' established by the CEO and Senior Management in terms of the example that is set with respect to integrity and ethics.

Risk Assessment

The committee shall assess the risks to which the Human Resource function is exposed, and provide its input to the Board Risk and Credit Committee, including:

a. employee attraction and retention;
b. employee engagement and performance;
c. succession planning and talent management; and
d. any other risk related to Human Capital that may arise from time to time.

The following directors were members of the Human Resources and Remuneration Committee during the year:

* Adams Chilisa Dambe
* Dale Ter Haar (Chairman)
* John Bescoby
**** - non-executive***

The committee met three times during the year and members attendance was as follows:

Meeting Date	May 2022	Oct 2022	Feb 2023
John Bescoby	✔	✔	✔
Adams Chilisa Dambe	✔	✔	✔
Dale Ter Haar	✔	✔	✔

NOMINATION COMMITTEE

A Nomination Committee has an independent role, operating as an overseer and a maker of recommendations to the Board for its consideration and final approval.

The role of the committee is to assist the board to ensure that the board has the appropriate composition for it to execute its duties effectively; directors are appointed through a formal process; induction and ongoing training and development of directors take place; and formal succession plans for the board are in place.

The committee has the following responsibilities as per approved committee Terms of reference:

i. Ensure the establishment of a formal process for the appointment of directors, including:
   - identification of suitable members of the board;
   - performance of reference and background checks of candidates prior to nomination;
   - formalising the appointment of directors through an agreement between the company and the director;
ii. Oversee the development of a formal induction programme for new directors.
iii. Ensure that inexperienced directors are developed through a mentorship programme.
iv. Oversee the development and implementation of continuing professional development programmes for directors.
v. Ensure that directors receive regular briefings on changes in risks, laws and the environment in which the Company operates.
vi. Consider the performance of directors and take steps to remove directors who do not make an appropriate contribution.
vii. Find and recommending to the board a replacement for the chief executive officer when that becomes necessary.
viii. Ensure that formal succession plans for the board, chief executive officer and senior management appointments are developed and implemented.

The following directors were members of the Nomination Committee during the year:

* Keloitsang Ledimo
* Johanna Nganunu-Macharia
* Myra Sekgororoane
  * *non-executive*

The committee met three times during the year and members attendance was as follows:

Meeting Date	May 2022	Oct 2022	Feb 2023
Keloitsang Ledimo	✔	✔	✔
Johanna Nganunu-Macharia	✔	✔	✔
Myra Sekgororoane	✔	✔	✔

BALANCE OF POWER

A Balance of Power policy ensures that Chobe complies with the King III recommendation that the board should comprise a balance of power, with a majority of non-executive directors. The majority of non-executive directors should be independent.

Role	Number	Percent
Number of Directors	12	100 percent
Number of Non-Executive Directors	8	66 percent
Number of Executive Directors	4	36 percent
Number of Independent Non-Executive Directors	5	62.5 percent

FINANCIAL STATEMENTS AND INTEGRATED REPORT

The responsibility for the preparation of the financial statements is that of the company's directors. The financial statements are prepared in accordance with generally accepted accounting practices, consistently applied, and in accordance with the requirements of the Botswana Companies Act and International Financial Reporting Standards. Reasonable judgement and estimates support the information contained in the financial statements.

The Board is responsible for the integrity, objectivity, and reliability of the Integrated report. The directors believe that the financial statements fairly represent the financial position of the company and the Group as at the end of the financial year and the result of their operations, changes in equity and cash flow information for the year then ended.

COMPANY SECRETARY AND PROFESSIONAL ADVICE

All directors have unlimited access to the services of the company secretary, who is responsible to the Board for ensuring proper procedures are followed.

All directors are entitled to seek independent professional advice concerning the affairs of the company and the Group, at the company's expense.

EXTERNAL AUDITORS AND THEIR ROTATION

The external auditors are responsible for the independent review and the expression of an opinion on the reasonableness of the financial statements based on their audit.

In line with best practices with external auditor engagements and recommendations of BAOA, board resolved to retire current auditors PricewaterhouseCoopers. Board would like to thank outgoing auditors for their service over the years and wish them best of luck in future endeavors. Board as recommended by Audit and Risk committee, further resolved to appoint Ernst & Young as auditors for the ensuing year.

Myra Sekgororoane
Chairperson

John Knox Gibson
Chief Executive Officer

HUMAN RESOURCES AND REMUNERATION STRATEGY AND POLICY

REFERENCES:

A. Institute of Directors Southern Africa – The King Report on Governance for South Africa 2009
B. King Ill Remuneration Practice Notes – Remuneration dated 2 Oct 12

OBJECTIVES

Chobe Holdings Limited's ("Chobe") Human Resources strategy and policy seeks to:

1. To provide an integrated approach for remuneration management that effectively attracts, motivates, engages and retains the talent required to achieve the desired business results.
2. To align remuneration practices with business strategy through a process of analysis and thereby ensure that the remuneration practices serve the business objectives. It provides guidelines and direction for the remuneration choices that will be made because it interprets the remuneration strategy and practices in terms of the business needs.
3. To adhere to legal, ethical and best practice standards and to reflect corporate governance and citizenship by complying with the customary norms and industry and statutory minimum standards.

Chobe strives to develop and implement its remuneration Policy as a fair, consistent and competitive programme of financial compensation for all employees of the Group to be balanced with the responsibilities that have been undertaken.

ANALYSIS

The Human Resources and Remuneration Committee ("HRRC") will analyse the business environment guided by the Executive and considering economic and legislative factors, among others, that could influence the reward positioning of the Group. Specific analysis that should be performed includes the following:

A thorough understanding of the Group, its business drivers and the internal culture to ensure that the reward strategy supports business objectives and aligns with the desired culture.

Identifying key stakeholders involved in the Group and conducting a needs analysis to understand their priorities, preferences and needs. Understanding the quantitative and qualitative skill requirements of the company to fulfil its business objectives and the demand and supply factors that play a role in attracting and retaining these skills.

The results of this analysis will inform the shape of the Business as expressed in the Group Establishment.

REMUNERATION STRATEGY

In line with its Human Resources Strategy, Chobe seeks to exceed guest expectations as the leading tourism company in Botswana. Chobe will motivate, develop and empower our people in order that they achieve their full potential. We will do this by attracting, developing and retaining talent creating a work environment where excellence is nurtured, supported and expected.

REMUNERATION PRINCIPLES

Group remuneration is based on the following five principles that guide the Employee Value Proposition.

1. Fairness and consistency with the responsibilities assigned and capabilities demonstrated.
2. Alignment with the company strategies and objectives.
3. Competitiveness with regards to practices and market trends.
4. Enhancement of merit and performance in terms of results, behaviour and values acted.
5. Clear governance and compliance with the regulatory framework.

HUMAN RESOURCES AND REMUNERATION STRATEGY AND POLICY

REMUNERATION

Chobe's Employee Value Proposition consists of fixed remuneration, a base salary which must provide the means to support the employee and variable remuneration, performance-based bonuses and other benefits designed to attract, retain and motivate employees. There must be an appropriate balance between variable and fixed remuneration and a proper connection with the remuneration of individual performance and the Business Unit and through that the Group.

Fixed Remuneration:

All salaries are reviewed by the EC in January of each year. Salaries, when taken with employment benefits, should be set at a level which attract and retain talent. Salaries are to be reviewed by the HRRC at the first meeting following the January adjustment.

Terminal Benefits:
Employment law mandates the payment of terminal benefits. Chobe encourages membership of the Group Pension Scheme and all employees should be members of the scheme if they qualify. Employees on fixed-term contracts are disqualified and will either receive a severance or gratuity payment.

Pension:
Employees are automatically enrolled after one year of service.

Gratuity or Severance:
Employees on fixed-term contracts are to be contracted on either severance or gratuity basis. The absolute cost of these provisions are to be considered when making a salary offer.

Variable Remuneration:

A system of variable remuneration linked to performance encourage commitment both to Chobe's financial performance and Values and Standards.

Annual Bonus:
An annual bonus, linked to an employee's Annual Report performance, is split between an employee's December and January salary. Annual bonuses are paid according to an individual's assessment grade in their AR. Calculated at 100 percent for A grades, 75 percent for B grades, 50 percent for C grades and not paid to D grades.

Phantom Share Scheme:
All employees are enrolled in Chobe's phantom share scheme which allows Chobe's employees to participate in the dividend distributions of the Company. The scheme allows all qualifying staff to share equally in a bonus which is calculated to be equal to the value of dividends attaching to three million shares in the Company. This bonus is usually payable in August.

Other Variable Bonuses:
Heads of Business Units may implement other performance related bonuses with the prior written approval of the HRRC.

Group Executive Bonuses:
Group Executive Bonus schemes may be approved by the HRRC. Such bonuses must balance financial performance against overall long-term value creation and must be designed in such a way that they do not encourage risky or unethical behaviour.

BENEFITS

A wide range of benefits are available to employees. There benefits differ slightly between Business Units and a list of applicable benefits are available from the applicable Business Units Human Resource practitioners.

WORK-LIFE BALANCE

It is vital that an appropriate work-life balance is maintained at all levels. Electronic communications are only to be required to be monitored during the work hours unless the employee in question is formally on duty. In the event of an emergency communication will be established by phone.

PERFORMANCE AND RECOGNITION

Annual awards are to be made in December to employees who have excelled during the previous reporting period. These will be presented at an annual function and reported in the Group's in-house publication 'Remmogo'.

DEVELOPMENT AND CAREER DEVELOPMENT

Chobe seeks to ensure that talent is developed and nurtured. To this end each Business Unit will develop Career Progression Tables for each Career Stream and underpin these with an appropriate Training Plan.

COMMUNICATION PLAN

Chobe's Employee Value Proposition will be articulated in each Business Unit's Human Resources Policy which will be shared with staff in both physical and electronic form. Total executive remuneration is contained in the Annual Reports and Group Financial Statements in the form prescribed by applicable regulatory and accounting standards.

KING CODE OF CORPORATE GOVERNANCE

The following abridged checklist has been prepared in terms of the King Report on Governance (King III). This table includes Chobe's application of the King III principles highlighting areas of compliance, partial compliance, compliance in progress and non-compliance. Where compliance is not fulfilled entirely explanatory notes are included.

The following key is applicable to the checklist:

☑	=	Compliance
⏶	=	Partial compliance
⏴	=	In progress
☒	=	Non-compliance
N/A	=	Not applicable

Ethical leadership and corporate citizenship		
Effective leadership based on an ethical foundation	☑	
Company is and is seen to be a responsible corporate citizen	☑	
Effective management of company's ethics	☑	
Assurance statement on ethics in integrated report	⏴	Note 1
Board and directors		
The board is the focal point for and the custodian of corporate governance	☑	
The board appreciates that strategy, risk, performance, and sustainability are inseparable	☑	
The board and its directors act in the best interests of the company	☑	
The board considers business rescue proceedings or other turnaround mechanisms as soon as the company is financially distressed as defined in the Act	☑	
The chairman of the board is an independent non-executive director	☑	
CEO has been appointed	☑	
Framework for the delegation of authority has been established	☑	
The board comprises a balance of power, with a majority of non-executive directors, the majority of whom are independent	☑	
Directors are appointed through a formal process	☑	
Formal induction and ongoing training of directors is conducted	☑	
The board is assisted by a competent, suitable qualified and experienced company secretary	☑	
Regular performance evaluation of the board, its committees and the individual directors	☑	
A governance framework has been agreed between the Group and the subsidiary boards	⏴	Note 2
Risk, remuneration and nomination committees appointed as standing committees	☑	
Appointment of well-structured committees and an oversight of key functions	☑	
Directors and executives are remunerated fairly and responsibly	☑	
Remuneration of directors and certain senior executives is disclosed	☑	
The company's remuneration policy is approved by its shareholders	☑	

☑ = Compliance
▲ = Partial compliance
◀ = In progress
☒ = Non-compliance
N/A = Not applicable

Audit and Risk Committee		
Guided by terms of reference approved by the Board	☑	
Members are suitably skilled and experienced independent, non-executive directors	☑	
Chaired by an independent non-executive director	☑	
Oversees integrated reporting	☑	
Ensure a combined assurance model is applied to provide a coordinated approach to all assurance activities	☑	
Satisfies itself of the expertise, resources, and experience of the company's finance function	☑	
Oversees internal audit	☑	
Integral to the risk management process	☑	
Recommends the appointment of the external auditor and oversees the external audit process	☑	
Reports to the board and shareholders on how it has discharged its duties	☑	
Governance of risk		
The board is responsible for the governance of risk and setting levels of risk tolerance	☑	
Audit and Risk Committee assists the board in carrying out its risk responsibilities	☑	
The board delegates to management the responsibility to design, implement and monitor the risk management plan	☑	
The board ensures that risk assessments and monitoring is performed on a continual basis	☑	
Frameworks and methodologies are implemented to increase the probability of anticipating unpredictable risks	☑	
Ensure Management considers & implements appropriate risk responses	☑	
Ensure continual risk monitoring by Management	☑	
The board receives assurance on the effectiveness of the risk management process	☑	
Ensure that there are processes in place enabling complete, timely, relevant, accurate and accessible risk disclosure to stakeholders	☑	

KING CODE OF CORPORATE GOVERNANCE

☑ = Compliance
▲ = Partial compliance
◀ = In progress
☒ = Non-compliance
N/A = Not applicable

Governance of information technology ("IT")		
The board is responsible for IT governance	☑	
IT is aligned with the performance and sustainability objectives of the company	☑	
Delegates to management the responsibility for the implementation of an IT governance framework	☑	
The board monitors and evaluates significant IT investments and expenditure	N/A	Note 3
IT is an integral part of the company's risk management	☑	
Ensure that information assets are managed effectively	☑	
The Audit and Risk Committee assists the board in carrying out its IT responsibilities	☑	
Compliance with laws, codes, rules and standards		
The board ensures that the company complies with applicable laws and considers adherence to non-binding rules, codes and standards	☑	
The board and each individual director have a working understanding of the effect of the applicable laws, rules, codes and standards on the company and its business	☑	
Compliance risk forms an integral part of the company's risk management process	☑	
The board has delegated to management the implementation of an effective compliance framework and processes	☑	

☑ = Compliance
▲ = Partial compliance
◄ = In progress
☒ = Non-compliance
N/A = Not applicable

Internal audit		
Ensure effective risk based internal audit	☑	
Internal audit follows a risk-based approach to its plan	☑	
Internal audit is to provide a written assessment of the effectiveness of the company's system of internal control and risk management	☑	
The audit committee is responsible for overseeing internal audit	☑	
Internal audit has been strategically positioned to achieve its objectives	☑	
Governing stakeholder relationships		
Appreciate that stakeholders' perceptions affect a company's reputation	☑	
Delegate Management to proactively deal with stakeholder relationships	☑	
Strive to achieve the appropriate balance between its various stakeholder groupings, in the best interests of the company	☑	
Ensure equitable treatment of shareholders	☑	
Transparent and effective communication with stakeholders is essential for building and maintaining their trust and confidence	☑	
Ensure that disputes are resolved as effectively, efficiently and expeditiously as possible	☑	
Integrated reporting and disclosure		
The board is to ensure the integrity of the company's integrated report	☑	
Sustainability reporting and disclosure is integrated with the company's Financial Reporting	☑	
Sustainability reporting and disclosure are independently assured	☒	Note 4

Notes

Note 1: Internal auditor is working closely with Board on advising best practices in ethics, governance and internal controls in his quarterly reports to Board. Internal auditor will provide assurance statement in FY 2023/24.
Note 2: Shareholders agreements with subsidiary companies are being drafted by Group legal department. To be signed off and become effective in FY 2023/24.
Note 3: No significant investments/expenditures made during the year.
Note 4: An independent contractor has initiated performing necessary environmental audit work at company level in order to provide required assurance on sustainability reporting. However, the process is still in progress and has not reached group level to issue an independent assurance.

CHIEF EXECUTIVE OFFICER'S REPORT

HIGHLIGHTS

A 138% INCREASE IN OCCUPANCY LEVELS.

A 247% INCREASE IN REVENUE.

A BWP 187 MILLION INCREASE IN OPERATING PROFITS RESULTING BWP 140 MILLION OPERATING PROFIT AGAINST BWP 47 MILLION OPERATING LOSS IN LAST YEAR.

CASH AND CASH EQUIVALENTS OF BWP 131 MILLION.

BASIS OF PREPARATION

The audited financial statements for the year ended 28 February 2023 have been prepared based on accounting policies which comply with International Financial Reporting Standards ("IFRS"). The accounting policies applied are consistent with those of the annual financial statements for the year ended 28 February 2022, as described in those annual financial statements, save for new standards that became effective during this financial year, the impact of those being immaterial.

FINANCIAL RESULTS

This reporting period has been characterized by the rapid dismantling of COVID-19 restrictions across the globe and the resumption of international travel. Chobe has seen a significant improvement in trading with a strong recovery across all our brands. Both revenue and comprehensive income have exceeded that experienced pre-COVID-19.

Throughout COVID-19 Chobe worked closely with all stakeholders to mitigate the impact of the pandemic. We did this by protecting both our people and business partners, ensuring our mutual resilience and ensuring that we emerged from the pandemic stronger together.

We have continued to invest in our people and remain committed to ensuring that our people receive an industry-leading remuneration package including health, welfare and pension benefits.

Chobe's marketing teams continue to explore new opportunities both geographically and within specific targeted niches. These efforts serve to grow our agent base, improving yield and occupancies throughout the year.

The effects of global inflation, particularly with respect to food and energy, have been seen across the Group, but these are mitigated by the strengthening of the United States Dollar against the Botswana Pula.

FUTURE OUTLOOK

Despite the headwinds international demand for travel remains robust particularly, in the Group's traditional source markets. This strong demand can be seen in the Group's forward bookings for Financial Year 2023/24.

The dividend policy guideline remains to pay a dividend that is at least twice covered by attributable fully taxed earnings subject to the prudent ongoing liquidity requirements of the Group. Advanced Travel Receipts should be segmented and not paid as dividends.

The Group's strong cash position provides us with the opportunity to take advantage of any expansion opportunities that may arise with capital expenditure historically funded by internally generated cashflows.

Chobe, through its listing on the Botswana Stock Exchange, continues to provide an important mechanism for citizens to invest in the tourism sector.

DIVIDENDS

In keeping with the Company's dividend distribution policy and the solvency requirements of the Companies Act, 2003, your Directors have declared a net dividend of 60 thebe per share, payable to shareholders registered at the close of business on 15 June 2023, with an ex-dividend date of 13 June 2023, for payment on 27 June 2023.

UNCLAIMED DIVIDENDS

The Directors wish to bring to the notice of shareholders that there are certain amounts of unclaimed dividends in the Company's records. Shareholders are reminded to contact the Transfer Secretaries to claim their outstanding dividends.

John K Gibson,
Chief Executive Officer

AUDIT & RISK COMMITTEE REPORT

The committee is pleased to present its report for the period under review which has been compiled within the terms of reference as set out in its charter and which follows the guidelines and recommendations of King III.

RISK

As provided for in Principle 4.3 of King III the Board have assigned the responsibility of Risk to the Audit Committee who are pleased to report that the adopted operational based risk management system is now operating across the Group. This continues to add considerable value to the organization.

A further development during the past 12 months has been the implementation of a Group Risk Register which has further improved controls in this critical area of the business.

AUDIT

During the financial year under review the following functions were carried out by the committee,

- Met with the Group's Auditors PwC to review their Audit Plan, terms of engagement and fee structure.
- Reviewed the audit findings and close out report presented by PWC where the following highlights were discussed with both the auditors and management,
  - ~ No material suspected or actual fraud was identified and no issues were noted from the risk of fraud in revenue recognition,
  - ~ Detailed analysis and assessment of possible impact on the going concern status of the group was carried out based on the forecasts and other available information and concluded that the financial statements are prepared on the going concern basis,
  - ~ Based on Group's and Company assessments of the non-financial assets as well as the underlying operations of the respective subsidiaries, no impairment provisions were required to be raised,
  - ~ There were no unresolved disagreements with Management over the application of accounting principles, the scope of the audit or disclosures in the financial statements,
  - ~ There were no instances of non-compliance with laws and regulations that may have a material effect on the financial statements,
  - ~ In auditing the control systems, the only deficiency identified was with regard to IT where it was noted that the Audit Logs needed to be reviewed periodically to eliminate possible security breaches,
  - ~ No matters significant to related parties were noted during the audit,
  - ~ An unqualified audit opinion will be issued.
- Reviewed the interim financial statements prepared by Management together with the commentary prior to main board approval and subsequent publication in terms of BSE requirements.
- Recommended to the board that a net dividend of 60 thebe per share be declared.
- Confirmed that the Chief Financial Officer was appropriately qualified and experienced to carry out his role.

AUDIT ROTATION

The financial year to, 28th February 2023, saw the completion of the permitted period of Auditor retention by the Group's Auditors PWC which has been formally set at ten (10) years.

Following last years AGM, at which PWC were re-appointed Auditors, the committee undertook the task of seeking out a replacement audit firm to take over with effect from 01 March 2023.

A number of independent Botswana based Audit firms were approached and asked to tender for the vacancy. The tender documents submitted were of a high standard but after a thorough analysis the committee selected that submitted by E&Y (Ernst & Young).

This recommendation was approved by the Main Board and will be tabled at the August AGM for acceptance by the Shareholders.

The committee would like to thank PWC for the professional services they have provided to the Group during their time as Auditors. Their advice and guidance during this period has contributed significantly to the fortunes of the business and we wish them well.

COMPOSITION OF THE COMMITTEE

During the period under review the committee consisted of three non-executive directors making it compliant in terms of King III guidelines.

The committee for the period under review comprised of the following independent non-executive directors,

- J A Bescoby CAIB (SA)
- D Ter Haar BSc (UK)
- K Ledimo

FULFILMENT OF DUTIES AND OBLIGATIONS

The committee is satisfied that it has fulfilled its responsibilities for the financial year under review in respect of its duties and obligations, which were within its control, as set out by King III.

INTERNAL AUDIT FUNCTION

The internal audit function, which is a governance requirement of King III has been in operation now for two years and is providing valuable direction and support to the Group in terms of Risk Management, External Governance and Internal Policies and Procedures.

During the last twelve months the following progress has been achieved in each of these crucial areas of the business.

RISK MANAGEMENT

- Operationally based risk management is now operating across the Group and business unit heads have identified the most significant risks facing their operations,
- A group risk register is now in place that includes those areas that need to be monitored at a Group level.

EXTERNAL GOVERNANCE

- Compliance with the requirements of King III, the listing rules of the BSE (Botswana Stock Exchange) and applicable Local Legislation and Regulations are well covered by way of check lists which are adequately reported in this integrated report,
- In continuation of its compliance with King III the Group has recently completed the evaluation of its Chairman, Company Secretary, Directors and Board Sub Committees. The methodology adopted was assessment by way of questionnaires which will progress over a three-year period to a third-party independent assessment,
- A Botswana Code of Corporate Governance (PULA Code) has been produced by BAOA (Botswana Accounting Oversight Authority) and in view of potential overlaps with King III contact has been initiated to determine how this could impact our business.

INTERNAL POLICIES AND PROCEDURES

- Whilst standard operating procedures are adhered to there are certain areas within the Group where formal documentation is outstanding. This is being addressed by Internal Audit as documented procedures are necessary to provide a clear methodology to be completed in a uniform and approved manner across the group,
- A formal documented matrix covering the delegation of authority and approval limits applicable to operational transactions and decisions required for the management of the group's operations was approved by the board and implemented across the group.

The Audit committee once again extends its thanks to the internal auditor, Graham Clark, for the work he has carried out during the last financial year. The group continue to make significant progress in complying with the King III requirements in the areas of governance and anticipate being fully compliant in the current financial year.

His re-appointment for a further twelve (12) months has been confirmed.

ANNUAL FINANCIAL STATEMENTS

Having reviewed the annual financial statements for the period to 28th February 2023 the committee have satisfied themselves that they comply, in all material aspects with the requirements of both the Companies Act and the relevant International Financial Reporting Standards (IFRS).

The committee has recommended adoption of the annual financial statements by the Board which has subsequently been approved and will be open for discussion at the forthcoming annual general meeting.

CONCLUSION

The return of the Company to profitability, following the global pandemic, bears testimony to the strategic planning and internal controls which, coupled with the expertise and commitment of a loyal workforce made this possible in a relatively short period of time.

John Bescoby
Chairman

ENVIRONMENTAL REPORT

Chobe is privileged to operate in some of the last unspoilt areas on earth, the protection of these being fundamental to our business. We are subject to the provisions of both the areas' overarching Management Plans and our own Environmental Management Plans which have been approved by the Department of Environmental Affairs.

WATER

Operating in semi-arid areas Chobe limits water extraction through messaging, using the low flow technology and monitoring the complete water system. To protect our environment, we also ensure the appropriate treatment of wastewater. Where required appropriate above-ground Sewage Treatment Plants are operated. Systems in use include; Scarab (biological activated sludge), Ecorock (biological with passive aeration), Biorock (biological with passive aeration), Siyageza (Biological extended aeration), Clarus Fusion (biological utilizing both aerobic and anaerobic processes.)

ENERGY

Whilst some of Chobe's properties are connected to the Botswana Power Corporation grid, our remote camps and lodges generate their own electricity through either diesel generators or solar power. It is the Group's intention that all electricity used at our remote camps and lodges will be generated by solar power within the next five years.

Solar Arrays

Property	Year installed	Photovoltaic size	Battery type	Battery capacity
Chobe Game Lodge	2017	102 kW	N/A	N/A
Camp Okavango	2016	83 kW	Lithium Ion	300 kWh
Savute Safari Lodge	2018	110 kW	Lithium Ion	300 kWh
Kanana	2017	63 kW	Lead acid	6500 Ah
Shinde	2020	65 kW	Lithium Ion	300 kWh
Footsteps	2019	3.3 kW	Lithium	18 kWh

SOLID WASTE

All solid waste is removed from our remote camps and lodges for appropriate disposal by registered Waste Collectors in Council waste facilities.

OUR COMMUNITIES

At Chobe Holdings Limited we believe in creating shared value through our integrated approach of investing in wildlife, investing in people and investing in Botswana. We do this by developing meaningful and longstanding relationships with communities, organisations and programmes in line with the values of Botswana's Vision 2036.

Geographically the primary areas we support are those areas in which Chobe operates, North-West, Chobe and Central Districts, although Chobe also support national causes.

Funding for Corporate Social Responsibility programmes is dispersed from Group treasury, but is accounted for at subsidiary level.

KER & DOWNEY BOTSWANA AND BANA BA LETSATSI HAVE A LONG-STANDING RELATIONSHIP OF 12 YEARS THAT SEES THE COMPANY SPENDING A MINIMUM OF

BWP 250,000 ANNUALLY ON OPERATIONAL COSTS

FOR THE ORGANISATION.

INVESTMENT IN WILDLIFE

PSUB Herbarium

Desert & Delta Safaris has been an supporter, since their 2016/17 financial year, of the Peter Smith University of Botswana Herbarium which is housed at The Okavango Research Institute and dedicated to the study of wetlands and adjacent drylands. The company has been donating BWP 50,000 annually to go towards research and collection of data. It is important for the company to invest in caring for the very environment from which it runs its business. More than that, Desert & Delta Safaris is committed to investing in education, knowledge and understanding of the Okavango Delta environment including its people and the data Mobilization Project with Herbarium will ensure that.

INVESTMENT IN PEOPLE

By investing in people, both staff and communities, we have developed an innovative and integrated corporate social responsibility programme which is coupled to community development initiatives, where possible in support of government programmes.

Bana Ba Letsatsi

Bana Ba Letsatsi offers a range of programs to support, encourage, rehabilitate, and empower children who have been orphaned, or are at risk of being failed by adults, adult-driven systems, and institutions. The Centre assists children with programs implemented in line with their needs, including: counselling, home visits, skills development, informal education, reintroduction to formal education, daily meals, clothing, shelter, transportation, medical attention, and hygiene facilities. Bana Ba Letsatsi currently serves 145 children.

Ker & Downey Botswana and Bana Ba Letsatsi have a long-standing relationship of 12 years that sees the company spending a minimum of BWP 250,000 annually on operational costs for the organisation. This is made possible by the company's family package that has been designed to contribute towards funding Bana Ba Letsatsi. This support has been a fundamental to the on-going, much needed operations of Bana Ba Letsatsi.

THE PARTNERSHIP BETWEEN MATHIBA I MEMORIAL SCHOOL AND KER & DOWNEY BOTSWANA BECAME OFFICIAL WITH THE ADOPTION OF THE SCHOOL IN 2019. RECENTLY DESERT & DELTA SAFARIS HAS ALSO BEEN INCLUDED IN THIS PARTNERSHIP.

CHOBE HOLDINGS HAS SPENT OVER

BWP 500,000 ON THE SCHOOL

IN ITS EFFORTS TO SUPPORT EDUCATION.

DESERT & DELTA SAFARIS HAS BEEN A HUGE SUPPORTER OF POLOKONG ELDERLY CARE CENTRE, AS THEY RECOGNISE THE IMPORTANCE OF HAVING SUCH AN INSTITUTION THAT TAKES CARE OF THOSE WHO HAVE HAD A HAND IN BUILDING OUR COMMUNITY. DESERT & DELTA SAFARIS HAS PLEDGED

BWP 102,000 FOR THE YEAR 2023,

WHICH WILL BE USED BY THE CENTRE TO CONTINUE SUPPORTING THE ELDERLY.

THE LEADERS FOR THE FUTURE PROGRAMME STARTED IN 2016 IN PARTNERSHIP WITH BOTSWANA ACCOUNTANCY COLLEGE WITH THE AIM TO EMPOWER YOUNG BATSWANA INTO MANAGEMENT POSITIONS IN THE CAMPS. THE PROGRAM SUPPORTS ONE STUDENT PER YEAR WITH THE SCHOLARSHIP COVERING 3½ YEARS OF SCHOOLING AMOUNTING TO

BWP 210,000.00 PER STUDENT

FOLLOWED BY 2 YEARS OF EMPLOYMENT.

As Bana Ba Letsatsi grew, they saw it fit to build a new and more modern centre that would fulfil their needs. In addition to the operational costs, Ker & Downey Botswana has pledged its support towards the construction of the Sunshine Hall, the kitchen and eating area of the Centre, also known as 'its heart', a minimum amount of BWP 460,000.00. The COVID-19 Pandemic caused some delays with the build, but Phase 1 has been completed and Phase 2 which incorporates the Sunshine Hall has begun.

OUR COMMUNITIES

LISTED ON THE BOTSWANA STOCK EXCHANGE, CHOBE ENCOURAGES BROAD-BASED PARTICIPATION IN BOTH BOTSWANA'S TOURISM AND FINANCIAL MARKETS. WE ARE DEDICATED TO OUR CORPORATE CITIZENSHIP ACTIVITIES, RESPONSIBLE BUSINESS PRACTICES AND SHARED VALUE PROPOSITION.

WE ARE COMMITTED

TO ENSURING THAT ALL REVENUES ARE REMITTED TO AND TAXED IN BOTSWANA.

Ker & Downey Botswana offers added value to Bana Ba Letsatsi children in the form of offering tourism experiences to the children. This is a once in a lifetime experience and a chance for the children and staff to unwind and enjoy the beauty of the Okavango Delta. Additionally, Ker & Downey Botswana has provided employment to some of the beneficiaries of Bana Ba Letsatsi when they have graduated from the Centre.

Mathiba I Memorial School

The partnership between Mathiba I Memorial school and Ker & Downey Botswana became official with the adoption of the school in 2019. Recently Desert & Delta Safaris has also been included in this partnership.

Mathiba I Memorial School has thus far have benefitted from:

- The purchase of a high-capacity printer as well as the operational costs being covered by the company.
- 40 revision books per subject, school stationary, 10 chalkboards, and 10 stands for the boards have been purchased for the school
- The company has also been a major player in establishing the Preschool at Mathiba I Memorial School through the purchase of Porta-cabin classrooms and furniture along with the materials needed for the children.

Chobe Holdings has spent over BWP 500,000 on the school in its efforts to support education and enable the school to perform to its best ability. All these efforts have borne fruits as the school has improved from a 54% pass rate to a 74% pass and plans are underway to further achieve their set target of 80% in 2023. In an effort to help the school to achieve this goal, Desert & Delta Safaris has launched a tutorial program at the school, bearing all the costs for the wages of the extra lessons, to provide the students who have been struggling in their respective subjects with the help they needed. The program has been welcomed and appreciated by the students and staff and has proven enormously successful as student's marks have shown significant improvement.

40 REVISION BOOKS

PER SUBJECT, SCHOOL STATIONARY,

10 CHALKBOARDS,

AND

10 STANDS FOR THE BOARDS

HAVE BEEN PURCHASED FOR THE SCHOOL

OUR COMMUNITIES

Tsodilo Junior Secondary School
The adoption of Tsodilo Junior Secondary in 2014 has resulted in the company buying school uniforms and stationery for 20 underprivileged children annually so they are comfortable around their peers, setting the mood for a healthy learning environment.

The school receives support during the annual prize giving ceremony, with the company offering an all-expense paid safari experience to the top 10 best performing students in the school, for 10 underprivileged children plus some staff. This has always been a highlight of the year for the children and staff.

Khumaga Village and Primary School
Desert & Delta Safaris has a lodge operating near Khumaga village, and therefore saw it fit to support the community. A bus stop structure was erected and donated to the village and The Village Development Committee has been supported with other resources over the years.

A summary of Desert & Delta Safaris's support includes contributions towards: the annual Independence Day celebrations hosted by the community; the playgroup has been supported with classroom stationary, graduation gowns, and most recently the installation of a water standpipe on the playgroup premises; staff are employed from the village; two candidates have been selected from Khumaga village to participate in the "Leaders for the Future" programme that offers scholarships to study at tertiary level; the Primary School has received floating trophies to use at their prize giving ceremonies; gifts are bought for the best performing students at the prize giving ceremony; and a highlight in the school calendar is the career fair which Desert & Delta Safaris hosts at their lodge for the Standard 7 students where different professionals are invited to engage with the children.

Golden Years Age Group
This is an initiative to support the elderly in the community through a financial contribution of BWP 1500 going towards health check-ups and home visits.

Leaders For the Future Programme
The programme started in 2016 in partnership with **Botswana Accountancy College** with the aim to empower young Batswana into management positions in the camps. The program supports one student per year with the scholarship covering 3½ years of schooling amounting to BWP 210,000.00 per student followed by 2 years of employment. During the program the candidates are given a chance to intern at the camps to give them industry experience during their school breaks. The Program has successfully produced two graduates and will see two more candidates graduating in 2023. Whilst the sponsorship continued for existing student throughout the covid years, new scholarships were not awarded.

Sedia Hotel & Glass Recycling Livelihood Project
The Glass Recycling Project is a women's livelihood initiative founded by The Impact Fund through the support and funding of the US Embassy with the goal of operating a sustainable jewelry enterprise through recycled glass. The jewelry will be sold to the local and international tourist markets, generating income for the women involved.

The Sedia Hotel houses the operation. This provides much needed support to the women with regards to rent costs and guests at the hotel can visit the project providing a potential market.

Craft Market
The Sedia Hotel is in the process of renovating a building at the hotel's entrance. This building will allow all things local to be profiled, marketed and sold. This is fabulous for the small craft producer and service providers as marketing and visibility are one of their biggest challenges. This space will allow for craft workshops to be held, basket weavers to showcase their skills, craft works to be sold and 'what to do around Maun' activities to be accessed and sold.

Polokong Elderly Care Centre

Polokong Centre for the Elderly is a community project which started in 2010 in Maun Botswana with the aim of making a difference to disadvantaged elderly people in the community. The objective is to make them feel special so they may live the remainder of their lives in dignity. The centre provides daily meals, clothes, and blankets for those in need, supplementary Nutri meal to boost the immune system of the elderly and any other services needed to make their lives easier.

Desert & Delta Safaris has been a huge supporter of Polokong as they recognise the importance of having such an institution that takes care of those who have had a hand in building our community. Desert & Delta Safaris has pledged BWP 102,000 for the year 2023, which will be used by the centre to continue supporting the elderly specifically with regards to provision of nutri-porridge, cleaning materials and transport.

Junior Rangers Botswana and StartUp4Kids/Aflatoun Programs

Junior Rangers Botswana program is a pioneering environmental education project focusing on children and young adults providing them with the necessary technical, social and design skills in the areas of environmental protection and sustainability that will enable them to participate in shaping the future of our natural resources. The children are taught about specific environmental protection topics in educational units both at schools and in the Maun Educational Wildlife Park. The program also offers nature camps lasting several days where the children can experience exciting activities in nature, deepening their understanding and knowledge. There are currently 125 participants from 9 different local schools that Junior Rangers works with.

Desert & Delta Safaris has partnered with Junior Rangers Botswana and offered to support the activities offered with resources where appropriate. The company has pledged the use of its camping sites, transport around the bush during camp visits, and where possible support with running the camping expeditions. DDS will also offer its professional guides to assist the environmental talks and activities in the schools, sharing their knowledge and experiences with the children.

StartUp4Kids/Aflateen provides social and financial education to vulnerable children, youth, and women in the Maun region to support them with relevant life-skills. Desert & Delta Safaris has partnered with StartUp4Kids to establish a pilot programme at Tsodilo Junior Secondary School to complement the school curriculum and provide kids with additional 21st Century & Life Skills. Aflateen plays an important role in addressing issues faced by young people today. The program works to enhance youth's understanding of money and the markets that increasingly affect them as they become consumers, workers, and producers. The program greatly improves their opportunities for the future, as it prepares young people for a complex and turbulent job market. During the lessons they explore concepts such as age, gender, nationality, ethnicity, socio-economic status, and religion, in addition to the key Aflateen theme of financial education. Desert & Delta Safaris will offer financial assistance to the program to enable them to buy materials such as stationary, run workshops amongst other assistance they may need going forward.

INVESTING IN BOTSWANA

Listed on the **Botswana Stock Exchange,** Chobe encourages broad-based participation in both Botswana's tourism and financial markets. We are dedicated to our corporate citizenship activities, responsible business practices and shared value proposition. We are committed to ensuring that all revenues are remitted to and taxed in Botswana.

A NET DIVIDEND OF

60 THEBE PER SHARE

(2022: NIL) HAS BEEN PROPOSED TO BE PAID TO THE SHAREHOLDERS REGISTERED AS AT CLOSE OF BUSINESS ON 15 JUNE 2023, WITH AN EX-DIVIDEND DATE OF 13 JUNE 2023, FOR PAYMENT ON 27 JUNE 2023. DIVIDENDS ARE SUBJECT TO WITHHOLDING TAX AT VARIOUS RATES IN ACCORDANCE WITH THE BOTSWANA INCOME TAX ACT.

DIRECTORS' REPORT

The Board of Directors has pleasure in submitting its report to the shareholders together with the audited financial statements for the year ended 28 February 2023.

NATURE OF BUSINESS

The Group's principal business is the ownership and operation of photographic safari operations and associated support businesses.

DIRECTORS' RESPONSIBILITY FOR THE FINANCIAL STATEMENTS AND ANNUAL REPORT

In preparing the accompanying financial statements, International Financial Reporting Standards have been used and applied consistently, and reasonable and prudent judgements and estimates have been made. The Board approves any changes in accounting policies and the effects thereof are fully explained in the annual financial statements. The financial statements incorporate full and responsible disclosure in line with the stated accounting philosophy of the Group.

The directors have reviewed the group's budget and cash flow forecast for the year to 29 February 2024. Based on this review, and in light of the current financial position, the directors are satisfied that Chobe Holdings Limited is a going concern and have continued to adopt the going concern basis in preparing the financial statements. The group's external auditors, PricewaterhouseCoopers, have audited the financial statements and their report appears on pages 45 to 51.

STATED CAPITAL

Stated capital consists of 89 439 642 (2022: 89 439 642) ordinary shares of no-par value.

DIRECTORS

The directorate for the year to 28 February 2023 was:

MT Sekgororoane*	(Chairperson)
JA Bescoby*^	
AC Dambe*	
BD Flatt*	
JM Gibson	(Deputy Chairman)
K Ledimo*	
JM Nganunu-Macharia*	
DS Ter Haar*	
AM Whitehouse* ^^	
JK Gibson^	(Chief Executive Officer)
SDS Fernando^^^	(Finance)
L Odumetse	(Managing)

*- non-executive, ^- British, ^^- Australian, ^^^- Sri Lankan

DIVIDENDS

A net dividend of 60 thebe per share (2022: Nil) has been proposed to be paid to the shareholders registered as at close of business on 15 June 2023, with an ex-dividend date of 13 June 2023, for payment on 27 June 2023. Dividends are subject to withholding tax at various rates in accordance with the Botswana Income Tax Act.

The directors wish to bring to the notice of shareholders that there are certain amounts of unclaimed dividends in the company's records. Shareholders are reminded to contact the Transfer Secretaries to claim their outstanding dividends.

APPROVAL OF FINANCIAL STATEMENTS

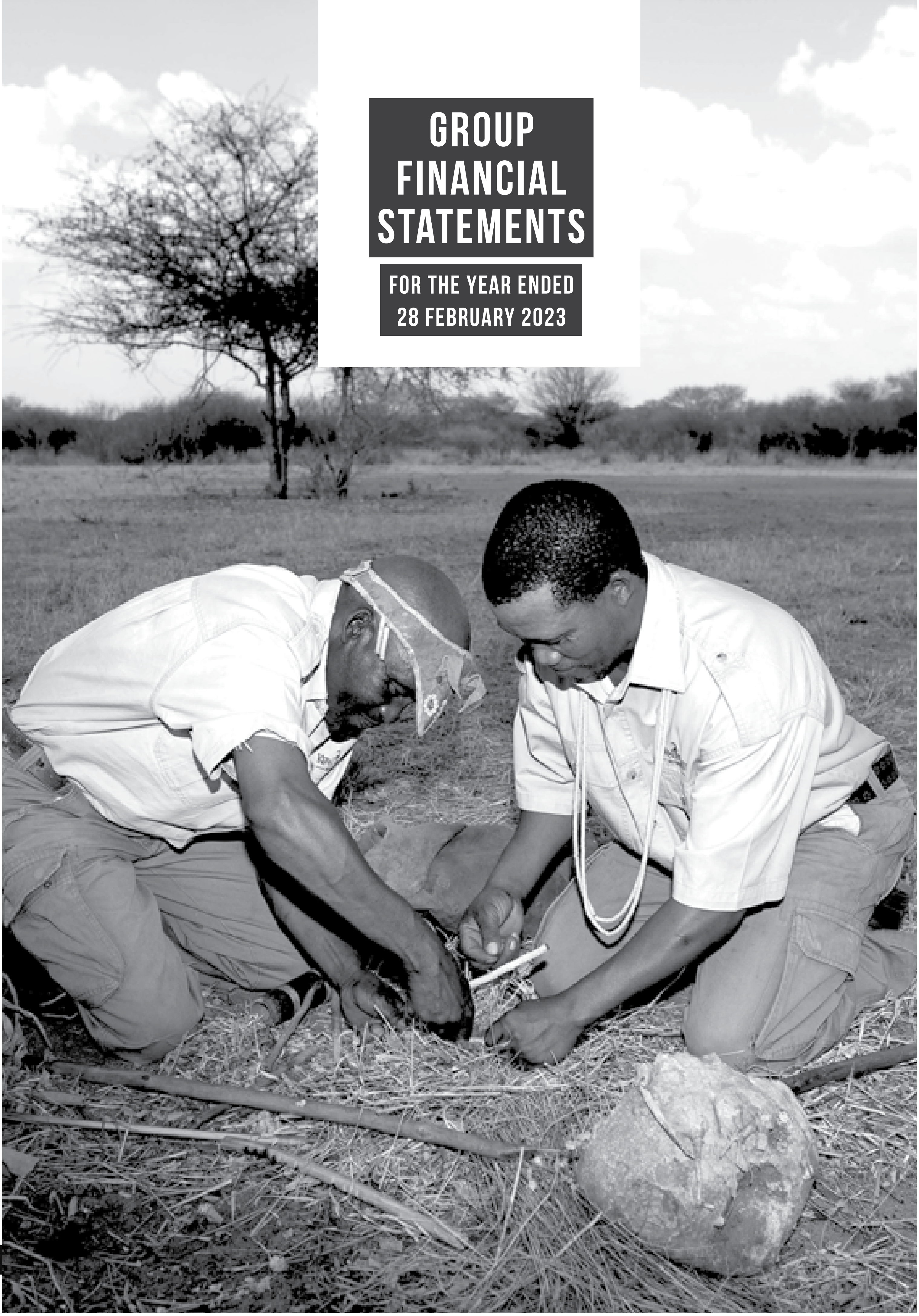
The annual financial statements of the Company and the Group, which appear on pages 52 to 113 were approved by the Board of Directors on 25 May 2023 and are signed on its behalf by:

MT Sekgororoane
Chairperson

J K Gibson
Chief Executive Officer

GROUP FINANCIAL STATEMENTS

FOR THE YEAR ENDED 28 FEBRUARY 2023



INDEPENDENT AUDITOR'S REPORT TO THE SHAREHOLDERS OF CHOBE HOLDINGS LIMITED

Our opinion

In our opinion, the consolidated and separate financial statements give a true and fair view of the consolidated and separate financial position of Chobe Holdings Limited (the "Company") and its subsidiaries (together the "Group") as at 28 February 2023, and of its consolidated and separate financial performance and its consolidated and separate cash flows for the year then ended in accordance with International Financial Reporting Standards.

What we have audited

Chobe Holdings Limited's consolidated and separate financial statements set out on pages 52 to 113 comprise:

- the consolidated and separate statements of financial position as at 28 February 2023;
- the consolidated and separate statements of comprehensive income for the year then ended;
- the consolidated and separate statements of changes in equity for the year then ended;
- the consolidated and separate statements of cash flows for the year then ended; and
- the notes to the financial statements, which include a summary of significant accounting policies.

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 consolidated and separate financial statements* section of our report.

We believe that the audit evidence we have obtained is sufficient and appropriate to provide a basis for our opinion.

Independence

We are independent of the Group in accordance with the *International Code of Ethics for Professional Accountants (including International Independence Standards) (IESBA Code)* issued by the International Ethics Standards Board for Accountants and other independence requirements applicable to performing audits of financial statements in Botswana. We have fulfilled our other ethical responsibilities in accordance with the IESBA Code and other ethical requirements applicable to performing audits of financial statements in Botswana.

PricewaterhouseCoopers, Plot 50371, Fairground Office Park, Gaborone, P O Box 294, Gaborone, Botswana
T: (267) 370 9700, www.pwc.com/bw

Country Senior Partner: R Binedell
Partners: A S Edirisinghe, I D Molebatsi, S K K Wijesena

pwc

Our audit approach

Overview

Overall group materiality

- *Overall group materiality: P 6 782 000, which represents 5% of the consolidated profit before tax.*

Group audit scope

- The Group consists of twenty six subsidiaries and an associate. We performed full scope audits on all financially significant subsidiaries and the Company, and analytical review procedures on the insignificant subsidiaries and associate.

Key Audit Matters

- Impairment assessment of goodwill and non-financial assets.

As part of designing our audit, we determined materiality and assessed the risks of material misstatement in the consolidated and separate financial statements. In particular, we considered where the directors made subjective judgements; for example, in respect of significant accounting estimates that involved making assumptions and considering future events that are inherently uncertain. As in all of our audits, we also addressed the risk of management override of internal controls, including among other matters, consideration of whether there was evidence of bias that represented a risk of material misstatement due to fraud.

Materiality

The scope of our audit was influenced by our application of materiality. An audit is designed to obtain reasonable assurance whether the financial statements are free from material misstatement. Misstatements may arise due to fraud or error. They are considered material if individually or in aggregate, they could reasonably be expected to influence the economic decisions of users taken on the basis of the consolidated financial statements.

Based on our professional judgement, we determined certain quantitative thresholds for materiality, including the overall group materiality for the consolidated financial statements as a whole as set out in the table below. These, together with qualitative considerations, helped us to determine the scope of our audit and the nature, timing and extent of our audit procedures and to evaluate the effect of misstatements, both individually and in aggregate on the financial statements as a whole.

Overall group materiality	*P 6 782 000*
How we determined it	*5% of the consolidated profit before tax.*
Rationale for the materiality benchmark applied	*We chose consolidated profit before tax as the benchmark because, in our view, it is the benchmark against which the performance of the Group is most commonly measured by users and is a generally accepted benchmark. We chose 5% which is consistent with quantitative materiality thresholds used for profit-oriented companies in this sector.*

How we tailored our group audit scope
We tailored the scope of our audit in order to perform sufficient work to enable us to provide an opinion on the consolidated financial statements as a whole, taking into account the structure of the Group, the accounting processes and controls, and the industry in which the Group operates.

The Group consists of twenty six subsidiaries and an associate. The Group audit scope has been determined based on indicators such as contribution to consolidated profit/loss before tax and consolidated revenue from each component. We performed full scope audits on the Company and all financially significant subsidiaries (that is, subsidiaries that engage in tourism related activities and the aircraft maintenance operations), which could individually or in aggregate have a material impact on the consolidated financial statements. Analytical review procedures were performed on insignificant subsidiaries and the associate. All audit work was performed by the group engagement team and did not require involvement of component auditors. This, together with additional procedures performed at the Group level, including testing of consolidation journals and intercompany eliminations, provided us the audit evidence we needed for our opinion on the consolidated financial statements as a whole.

Key audit matters

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

Key audit matter	*How our audit addressed the key audit matter*
***Impairment assessment of goodwill and non-financial assets** (consolidated and separate financial statements)* The Group's customers are predominantly from Europe and North America. These locations were impacted by COVID-19 in the three years preceding the current financial year. The lockdowns, travel restrictions and similar measures put in place by governments regionally and globally in order to restrict the spread of COVID-19 had a debilitating impact on the Group, with customers unable to travel to the Group's lodges, resulting in a significant decline in revenue. While these measures have been lifted both regionally and globally, the economic consequences thereof, together with economic uncertainty resulting from conflict in Europe, may continue to impact on the Group's customer base. Given that the Group operates on fixed term land	We assessed the appropriateness of the valuation model applied by management with reference to market practice and the requirements of IAS 36. We also compared the model to that applied in prior years. We identified no inconsistencies, which would impact on the impairment assessments. For each of the CGUs' impairment assessments performed by the Group and Company, we tested the mathematical accuracy of the value-in-use calculations, recalculated the recoverable amounts for significant CGUs and compared these to the respective net carrying values. Our procedures did not identify any exceptions. We assessed the key judgements used by

Key audit matter	*How our audit addressed the key audit matter*
concession rights, circumstances which may impact the ability and spending power of its customer base, for which the duration and impact cannot be estimated reliably, are considered impairment triggers in terms of International Accounting Standard (IAS) *36 - Impairment of Assets* ("IAS 36"). Accordingly, in addition to the annual assessment assessing goodwill on business combination for impairment, the Group performed impairment assessments of other material non-financial assets such as property, plant and equipment, right-of-use assets and intangible assets at a group level, and of the Company's investments in subsidiaries. Goodwill recognised in the consolidated financial statements arises mostly from acquisition of the operating camps and related lease holding / concessionaire companies. The Group determines the goodwill to be attributable to Cash Generating Units ("CGUs") of the relevant concession which generates independent, separately identifiable cash flows. Therefore, the impairment assessment was performed at the relevant CGUs. The carrying values of the CGUs include property, plant and equipment, right-of-use assets and intangible assets included in the consolidated financial statements. The carrying values of the investments in subsidiaries included in the separate financial statements were compared to the value of related CGUs to perform the impairment assessment for the Company. The Group and Company used cash flow projections to estimate its value-in-use of CGUs. In determining the projected cash flows to be generated by each CGU, the Group applied judgement and made estimates. Some of the key judgements and estimates include: • Sustainable base occupancy levels; • Occupancy growth rates; and • Discount rates. With respect to aircrafts which do not form part of any particular CGU, the Group compared the	management in their value-in-use calculations by performing the following procedures: • We agreed the cash flow projections to the approved financial budgets used by the Group and Company to manage and monitor the performance of the business; • We assessed the reasonableness of the future cash flow forecasts by comparing historical forecasts to the related actual results and noted no material differences, which would indicate that forecasts are unreasonable; • We assessed the reasonability of the occupancy base levels and growth rates by comparing these with actual performance achieved in prior years and performance achieved by similar camps in the Group. We found no material inconsistencies; • We assessed the reasonability of the forecast period by comparing it to remaining land concession right periods, and found no matters requiring further consideration; and • We calculated an independent range of discount rates by taking into account independently sourced data such as risk-free rates in the market, country risk premium, cost of debt, market risk premium, beta of comparable companies, capital structure of the industry's comparable companies and other macro-economic inputs. We compared our independently calculated discount rates to the discount rates used by management and found that the discount rates used by management fell within range. For aircraft, we compared the Group's estimated market values to estimated selling prices obtained from external sources, and noted no material differences.

Key audit matter	*How our audit addressed the key audit matter*
carrying values against their estimated selling price at year-end to identify any impairment which should be recognised. Based on the Group's and Company's assessments of the non-financial assets, as well as the underlying operations of the respective subsidiaries, no impairment provisions were required to be recognised. The impairment assessment of goodwill and non-financial assets is considered to be a matter of most significance to the current year audit due to the level of judgement and assumptions made by management in determining future cash flows and the magnitude of the non-financial assets recorded in the consolidated and separate financial statements as at 28 February 2023. Refer to the following disclosures in the consolidated and separate financial statements for detail: • Critical accounting estimates and assumptions - Note 2 - Impairment of assets: (a) Goodwill impairment assessment; and (b) Impairment assessment of non-financial assets other than goodwill; • Note 9 – Property, plant and equipment; • Note 10 – Goodwill; • Note 11 – Intangible assets; • Note 13 – Investments in subsidiaries; and • Note 24 – Right-of-use asset.	

Other information

The directors are responsible for the other information. The other information comprises the information included in the document titled "*Chobe Holdings Limited Group Financial Statements for the Year Ended 28 February 2023*", which we obtained prior to the date of this auditor's report, and the other sections of the document titled "*Chobe Holdings Limited Integrated Report 2023*", which is expected to be made available to us after that date. The other information does not include the consolidated or the separate financial statements and our auditor's report thereon.

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

In connection with our audit of the consolidated and separate financial statements, our responsibility is to read the other information identified above and, in doing so, consider whether the other information is materially inconsistent with the consolidated and separate financial statements or our knowledge obtained in the audit, or otherwise appears to be materially misstated.

If, based on the work we have performed on the other information that we obtained prior to the date of this auditor's report, 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 consolidated and separate financial statements

The directors are responsible for the preparation of the consolidated and separate financial statements that give a true and fair view in accordance with International Financial Reporting Standards and for such internal control as the directors determine is necessary to enable the preparation of consolidated and separate financial statements that are free from material misstatement, whether due to fraud or error.

In preparing the consolidated and separate financial statements, the directors are responsible for assessing the Group and 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 Group and/or the Company or to cease operations, or have no realistic alternative but to do so.

Auditor's responsibilities for the audit of the consolidated and separate financial statements

Our objectives are to obtain reasonable assurance about whether the consolidated and separate 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 consolidated and separate 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 consolidated and separate 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 Group's and 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 Group's and 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 consolidated and separate 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 Group and/or Company to cease to continue as a going concern.
- Evaluate the overall presentation, structure and content of the consolidated and separate financial statements, including the disclosures, and whether the consolidated and separate financial statements represent the underlying transactions and events in a manner that achieves fair presentation.
- Obtain sufficient appropriate audit evidence regarding the financial information of the entities or business activities within the group to express an opinion on the consolidated financial statements. We are responsible for the direction, supervision and performance of the group audit. We remain solely responsible for our audit opinion.

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 consolidated and separate 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.

PricewaterhouseCoopers

PricewaterhouseCoopers
Firm of Certified Auditors
Practicing Member: Rudi Binedell (CAP003 2023)

30 May 2023
Gaborone

CONSOLIDATED AND SEPARATE STATEMENTS OF COMPREHENSIVE INCOME

for the year ended 28 February 2023

		GROUP		COMPANY	
	Notes	2023 P '000s	2022 P '000s	2023 P '000s	2022 P '000s
Revenue	1	410,917	118,336	-	-
Other operating income	2	17,070	7,134	17	-
Cost of inventories consumed / sold		(54,901)	(23,164)	-	-
Employee benefit expenses	5	(84,508)	(51,079)	-	-
Depreciation and amortisation	9,11,24	(38,063)	(39,809)	-	-
Impairment of investment in associate		-	-	(477)	(969)
Reversal of impairment / (impairment) of investment in subsidiary		-	-	1,026	(948)
Other operating expenses	3	(110,634)	(58,546)	(2,403)	(1,554)
Operating profit /(loss)		139,881	(47,128)	(1,837)	(3,471)
Finance income	4	923	130	431	465
Finance cost	4	(4,238)	(3,862)	(472)	(376)
Share of net loss of associates accounted for using the equity method		(935)	(969)	-	-
Profit / (loss) before income tax		135,631	(51,829)	(1,878)	(3,382)
Income tax	6	(31,045)	9,380	-	-
Profit / (loss) for the year		**104,586**	**(42,449)**	**(1,878)**	**(3,382)**
Other comprehensive income					
Items that may be reclassified to profit or loss					
Exchange differences on translation of foreign operations		(335)	216	-	-
Other comprehensive income for the year, net of tax		**(335)**	**216**	**-**	**-**
Total comprehensive income /(loss) for the year		**104,251**	**(42,233)**	**(1,878)**	**(3,382)**
Profit /(loss) attributable to:					
Owners of the parent		104,613	(42,351)		
Non-controlling interests		(27)	(98)		
		104,586	(42,449)		
Total comprehensive income /(loss) attributable to:					
Owners of the parent		104,278	(42,135)		
Non-controlling interests		(27)	(98)		
		104,251	(42,233)		
Profit /(loss) per share attributable to the equity holders of the company during the year.					
Basic and diluted profit /(loss) per share (thebe)	**7**	**116.96**	**(47.35)**		

CONSOLIDATED AND SEPARATE STATEMENTS OF FINANCIAL POSITION

as at 28 February 2023

		GROUP		COMPANY	
	Notes	2023 P '000s	2022 P '000s	2023 P '000s	2022 P '000s
ASSETS					
Non-current assets					
Property, plant and equipment	9	216,573	213,482	-	-
Right-of-use assets	24	28,087	32,502	-	-
Goodwill	10	67,963	54,227	-	-
Intangible assets	11	60,710	64,725	-	-
Investment in associate	12	-	935	-	477
Investments in subsidiaries	13	-	-	101,627	100,601
Amounts due from subsidiaries	13	-	-	6,773	8,008
Deferred income tax assets	18	8,228	24,061	-	-
		381,561	**389,932**	**108,400**	**109,086**
Current assets					
Inventories	14	12,168	11,142	-	-
Trade and other receivables	15	23,276	9,393	-	250
Current tax receivable		2,747	3,613	426	469
Cash and cash equivalents	16	131,009	17,535	171	256
		169,200	**41,683**	**597**	**975**
Total assets		**550,761**	**431,615**	**108,997**	**110,061**
EQUITY					
Stated capital	17	102,899	102,899	102,899	102,899
Foreign currency translation reserve		(1,441)	(1,106)	-	-
Other reserves	8	7,295	5,486	-	-
Retained earnings / (accumulated loss)		259,044	156,240	(4,326)	(2,448)
		367,797	263,519	98,573	100,451
Non-controlling interest		734	761	-	-
Total equity		**368,531**	**264,280**	**98,573**	**100,451**
LIABILITIES					
Non-current liabilities					
Deferred income tax liabilities	18	18,147	14,639	-	-
Lease liabilities	25	42,060	46,594	-	-
Amounts due to subsidiaries	13	-	-	7,905	7,292
		60,207	**61,233**	**7,905**	**7,292**
Current liabilities					
Current tax liabilities		9,340	515	-	-
Bank overdraft	16	-	12,519	-	-
Borrowings		190	-	-	-
Advance travel receipts	19	57,813	52,850	-	-
Lease liabilities	25	4,461	4,037	-	-
Trade and other payables	20	50,219	36,181	2,519	2,318
		122,023	**106,102**	**2,519**	**2,318**
Total liabilities		**182,230**	**167,335**	**10,424**	**9,610**
Total equity and liabilities		**550,761**	**431,615**	**108,997**	**110,061**

CONSOLIDATED AND SEPARATE STATEMENTS OF CHANGES IN EQUITY

for the year ended 28 February 2023

	Attributable to equity holders of the company				Non-controlling interest	Total
GROUP	**Stated Capital**	**Retained earnings**	**Other reserves***	**Foreign currency translation reserve**		
	P '000s	**P '000s**	**P '000s**	**P '000s**	**P '000s**	**P '000s**
Year ended 28 February 2022						
Balance at 1 March 2021	**102,899**	**198,969**	**5,108**	**(1,322)**	**859**	**306,513**
Loss for the year	-	(42,351)	-	-	(98)	(42,449)
Transfers from retained earnings	-	(378)	378	-	-	-
Other comprehensive income						
Exchange differences on translation of foreign operations, net of tax	-	-	-	216	-	216
Total comprehensive loss for the year	**-**	**(42,729)**	**378**	**216**	**(98)**	**(42,233)**
Balance at 28 February 2022	**102,899**	**156,240**	**5,486**	**(1,106)**	**761**	**264,280**
Year ended 28 February 2023						
Balance at 1 March 2022	**102,899**	**156,240**	**5,486**	**(1,106)**	**761**	**264,280**
Profit for the year	-	104,613	-	-	(27)	104,586
Transfers from retained earnings	-	(1,809)	1,809	-	-	-
Other comprehensive income						
Exchange differences on translation of foreign operations, net of tax	-	-	-	(335)	-	(335)
Total comprehensive income for the year	**-**	**102,804**	**1,809**	**(335)**	**(27)**	**104,251**
Balance at 28 February 2023	**102,899**	**259,044**	**7,295**	**(1,441)**	**734**	**368,531**

** Refer note 8 for details of other reserves.*

CONSOLIDATED AND SEPARATE STATEMENTS OF CHANGES IN EQUITY

for the year ended 28 February 2023

COMPANY	Stated Capital	Retained earnings / (accumulated losses)	Total
	P '000s	P '000s	P '000s
Year ended 28 February 2022			
Balance at 1 March 2021	**102,899**	**934**	**103,833**
Loss for the year	-	(3,382)	(3,382)
Total comprehensive loss for the year	**-**	**(3,382)**	**(3,382)**
Balance at 28 February 2022	**102,899**	**(2,448)**	**100,451**
Year ended 28 February 2023			
Balance at 1 March 2022	**102,899**	**(2,448)**	**100,451**
Loss for the year	-	(1,878)	(1,878)
Total comprehensive loss for the year	**-**	**(1,878)**	**(1,878)**
Balance at 28 February 2023	**102,899**	**(4,326)**	**98,573**

CONSOLIDATED AND SEPARATE STATEMENTS OF CASH FLOWS

for the year ended 28 February 2023

	GROUP		COMPANY	
	2023 P '000s	2022 P '000s	2023 P '000s	2022 P '000s
Operating activities:				
Cash generated from / (used in) operations (note 21)	179,898	6,778	(1,935)	(1,335)
Interest paid (note 4)	(1,041)	(416)	(472)	(376)
Income tax (paid) / refunds received	(2,020)	(5,693)	43	(46)
Net cash generated from / (used in) operating activities	176,837	669	(2,364)	(1,757)
Investing activities:				
Payment for property, plant and equipment ("PPE") (note 9)	(28,179)	(6,790)	-	-
Payment for acquisition of subsidiary (note 31)	(17,770)	-	-	-
Proceeds from sale of PPE	1,434	2,459	-	-
Proceeds from sale of assets held for disposal	-	11,251	-	-
Amounts paid to subsidiaries	-	-	(6,462)	(644)
Amounts received from subsidiaries	-	-	8,310	1,963
Interest received (note 4)	923	130	431	465
Net cash generated from / (used in) investing activities	(43,592)	7,050	2,279	1,784
Financing activities:				
Proceeds from borrowings	20,000	-	-	-
Repayment of borrowings	(19,810)	-	-	-
Lease rentals paid - interest portion (note 25)	(3,197)	(3,446)	-	-
Lease rentals paid - capital portion (note 25)	(4,245)	(3,586)	-	-
Net cash used in financing activities	(7,252)	(7,032)	-	-
Net increase / (decrease) in cash and cash equivalents	125,993	687	(85)	27
Movement in cash and cash equivalents				
At beginning of year	5,016	4,329	256	229
Increase / (decrease) in the year	125,993	687	(85)	27
At end of year	131,009	5,016	171	256
Represented by:				
Cash and cash equivalents (note 16)	131,009	5,016	171	256

SUMMARY OF SIGNIFICANT ACCOUNTING POLICIES

for the year ended 28 February 2023

The principal accounting policies applied in the preparation of these group and company financial statements are set out below. These policies have been consistently applied to all the years presented, unless otherwise stated.

The financial statements were authorised for issue by the Board of Directors on 25 May 2023.

1. Basis of preparation

The annual financial statements have been prepared in accordance with, and in compliance with, International Financial Reporting Standards ("IFRS") and International Financial Reporting Interpretations Committee ("IFRIC") interpretations issued and effective at the time of preparing these financial statements and the Companies Act of Botswana. The financial statements have been prepared under the historical cost convention, unless otherwise stated in the accounting policies which follow and incorporate the principal accounting policies set out below. Amounts are rounded to the nearest thousands.

The financial statements have been prepared on the going concern basis.

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 group's accounting policies. The areas involving a higher degree of judgement or complexity, or areas where assumptions and estimates are significant to the group financial statements are disclosed in a separate section of the financial statements.

(a) International Financial Reporting Standards and amendments effective for the first time for 28 February 2023 year-end

Annual improvements cycle 2018 -2020 (Effective for annual periods beginning on or after 1 January 2022).

- IFRS 1, 'First time adoption of IFRS' has been amended for a subsidiary that becomes a first-time adopter after its parent. The subsidiary may elect to measure cumulative translation differences for foreign operations using the amounts reported by the parent at the date of the parent's transition to IFRS.

- IFRS 9, 'Financial Instruments' has been amended to include only those costs or fees paid between the borrower and the lender in the calculation of "the 10% test" for derecognition of a financial liability. Fees paid to third parties are excluded from this calculation.

- IFRS 16, 'Leases', amendment to the Illustrative Example 13 that accompanies IFRS 16 to remove the illustration of payments from the lessor relating to leasehold improvements. The amendment intends to remove any potential confusion about the treatment of lease incentives.

- IAS 41, 'Agriculture' has been amended to align the requirements for measuring fair value with those of IFRS 13. The amendment removes the requirement for entities to exclude cash flows for taxation when measuring fair value.

The impact of the amendment is not material.

Amendments to IAS 37 Onerous Contracts—Cost of Fulfilling a Contract (Effective for annual periods beginning on or after 1 January 2022).

The amendment clarifies which costs an entity includes in assessing whether a contract will be loss-making. This assessment is made by considering unavoidable costs, which are the lower of the net cost of exiting the contract and the costs to fulfil the contract. The amendment clarifies the meaning of 'costs to fulfil a contract'. Under the amendment, costs to fulfil a contract include incremental costs and the allocation of other costs that relate directly to fulfilling the contract.

The impact of the amendment is not material.

1. BASIS OF PREPARATION [CONTINUED]

Amendments to IAS 16 Property, Plant and Equipment: Proceeds before Intended Use (Effective for annual periods beginning on or after 1 January 2022).

The amendment to IAS 16 prohibits an entity from deducting from the cost of an item of PPE any proceeds received from selling items produced while the entity is preparing the asset for its intended use (for example, the proceeds from selling samples produced when testing a machine to see if it is functioning properly). The proceeds from selling such items, together with the costs of producing them, are recognised in profit or loss.

The impact of the amendment is not material.

Amendment to IFRS 3, 'Business combinations': Asset or liability in a business combination clarity (Effective for annual periods beginning on or after 1 January 2022).

The Board has updated IFRS 3, 'Business combinations', to refer to the 2018 Conceptual Framework for Financial Reporting, in order to determine what constitutes an asset or a liability in a business combination.

In addition, the Board added a new exception in IFRS 3 for liabilities and contingent liabilities. The exception specifies that, for some types of liabilities and contingent liabilities, an entity applying IFRS 3 should instead refer to IAS 37, 'Provisions, Contingent Liabilities and Contingent Assets', or IFRIC 21, 'Levies', rather than the 2018 Conceptual Framework.

The Board has also clarified that the acquirer should not recognise contingent assets, as defined in IAS 37, at the acquisition date.

The impact of the amendment is not material.

b) International Financial Reporting Standards, amendments and interpretations issued but not effective for 28 February 2023 year-end

IFRS 17, 'Insurance contracts'. (Effective for annual periods beginning on or after 1 January 2023).

The IASB issued IFRS 17, 'Insurance contracts', and thereby started a new epoch of accounting for insurers. Whereas the current standard, IFRS 4, allows insurers to use their local GAAP, IFRS 17 defines clear and consistent rules that will significantly increase the comparability of financial statements. For insurers, the transition to IFRS 17 will have an impact on financial statements and on key performance indicators.

Under IFRS 17, the general model requires entities to measure an insurance contract at initial recognition at the total of the fulfilment cash flows (comprising the estimated future cash flows, an adjustment to reflect the time value of money and an explicit risk adjustment for non-financial risk) and the contractual service margin. The fulfilment cash flows are remeasured on a current basis each reporting period. The unearned profit (contractual service margin) is recognised over the coverage period.

Aside from this general model, the standard provides, as a simplification, the premium allocation approach. This simplified approach is applicable for certain types of contract, including those with a coverage period of one year or less.

For insurance contracts with direct participation features, the variable fee approach applies. The variable fee approach is a variation on the general model. When applying the variable fee approach, the entity's share of the fair value changes of the underlying items is included in the contractual service margin. As a consequence, the fair value changes are not recognised in profit or loss in the period in which they occur but over the remaining life of the contract.

It is unlikely the amendment will have a material impact on the group's consolidated and separate financial statements.

IFRS 17, Insurance contracts Amendments (Effective for annual periods beginning on or after 1 January 2023).

In response to some of the concerns and challenges raised, the Board developed targeted amendments and a number of proposed clarifications intended to ease implementation of IFRS 17, simplify some requirements of the standard and ease transition. The amendments relate to eight areas of IFRS 17, and they are not intended to change the fundamental principles of the standard or unduly disrupt implementation already underway.

It is unlikely the amendment will have a material impact on the group's consolidated and separate financial statements.

Amendment to IAS 1 'Presentation of Financial Statements' on Classification of Liabilities as Current or Non-current (Effective for annual periods beginning on or after 1 January 2023).

The amendment clarifies that liabilities are classified as either current or non-current, depending on the rights that exist at the end of the reporting period. A number of requirements are required to be met in conjunction with this amendment.

It is unlikely the amendment will have a material impact on the group's consolidated and separate financial statements.

Amendments to IAS 12, Income Taxes: Deferred Tax related to Assets and Liabilities arising from a Single Transaction (Effective for annual periods beginning on or after 1 January 2023).

The amendments require companies to recognise deferred tax on transactions that, on initial recognition give rise to equal amounts of taxable and deductible temporary differences.

It is unlikely the amendment will have a material impact on the group's consolidated and separate financial statements.

Narrow scope amendments to IAS 1 'Presentation of Financial Statements', Practice statement 2 and IAS 8 'Accounting Policies, Changes in Accounting Estimates and Errors' (Effective for annual periods beginning on or after 1 January 2023).

The amendments aim to improve accounting policy disclosures and to help users of the financial statements to distinguish changes in accounting policies from changes in accounting estimates.

The group did not early adopt any of these new or amended standards in the current year. The group does not plan to early adopt any of these new or amended standards. It is not expected to have material impact on Group's financial statements.

It is unlikely the amendment will have a material impact on the group's consolidated and separate financial statements.

2. Principles of consolidation and equity accounting

The group financial statements incorporate the financial statements of Chobe Holdings Limited and all its subsidiaries and associate for the year ended 28 February 2023.

(a) Subsidiaries

Subsidiaries are all entities (including structured entities) over which the group has control. The group controls an entity when the group is exposed to, or has rights to, variable returns from its involvement with the entity and has the ability to affect those returns through its power to direct the activities of the entity. Subsidiaries are fully consolidated from the date on which control is transferred to the group. They are deconsolidated from the date that control ceases.

The acquisition method of accounting is used to account for business combinations by the group.

2. PRINCIPLES OF CONSOLIDATION AND EQUITY ACCOUNTING [CONTINUED]

Intercompany transactions, balances and unrealised gains on transactions between group companies are eliminated. Unrealised losses are also eliminated unless the transaction provides evidence of an impairment of the transferred asset. Accounting policies of subsidiaries have been changed where necessary to ensure consistency with the policies adopted by the group.

Non-controlling interests in the results and equity of subsidiaries are shown separately in the consolidated statement of profit or loss, statement of comprehensive income, statement of changes in equity and statement of financial position, respectively.

(b) Associates

Associates are all entities over which the group has significant influence but not control or joint control. This is generally the case where the group holds between 20% and 50% of the voting rights. Investments in associates are accounted for using the equity method of accounting, after initially being recognised at cost.

(c) Equity method

Under the equity method of accounting, the investments are initially recognised at cost and adjusted thereafter to recognise the group's share of the post-acquisition profits or losses of the investee in profit or loss, and the group's share of movements in other comprehensive income of the investee in other comprehensive income. Dividends received or receivable from associates and joint ventures are recognised as a reduction in the carrying amount of the investment.

When the group's share of losses in an equity-accounted investment equals or exceeds its interest in the entity, including any other unsecured long-term receivables, the group does not recognise further losses, unless it has incurred obligations or made payments on behalf of the other entity.

Unrealised gains on transactions between the group and its associates are eliminated to the extent of the group's interest in the associate. Unrealised losses are also eliminated unless the transaction provides evidence of an impairment of the asset transferred. Accounting policies of equity accounted investees have been changed where necessary to ensure consistency with the policies adopted by the group.

The carrying amount of equity-accounted investments is tested for impairment in accordance with the policy described in the significant accounting policy note 7.

(d) Changes in ownership interests

The group treats transactions with non-controlling interests that do not result in a loss of control as transactions with equity owners of the group. A change in ownership interest results in an adjustment between the carrying amounts of the controlling and non-controlling interests to reflect their relative interests in the subsidiary. Any difference between the amount of the adjustment to non-controlling interests and any consideration paid or received is recognised in a separate reserve within equity attributable to owners of the group.

When the group ceases to consolidate or equity account for an investment because of a loss of control or significant influence, any retained interest in the entity is remeasured to its fair value with the change in carrying amount recognised in profit or loss. This fair value becomes the initial carrying amount for the purposes of subsequently accounting for the retained interest as an associate, joint venture or financial asset. In addition, any amounts previously recognised in other comprehensive income in respect of that entity are accounted for as if the group had directly disposed of the related assets or liabilities. This may mean that amounts previously recognised in other comprehensive income are reclassified to profit or loss.

If the ownership interest in an associate is reduced but joint control or significant influence is retained, only a proportionate share of the amounts previously recognised in other comprehensive income are reclassified to profit or loss where appropriate.

(e) Investment in subsidiaries

The company accounts for investments in subsidiaries at cost, which includes transaction costs, less accumulated impairment losses.

Investments in subsidiaries are assessed for impairment when indicators of impairment are identified. Such impairment indicators include, but are not limited to, for example:

- Sustained deterioration in financial results of operations and / or financial position of a subsidiary;
- Changes in the operating environment of a subsidiary, including regulatory and economic changes, market entry by new competitors and
- Inability of a subsidiary to obtain finance required to sustain or expand operations.

Where impairment indicators are identified, the recoverable value of the subsidiary is measured at the lower of realisable value through sale less costs to sell, and value in use. Value in use is the present value of future cash flows expected to be derived from the subsidiary.

Where the recoverable value of a subsidiary is below the carrying amount, the carrying amount is reduced to the recoverable value through an impairment loss charged to the statement of comprehensive income.

Once an impairment loss has been recognised, the company assesses at each year-end date whether there is an indication that the impairment loss previously recognised no longer exists or has decreased. If this is the case, the recoverable value of the subsidiary is remeasured and the impairment loss reversed or partially reversed as may be the case.

The group's financial statements include the financial statements of Chobe Holdings Limited and its following subsidiaries, whose financial year ends are all 28 February:

Caprivi Fly Fishing Safaris (Proprietary) Limited	100%
Chobe Farms Proprietary Limited	66 $^2/_3$%
Chobe Game Lodge Proprietary Limited	100%
Chobe Properties Proprietary Limited	100%
Desert & Delta Safaris Proprietary Limited	100%
Desert & Delta Safaris (SA) (Proprietary) Limited	100%
Ker And Downey (Botswana) Proprietary Limited	100%
Chobe Explorations Proprietary Limited	100%
L. L. Tau Proprietary Limited	100%
Lloyd's Camp Proprietary Limited	100%
The Bookings Company Proprietary Limited	100%
Venstell Proprietary Limited	100%
Moremi Safaris (Proprietary) Limited	100%
Okuti Safaris Proprietary Limited	100%
North West Air Proprietary Limited	100%
Dinaka Safaris Proprietary Limited	100%
Flavoured Properties Proprietary Limited	100%
Ngamiland Horizon Proprietary Limited	100%
Nxamasire Fishing Camp Proprietary Limited	100%
Sunbelly Ventures Proprietary Limited	100%
Xugana Air Proprietary Limited	100%
Kanana Ventures (Proprietary) Limited	100%
Nelie Investments Proprietary Limited	100%
Quadrum Proprietary Limited	100%
Sedia Hotel Proprietary Limited	100%
The African Booking Company Proprietary Limited	100%

(f) Investment in associate

The company accounts for investment in the associate at cost, which includes transaction costs, less accumulated impairment losses.

Group's financial statements include its share of results of its associate company Golden Wrap Proprietary Limited. (22.22%)

3. Foreign currency translation

Functional and presentation currency

Items included in the financial statements of each of the group's entities are measured using the currency of the primary economic environment in which the entity operates (the "functional currency"). The consolidated financial statements are presented in Botswana Pula, which is the Chobe Holding Limited's functional and presentation currency.

Transactions and balances

Foreign currency transactions are translated into the functional currency using the exchange rates prevailing at the dates of the transactions. Foreign exchange gains and losses resulting from the settlement of such transactions and from the translation at year-end exchange rates of monetary assets and liabilities denominated in foreign currencies are recognised in the statement of comprehensive income.

Foreign exchange gains and losses that relate to borrowings and cash and cash equivalents are presented in the income statement within 'finance income or costs'. All other foreign exchange gains and losses are presented in the income statement within 'Other operating income'.

Group companies

The results and financial position of all the group entities (none of which has the currency of a hyperinflationary economy) that have a functional currency different from the presentation currency are translated into the presentation currency as follows:

(i) assets and liabilities for each statement of financial position presented are translated at the closing rate at the reporting date;
(ii) income and expenses for each statement of comprehensive income are translated at average exchange rates (unless this average is not a reasonable approximation of the cumulative effect of the rates prevailing on the transaction dates, in which case income and expenses are translated at the dates of the transactions); and
(iii) all resulting exchange differences are recognised in other comprehensive income.

On consolidation, exchange differences arising from the translation of any net investment in foreign entities, and of borrowings and other financial instruments designated as hedges of such investments, are recognised in other comprehensive income. When a foreign operation is sold or any borrowings forming part of net investment are repaid, the associated exchange differences are reclassified to profit or loss, as part of gain or loss on sale.

Goodwill and fair value adjustments arising on the acquisition of a foreign operations are treated as assets and liabilities of the foreign operation and translated at the closing rate. Exchange differences arising are recognised in other comprehensive income.

4. Property, plant and equipment

Property, plant and equipment is stated at historical cost less accumulated depreciation and any accumulated impairment losses. Historical cost includes expenditure that is directly attributable to the acquisition of the items.

Subsequent costs are included in the asset's 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 group and the cost of the item can be measured reliably. The carrying amount of the replaced part is derecognised.

Depreciation of an asset commences when it is available for use as intended by the management. Depreciation is recorded as a charge to statement of comprehensive income and calculated on the straight-line method to write off the cost of each asset to their residual values over their estimated useful lives as follows:

Aircraft frame	- 4%
Aircraft engine and propellers	- number of hours flown
Leasehold improvements	- over the period of the lease
Furniture and fittings	- 10% - 15%
Machinery and equipment	- 15% - 25%
Motor vehicles and motorboats	- 12.5% - 25%
Freehold land	- At cost
Capital work in progress	- At cost
Game animals	- At cost

The game animals were acquired through the acquisition of a Private game reserve. Management performed a count of the different species on acquisition. The group's main purpose is the conservation of a representative system of biodiversity, landscape and scenery under its management. The group does not manage the process of growth, degeneration, production and procreation of these game animals. Further, none of these animals will be sold. Therefore, group recognises game animals under property, plant and equipment rather than inventory or agriculture produce.

Accordingly, the group accounts for these animals at cost. As the animals regenerate, the residual value will always be in excess of cost and hence no depreciation is charged to the income statement.

The group will however impair any Species of animals if these are struck by a calamity and a fair estimate can be made of the resulting impact.

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

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 disposal of property, plant and equipment are determined by comparing the proceeds with the carrying amount and are taken into account in determining operating profit.

Repairs and maintenance are charged to the statement of comprehensive income during the financial period in which they are incurred.

The cost of major renovations is included in the carrying amount of the asset when it is probable that future economic benefits in excess of the originally assessed standard of performance of the existing asset will flow to the group. Major renovations are depreciated over the remaining useful life of the related asset. The associated initial costs capitalised are de-recognised, where these are identifiable. Capital work-in-progress is recognised at cost and not depreciated. Once the related asset is available for use, related cost will be transferred to the relevant asset category.

5. Business combinations

The acquisition method of accounting is used to account for all business combinations, regardless of whether equity instruments or other assets are acquired. The consideration transferred for the acquisition of a subsidiary comprises the:
- fair values of the assets transferred
- liabilities incurred to the former owners of the acquired business
- equity interests issued by the group
- fair value of any asset or liability resulting from a contingent consideration arrangement, and
- fair value of any pre-existing equity interest in the subsidiary.

Identifiable assets acquired and liabilities and contingent liabilities assumed in a business combination are, with limited exceptions, measured initially at their fair values at the acquisition date. The group recognises any non-controlling interest in the acquired entity on an acquisition-by-acquisition basis either at fair value or at the non-controlling interest's proportionate share of the acquired entity's net identifiable assets.

Acquisition-related costs are expensed as incurred.

The excess of the
- consideration transferred,
- amount of any non-controlling interest in the acquired entity, and
- acquisition-date fair value of any previous equity interest in the acquired entity over the fair value of the net identifiable assets acquired is recorded as goodwill. If those amounts are less than the fair value of the net identifiable assets of the business acquired, the difference is recognised directly in profit or loss as a bargain purchase.

Where settlement of any part of cash consideration is deferred, the amounts payable in the future are discounted to their present value as at the date of exchange. The discount rate used is the entity's incremental borrowing rate, being the rate at which a similar borrowing could be obtained from an independent financier under comparable terms and conditions.

Contingent consideration is classified either as equity or a financial liability. Amounts classified as a financial liability are subsequently remeasured to fair value with changes in fair value recognised in profit or loss.

If the business combination is achieved in stages, the acquisition date carrying value of the acquirer's previously held equity interest in the acquiree is remeasured to fair value at the acquisition date. Any gains or losses arising from such remeasurement are recognised in profit or loss.

6. Intangible assets

(a) Goodwill
Goodwill is measured as described in the accounting policy "Business combinations". Goodwill on acquisitions of subsidiaries is included in intangible assets. Goodwill is not amortised but it is tested for impairment annually, or more frequently if events or changes in circumstances indicate that it might be impaired, and is carried at cost less accumulated impairment losses. Gains and losses on the disposal of an entity include the carrying amount of goodwill relating to the entity sold.

Goodwill is allocated to cash-generating units for the purpose of impairment testing. The allocation is made to those cash-generating units or groups of cash-generating units that are expected to benefit from the business combination in which the goodwill arose. The units or groups of units are identified at the lowest level at which goodwill is monitored for internal management purposes, being the operating segments.

(b) Land rights
Separately acquired land rights are shown at historical cost. Land rights acquired in a business combination are recognised at fair value at the acquisition date.

Land rights have a finite useful life ranging from 15 years to 50 years based on the underlying contractual agreement assigning such rights to the consignee and are carried at cost less accumulated amortisation and impairment losses. Amortisation is calculated using the straight-line method to allocate the cost of land rights over their estimated useful lives based on contractual assignment terms.

(c) Brand value and customer relationships
Separately acquired trademarks and licences (together brand value) are shown at historical cost. Trademarks, licenses and customer contracts acquired in a business combination are recognised at fair value at the acquisition date. They have a finite useful life and are subsequently carried at cost less accumulated amortisation and any impairment losses.

7. Impairment of non-financial assets

Goodwill and intangible assets that have an indefinite useful life are not subject to amortisation and are tested annually for impairment, or more frequently if events or changes in circumstances indicate that they might be impaired. Other assets are tested for impairment whenever events or changes in circumstances indicate that the carrying amount may not be recoverable. An impairment loss is recognised for the amount by which the asset's carrying amount exceeds its recoverable amount. The recoverable amount is the higher of an asset's fair value less costs of disposal or value in use. For the purposes of assessing impairment, assets are grouped at the lowest levels for which there are separately identifiable cash inflows which are largely independent of the cash inflows from other assets or groups of assets (cash-generating units). Non-financial assets other than goodwill that suffered an impairment are reviewed for possible reversal of the impairment at the end of each reporting period.

8. Inventories

Inventories are stated at the lower of cost and net realisable value. Cost is determined using the weighted average cost method. It excludes borrowing costs. Net realisable value is the estimated selling price in the ordinary course of business, less applicable variable selling expenses.

9. Financial assets

Classification

The Group classifies its financial assets in the following categories: financial assets at fair value through profit and loss and financial assets at amortised cost. The classification depends on the Group's business model for managing the financial assets and the contractual terms of the cash flows. Management determines the classification of its financial assets at initial recognition and re-evaluates this at every reporting date.

Financial assets at amortised cost are held within a business model whose objective is to collect the contractual cash flows, and that have contractual cash flows that are solely payments of principal and interest on the principal amount outstanding. These are recognised initially at fair value and measured subsequently at amortised cost. They are included in current assets, except for maturities greater than 12 months after the reporting date. These are classified as non-current assets. The group's Financial assets at amortised cost comprise 'trade and other receivables' other than prepayments and 'cash and cash equivalents' in the statement of financial position. Refer to note 10 and 11 under accounting policies for the details of trade and other receivables and cash and cash equivalents.

Recognition and measurement

Regular way purchases and sales of financial assets are recognised on the trade-date, the date on which the group commits to purchase or sell the asset. Investments are initially recognised at fair value plus transaction costs for all financial assets not carried at fair value through profit or loss.

De-recognition of financial assets

The group derecognises a financial asset only when the contractual rights to the cash flows from the asset expire; or it transfers the financial asset and substantially all the risks and rewards of ownership of the asset to another entity. If the group neither transfers nor retains substantially all the risks and rewards of ownership and continues to control the transferred asset, the group recognises its retained interest in the asset and an associated liability for amounts it may have to pay. If the group retains substantially all the risks and rewards of ownership of a transferred financial asset, the group continues to recognise the financial asset and also recognises a collateralised borrowing for the proceeds received.

Offsetting financial instruments

Financial assets and liabilities are offset and the net amount reported in the balance sheet when there is a legally enforceable right to offset the recognised amounts and there is an intention to settle on a net basis or realise the asset and settle the liability simultaneously. The legally enforceable right must not be contingent on future events and must be enforceable in the normal course of business and in the event of default, insolvency or bankruptcy of the company or the counterparty.

Impairment of financial assets – Assets at amortised cost

The Group recognises a loss allowance for expected credit losses on trade and other receivables. The amount of expected credit losses is updated at each reporting date. The Group measures the loss allowance for trade and other receivables which do not contain a significant financing component at an amount equal to lifetime expected credit losses (lifetime ECL).

Evidence of impairment may include indications that the debtors or a group of debtors is experiencing significant financial difficulty, default or delinquency in interest or principal payments, the probability that they will enter bankruptcy or other financial reorganisation, and where observable data indicate that there is a measurable decrease in the estimated future cash flows, such as changes in arrears or economic conditions that correlate with defaults.

The amount of the loss is measured as the difference between the asset's carrying amount and the present value of estimated future cash flows discounted at the financial asset's original effective interest rate. The carrying amount of the asset is reduced and the amount of the loss is recognised in the statement of comprehensive income.

If, in a subsequent period, the amount of the impairment loss decreases and the decrease can be related objectively to an event occurring after the impairment was recognised (such as an improvement in the debtor's credit rating), the reversal of the previously recognised impairment loss is recognised in the consolidated statement of comprehensive income.

Owing to nature of operations of the group, it has limited trade and receivable balances. Group's historical credit loss experience is considered to be immaterial. Having also taken into account of general economic conditions, the expected credit losses on trade and other receivable is estimated to be immaterial.

Write off policy - The Group writes off a receivable when there is information indicating that the counterparty is in severe financial difficulty and there is no realistic prospect of recovery. Any recoveries made are recognised in profit or loss.

10. Trade and other receivables

Trade receivables and amounts due from related parties are amounts due from customers and related parties for merchandise sold or services performed in the ordinary course of business. If collection is expected in one year or less (or in the normal operating cycle of the business if longer), they are classified as current assets. If not, they are presented as non-current assets.

Both Trade receivables and amounts due from related parties are recognised initially at fair value and subsequently measured at amortised cost using the effective interest method, less provision for impairment.

11. Cash and cash equivalents

Cash and cash equivalents include cash on hand, deposits held at call with banks, other short-term highly liquid investments with original maturities of three months or less, and bank overdrafts. Bank overdrafts are included as current liabilities on the statement of financial position.

12. Stated capital and reserves

Ordinary shares are classified as equity and stated at the fair value of the consideration received. Incremental costs directly attributable to the issue of new shares or options are shown in equity as a deduction, net of tax, from the proceeds.

Other reserves comprise of BODDs reserve and Rhino Fund reserve. Both reserves are made up of voluntary contributions made by the customers when booking certain packages and camps. These contributions are recorded as other income and amount spent for the respective activities are expensed. In order to ensure the transparency in managing these funds, group has disclosed the unspent amount at the year-end in other reserves within equity by transferring from / to retained earnings to / from these other reserves.

13. Financial liabilities

Classification

The group classifies its financial liabilities as 'financial liabilities at amortised cost'.

Recognition and measurement

Financial liabilities, including borrowings, are initially measured at fair value, net of transaction costs. Financial liabilities are subsequently measured at amortised cost using the effective interest method, with interest expense recognised on an effective yield basis.

The effective interest method is a method of calculating the amortised cost of a financial liability and of allocating interest expense over the relevant period. The effective interest rate is the rate that exactly discounts estimated future cash payments through the expected life of the financial liability, or, where appropriate, a shorter period.

De-recognition of financial liabilities

The group de-recognises financial liabilities when, and only when, the group's obligations are discharged, cancelled or they expire.

14. Other operating income / expense

Other operating income of the company comprises mainly the dividend income from subsidiaries and it is recognised as follows;

Dividend income
Dividend income is recognised when the right to receive payment is established.

Group's other operating income / expense include the following;

Rental income
Rental income is recognised on an accrual basis in accordance with the substance of the relevant agreements.

Sundry income
Sundry income is recognised on an accrual basis and consists of airstrip service fees and discounts received.

15. Trade and other payables

Trade payables and amounts due to related parties are obligations to pay for goods or services that have been acquired in the ordinary course of business from suppliers and related parties. Accounts payable are classified as current liabilities if payment is due within one year or less (or in the normal operating cycle of the business if longer). If not, they are presented as non-current liabilities.

Both Trade payables and amounts due to related parties are recognised initially at fair value and subsequently measured at amortised cost using the effective interest method.

16. Current and deferred income tax

The income tax expense or credit for the period is the tax payable on the current period's taxable income based on the applicable income tax rate for each jurisdiction adjusted by changes in deferred tax assets and liabilities attributable to temporary differences and to unused tax losses.

The current income tax charge is calculated on the basis of the tax laws enacted or substantively enacted at the reporting date in the countries where the company and its subsidiaries operate and generate taxable income. Management periodically evaluates positions taken in tax returns with respect to situations in which applicable tax regulations is subject to interpretation and establishes provisions where appropriate on the basis of amounts expected to be paid to the tax authorities.

Deferred income tax is provided for in full, using the liability method, on temporary differences arising between the tax bases of assets and liabilities and their carrying amounts for financial reporting purposes. However, deferred tax liabilities are not recognised if they arise from the initial recognition of goodwill. Deferred income tax is also not accounted for if it 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 nor loss. Deferred income tax is determined using tax rates (and laws) that have been enacted or substantially enacted by the balance sheet date and are expected to apply when the related deferred income tax asset is realised or the deferred income tax liability is settled.

Deferred income tax assets are recognised only to the extent that it is probable that future taxable profit will be available against which the temporary differences can be utilised.

Deferred income tax liabilities are provided on temporary differences arising from investments in subsidiaries and associates and joint ventures, except where the timing of the reversal of the temporary difference is controlled by the group and it is probable that the temporary difference will not reverse in the foreseeable future.

Deferred income tax assets are recognised on deductible temporary differences arising from investments in subsidiaries, associates and joint arrangements only to the extent that it is probable the temporary difference will reverse in the future and there is sufficient taxable profit available against which the temporary difference can be utilised.

Deferred income tax assets and liabilities are offset when there is a legally enforceable right to offset current tax assets against current tax liabilities and when the deferred income taxes assets and liabilities relate to income taxes levied by the same taxation authority on either the same taxable entity or different taxable entities where there is an intention to settle the balances on a net basis.

Current and deferred tax is recognised in the statement of comprehensive income, except to the extent that it relates to items recognised in other comprehensive income or directly in equity. In this case, tax is also recognised in other comprehensive income or directly in equity, respectively.

17. Provisions

Provisions for environmental restoration, restructuring costs and legal claims are recognised when the group has a present legal or constructive obligation as a result of past events; it is more likely than not that an outflow of resources will be required to settle the obligation; and the amount has been reliably estimated. Restructuring provisions comprise lease termination penalties and employee termination payments. Provisions are not recognised for future operating losses.

Where there are a number of similar obligations, the likelihood that an outflow will be required in settlement is determined by considering the class of obligations as a whole. A provision is recognised even if the likelihood of an outflow with respect to any one item included in the same class of obligations may be small.

Provisions are measured at the present value of the expenditures expected to be required to settle the obligation using a pre-tax rate that reflects current market assessments of the time value of money and the risks specific to the obligation. The increase in the provision due to passage of time is recognised as interest expense.

18. Revenue recognition

Revenue arises mainly from the accommodation, game drives, air charter, aircraft maintenance, safari services and sale of curios etc. To determine whether to recognise revenue, the Group follows a 5-step process:

- Identifying the contract with a customer
- Identifying the performance obligations
- Determining the transaction price
- Allocating the transaction price to the performance obligations
- Recognising revenue when/as performance obligation(s) are satisfied.

The Group often enters into transactions involving a range of the Group's products and services. In all cases, the total transaction price for a contract is allocated amongst the various performance obligations based on their relative stand-alone selling prices. The transaction price for a contract excludes any amounts collected on behalf of third parties. Revenue is recognised either at a point in time or over time, when (or as) the company satisfies performance obligations by transferring the promised goods or services to its customers.

Sale of services/goods
The group sells bed nights at its camps and lodges to guests and also provides guided safaris to guests. Revenue from these services is recognised when the service is provided to the guest, usually over the period of the guests stay at the camps and lodges. There's only one performance obligation in this which are close related.

The group provides flight transfers to its guests between the group's camps and lodges as well as to other facilities. Revenue from flight transfers is recognised when the service has been rendered. Because these flights are short and limited to less than an hour, it is recognised at a point in time.

The group also provides aircraft maintenance operation for which revenue is recognised upon delivery of parts or performance of services.

Revenue is recognised net of value added tax and discounts.

Sales of curios, beverages and ancillary goods are usually settled in cash or by credit card. Revenue is recognised when the significant risks and rewards of ownership of the services/goods have passed to the buyer.

Group earns commission income from tour designing and selling tour packages to customers. Revenue is recognised when services are rendered to travellers.

19. Right-of-use assets and lease liability

The group has lease contracts with various land boards in Botswana and the government of Botswana for obtaining the land rights. Camps and lodges are built on these lands. These rental contracts are typically made for fixed periods ranging from 15 years to 50 years but have extension options. Contracts only have lease components and no non-lease components were included in the contracts.

Initial measurement
Upon lease commencement, a right-of-use asset and a lease liability are recognised. The right-of-use asset is initially measured at the amount of the lease liability plus any initial direct costs incurred by the lessee. Adjustments may also be required for lease incentives, payments at or prior to commencement and restoration obligations or similar.

The lease liability is initially measured at the present value of the lease payments payable over the lease term, discounted at the rate implicit in the lease if that can be readily determined. If that rate cannot be readily determined, the lessee shall use their incremental borrowing rate.

The group determines the incremental borrowing rate as the external borrowing rate applicable to the group. Group does not have external borrowings other than bank overdrafts. Bank overdraft rate at the initial application date was used as the incremental borrowing rate. Refer lease liability note under notes to the financial statements for the used incremental borrowing rate.

Subsequent measurement
After lease commencement, the right-of-use asset is measured using a cost model, depreciated over the lease term on a straight-line basis.

Lease liability is subsequently remeasured to reflect changes in:
The lease term (using a revised discount rate): the assessment of a purchase option (using a revised discount rate); the amounts expected to be payable under residual value guarantees (using an unchanged discount rate); or future lease payments resulting from a change in an index or a rate used to determine those payments (using an unchanged discount rate).

The remeasurements are treated as adjustment to the right-of-use asset.

Lease payments are allocated between principal and finance cost. The finance cost is charged to profit or loss over the lease period so as to produce a constant periodic rate of interest on the remaining balance of the liability for each period.

Extension and termination options are included in a number of land leases across the group. These are used to maximise operational flexibility in terms of managing the camps constructed on those lands. The majority of extension and termination options held are exercisable only by the group and not by the respective lessor being the respective land board or the government of Botswana.

In determining the lease term, management considers all facts and circumstances that create an economic incentive to exercise an extension option, or not exercise a termination option. Extension options (or periods after termination options) are only included in the lease term if the lease is reasonably certain to be extended (or not terminated).

The following factors were considered when determining whether or not the group will extend the lease.
- Options stated in the agreement to extend the lease to another number of years
- Management's intention to continue operations of the camp in the leased land

The group has low value leases and recognises those in a similar manner to those of high value leases. Group does not have any short period leases and leases are for a longer period.

The group has all fixed-rate leases other than the variable-rate lease in Chobe Properties Proprietary Limited, one of the subsidiaries of Chobe Holdings Limited. This variable-rate lease depends on the gross revenue of the trading company being Chobe Game Lodge Proprietary Limited, another subsidiary of Chobe Holdings Limited. These variable lease payments that depend on sales are recognised in profit or loss in the period in which the condition that triggers those payments occurs.

20. Employee benefits

(i) Short-term employment benefits

The cost of short-term employee benefits (those payable within 12 months after the service is rendered, such as paid vacation leave, sick leave and bonuses) are recognised in the period in which the service is rendered and are not discounted.

The expected cost of compensated absences is recognised as an expense as the employees render services that increase their entitlements or, in the case of non-accumulating absences, when the absence occurs.

The expected cost of profit sharing and bonus payments is recognised as an expense when there is a legal or constructive obligation to make such payments as a result of past performance.

(ii) Pension obligations

Most of the group's employees are members of the Chobe Holdings Staff Pension Fund, an approved participant under Alexander Forbes Retirement Fund. The fund is a defined contribution fund with employer and employee contributing 10% and 7.5% of basic pay respectively.

A defined contribution plan is a pension plan under which the group pays fixed contributions into a separate entity. The group has no legal or constructive obligations to pay further contributions if the fund does not hold sufficient assets to pay all employees the benefits relating to employee service in the current and prior periods.

The group has no further payment obligations once the contributions have been paid. The contributions are recognised as employee benefit expense when they are due. Prepaid contributions are recognised as an asset to the extent that a cash refund or a reduction in the future payments is available

(iii) Severance plan and gratuity

Employees not on pension are entitled to severance pay in terms of Sec 28 of the Botswana Employment Act or gratuity as defined in their contracts of employment. Severance pay is not considered to be a retirement benefit plan as the benefits are payable on completion of each sixty-month period of continuous employment or on termination of employment. Gratuity is payable at the end of various tenors as defined in each employee's contract of employment. The expected severance benefit and gratuity are provided in full by way of an accrual.

21. Dividend distribution

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

22. Earnings per ordinary share

Earnings per ordinary share are calculated using the weighted average number of ordinary shares in issue during the period and are based on the net profit attributable to ordinary shareholders.

23. Segmental reporting

Operating segments are reported in a manner consistent with the internal reporting provided to the chief operating decision-maker. The chief operating decision-maker, who is responsible for allocating resources and assessing performance of the operating segments, has been identified as the Board of directors of the company that makes strategic decisions.

24. Government grants

Grants from the government are recognised at their fair value where there is a reasonable assurance that the grant will be received and the group will comply with all attached conditions.

Government grants relating to costs are deferred and recognised in profit or loss over the period necessary to match them with the costs that they are intended to compensate.

25. Non-current assets held for sale

Non-current assets are classified as held for sale if their carrying amount will be recovered principally through a sale transaction rather than through continuing use and a sale is considered highly probable. They are measured at the lower of their carrying amount and fair value less costs to sell, except for assets such as deferred tax assets, assets arising from employee benefits, financial assets and investment property that are carried at fair value and contractual rights under insurance contracts, which are specifically exempt from this requirement.

An impairment loss is recognised for any initial or subsequent write-down of the asset to fair value less costs to sell. A gain is recognised for any subsequent increases in fair value less costs to sell of an asset, but not in excess of any cumulative impairment loss previously recognised. A gain or loss not previously recognised by the date of the sale of the non-current asset is recognised at the date of derecognition.

Non-current assets are not depreciated or amortised while they are classified as held for sale. They are presented separately from the other assets in the statement of financial position.

26. Finance income

Interest income

Interest income is recognised on a time-proportion basis using the effective interest method. When a loan and receivable is impaired, the group reduces the carrying amount to its recoverable amount, being the estimated future cash flow discounted at original effective interest rate of the instrument and continues unwinding the discount as interest income. Interest income on impaired loans is recognised using the original effective interest rate.

27. Advance travel receipts

The Group receives advance payments from the customers for the bookings. These payments are recognised separately as a contract liability as the payments are received in advance. A contract liability is recognised until the lapse of the cancellation period or the satisfaction of the performance obligation.

28. Borrowing Costs

General and specific borrowing costs that are directly attributable to the acquisition, construction or production of a qualifying asset are capitalised during the period of time that is required to complete and prepare the asset for its intended use or sale. Qualifying assets are assets that necessarily take a substantial period of time to get ready for their intended use or sale.

Investment income earned on the temporary investment of specific borrowings, pending their expenditure on qualifying assets, is deducted from the borrowing costs eligible for capitalisation.

Other borrowing costs are expensed in the period in which they are incurred.

CRITICAL ACCOUNTING ESTIMATES AND ASSUMPTIONS

for the year ended 28 February 2023

The group 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 a material adjustment to the carrying amounts of assets and liabilities within the next financial year are discussed below:

1. Accounting for property plant and equipment

In accounting for its property, plant and equipment, the group exercises judgement over estimating residual values, useful lives and classification of refurbishment cost between capital and revenue.

Useful lives and residual values of buildings, aircraft, equipment and vehicles are based on current estimates of the value of these assets at the end of their useful lives. The estimated residual values and useful lives of buildings, equipment and vehicles have been determined by the directors based on industry experience, as well as anticipation of future events that could impact these estimates. The estimated residual values and useful lives of aircraft have been determined with reference to the aircraft industry's pricing guide and provided by Vref Aircraft value reference.

The group's buildings consist of camps made from environmentally degradable materials and require periodic refurbishment in order to maintain their standards and operating capacity. Due to their very nature, cost incurred towards refurbishment could either be of capital nature or revenue nature. In determining whether a cost needs to be capitalised or expensed, the group exercises judgement and considers the following:

- whether the cost incurred resulted in increasing the useful life;
- whether the cost was incurred to replace an existing asset; or
- whether the cost was incurred to procure a new asset.

2. Impairment of assets

(a) Goodwill impairment assessment

Assets of the Group mainly comprise of property, plant and equipment, right-of-use assets, land lease rights, goodwill on acquisition, other intangible assets, inventories and financial assets (such as trade and other receivable including related party receivable, bank balances).

The Group tests annually whether goodwill has suffered any impairment. Goodwill is allocated for impairment testing purposes to individual cash-generating units ("CGU"s). The Group determines the CGU's attributable to goodwill to be the relevant concessions which generate independent separately identifiable cash flows.

The recoverable amount of every CGU has been determined based on a value in use calculation. That calculation uses cash flow projections based on financial budgets approved by management. These budgets are prepared annually and assumes a reasonable growth rate for future cash flows with the expectation of maintaining the occupancy.

Cash inflows are projected in the currency in which revenue is earned. For the camps this will be United States Dollars ("USD") as this is the primary currency in which the group generates majority of its revenues. For the others, this will be in Botswana Pula. Cash outflows are projected in Botswana Pula ("BWP"). These cash flows are projected till the end of the remaining period of leasehold concessions, where appropriate.

2. IMPAIRMENT OF ASSETS [CONTINUED]

The recoverable amounts of CGU's have been determined by the directors based on the forecasted pre-tax free cash flows of each cash-generating unit.

The cost of equity is determined based on the US Bond yield for similar bonds that agree to the average lease terms of the camps for which a Value in Use ("VIU") is determined. The US Bond yield as proxy for the risk-free rate is adjusted for country and market risk premiums and adjusted by a relevant beta factor. The cost of debt is determined based on the US bond yield adjusted for country risk and tax. The Weighted Average Cost of Capital ("WACC") is then determined based on a comparable debt-equity ratio for similar entities. This provides the US WACC Discount rate. The BWP rate is then derived from this by adjusting for the difference in the BWP and US inflation rates.

Summary of key assumptions used are given below:

	Ker And Downey (Botswana) Proprietary Limited *(Camps – Shinde, Kanana & Okuti)*	**Desert & Delta Safaris Proprietary Limited**	**Dinaka Safaris Proprietary Limited**	**North West Air Proprietary Limited**
2023				
Long term occupancy growth rate	7%	5%	10%	N/A
Growth in maintenance operations	N/A	N/A	N/A	8% p.a.
YoY increase in average selling rate	6.2%p.a.	5%p.a.	6.2%p.a.	N/A
YoY increase in operating cost	4.5% p.a.	4.5% p.a.	4.5% p.a.	4.5% p.a.
Lease period	Remaining period of leasehold concessions including expected renewal period (based on existing contractual arrangements for each underlying cash-generating unit)			N/A
Pre-tax discount rate (BWP)	12.50%	12.50%	12.50%	12.50%
Pre-tax discount rate (USD)	10.10%	10.10%	10.10%	N/A

2. IMPAIRMENT OF ASSETS [CONTINUED]

	Ker And Downey (Botswana) Proprietary Limited *(Camps – Shinde, Kanana & Okuti)*	Desert & Delta Safaris Proprietary Limited	Dinaka Safaris Proprietary Limited	North West Air Proprietary Limited
2022				
Normal Occupancy rate	46%-69%	32%-74%	33%	N/A
Forecasted base occupancy rate for 2023 (This increases gradually until a forecasted return to normal in 2026)	17%-56%	21%-61%	17%	N/A
Long term occupancy growth rate (0% indicates that there is no growth expected after normalised occupancy levels have been achieved)	0%	0%	Gradual increase over 5 years of 25% and slowing down in next 3 years to stabilise at average occupancy of 70%	N/A
Growth in maintenance operations	N/A	N/A	N/A	2% p.a.
YoY increase in average selling rate	No increase in next year, then YoY increase of 3.5%p.a.	YoY increase of 5%p.a.	No increase in next year, then YoY increase of 3.5%p.a.	N/A
YoY increase in operating cost	4.5% p.a.	4.5% p.a.	4.5% p.a.	4.5% p.a.
Lease period	Remaining period of leasehold concessions including expected renewal period (based on existing contractual arrangements for each underlying cash-generating unit)			N/A
Pre-tax discount rate (BWP)	10.57%	10.57%	10.57%	11.63%
Pre-tax discount rate (USD)	8.63%	8.63%	8.63%	N/A

Outcomes from the impairment calculations are most sensitive to discount rates and occupancy growth rates. Holding all other assumptions constant, impairment of the goodwill relating to the individual business units will only be indicated when these assumptions reach the following levels:

2. IMPAIRMENT OF ASSETS [CONTINUED]

2023				
Entity	**Camp**	**Discount rate**		**Growth rate**
		BWP	**USD**	
Ker And Downey (Botswana) Proprietary Limited	Shinde	(7.28%)	30.92%	(76.40%)
	Kanana	(8.23%)	33.31%	(59.07%)
	Okuti	2.58%	19.66%	(52.26%)
Desert & Delta Safaris Proprietary Limited		(13.17%)	39.69%	(45.50%)
Dinaka Safaris Proprietary Limited		4.18%	16.73%	(36.37%)
North West Air Proprietary Limited		56.10%	N/A	(51.00%)

2022				
Entity	**Camp**	**Discount rate**		**Growthrate**
		BWP	**USD**	
Ker And Downey (Botswana) Proprietary Limited	Shinde	(0.82%)	17.97%	(39.70%)
	Kanana	(11.85%)	33.43%	(57.10%)
	Okuti	4.16%	13.14%	(31.50%)
Desert & Delta Safaris Proprietary Limited		(14.07%)	35.97%	(51.8%)
Dinaka Safaris Proprietary Limited		3.14%	13.83%	(34.80%)
North West Air Proprietary Limited		30.20%	N/A	(74.80%)

(b) Impairment assessment of non-financial assets other than goodwill

The Group's customers are predominantly from Europe and North America. These locations were impacted by COVID-19 in the three years preceding the current financial year due to lockdowns, travel restrictions and similar measures put in place by governments regionally and globally. While these measures have been lifted both regionally and globally, the economic consequences thereof, together with economic uncertainty resulting from conflict in Europe, may continue to impact on the Group's customer base.

Given that the Group operates on fixed term land concession rights, circumstances which may impact the ability and spending power of its customer base, for which the duration and impact cannot be estimated reliably, are considered impairment triggers in terms of International Accounting Standard (IAS) 36 - Impairment of Assets ("IAS 36").

Goodwill on acquisition arises from most of the operating camps and related lease holding/concession holding companies. Therefore, the impairment assessment has been performed for Cash Generating Units ("CGU") and carrying values of the CGUs include property, plant and equipment, right-of-use assets, land lease rights, goodwill on acquisition, other intangible assets and inventories.

2. IMPAIRMENT OF ASSETS [CONTINUED]

Accordingly, impairment of non-financial assets of Ker And Downey (Botswana) Proprietary Limited, Desert & Delta Safaris Proprietary Limited, Dinaka Safaris Proprietary Limited and associated lease holding companies are included in the carrying value of CGUs that were assessed for goodwill impairment. Impairment assessment of non-financial assets of other companies within the Group are assessed as follows.

Chobe Game Lodge Proprietary Limited, Quadrum Proprietary Limited & Sedia Hotel Proprietary Limited

The recoverable amounts have been determined by the directors based on the forecasted pre-tax free cash flows of each CGU. These calculations require the use of estimates, the most significant of which are:

	Chobe Game Lodge Proprietary Limited	**Quadrum Proprietary Limited & Sedia Hotel Proprietary Limited**
2023		
Long term occupancy growth rate	0%	5%
YoY increase in average selling rate	5% p.a.	25% in initial two years and then 5% YoY increase
YoY increase in operating cost	4.5% p.a.	4.5% p.a.
Lease period	Remaining period of leasehold concessions including expected renewal period (based on existing contractual arrangements)	
Pre-tax discount rate (BWP)	12.50%	12.50%
Pre-tax discount rate (USD)	10.10%	10.10%

	Chobe Game Lodge Proprietary Limited	**Quadrum Proprietary Limited & Sedia Hotel Proprietary Limited**
2022		
Normal Occupancy rate	58%	Newly acquired during COVID-19 time and under renovations.
Forecasted base occupancy rate for 2023 (This increases gradually until a forecasted return to normal in 2026)	44%	22%
Long term occupancy growth rate (0% indicates that there is no growth expected after normalised occupancy levels have been achieved)	0%	20% average YoY growth till year 2026, after renovations.
YoY increase in average selling rate	YoY increase of 5% p.a.	Average 6.3% YoY increase
YoY increase in operating cost	4.5% p.a.	4.5% p.a.
Lease period	Remaining period of leasehold concessions including expected renewal period (based on existing contractual arrangements)	
Pre-tax discount rate (BWP)	10.57%	10.57%
Pre-tax discount rate (USD)	8.63%	8.63%

2. IMPAIRMENT OF ASSETS [CONTINUED]

Outcomes from the impairment calculations are most sensitive to discount rates and occupancy growth rates. Holding all other assumptions constant, impairment of the goodwill relating to the individual business units will only be indicated when these assumptions reach the following levels:

Entity	Discount rate		Growth rate
	BWP	USD	
2023			
Chobe Game Lodge Proprietary Limited	2.40%	21.89%	0.00%
Quadrum Proprietary Limited & Sedia Hotel Proprietary Limited	19.82%	N/A	(7.44%)
2022			
Chobe Game Lodge Proprietary Limited	(5.80%)	32.31%	(74.10%)
Quadrum Proprietary Limited & Sedia Hotel Proprietary Limited	22.30%	N/A	(18.40%)

The Bookings Company Proprietary Limited

Carrying value of aircrafts as at year-end amounted to P72.6Mn. The market value estimation obtained at the year end from Vref Valuations noted that the estimated markets values are greater than the respective carrying values of the aircraft. Therefore, no impairment is noted. Market values are estimated based on recent sales transactions and adjusted for the specific condition of the airframe, engine and overall condition.

(c) Impairment assessment of financial assets

Financial assets of the Group mainly consist of trade and other receivable and bank balances.

Trade and other receivable balances (including related party receivables) have been subjected to specific impairment assessment and recognised loss allowance where necessary.

Bank balances are held with reputed financial institutions and no matters were noted to-date for uncertainty over realisability of those balances.

(d) Impairment of investments in subsidiaries and associate in separate financial statements

The Company assesses the potential impairment of the investments in subsidiaries and associate whenever events or circumstances may indicate the presence of impairment indicators.

The recoverable amounts of investment in subsidiaries are calculated as part of the impairment assessment of goodwill and other non-financial assets as stated in above note 2(a) and 2(b) above.

In addition, Company considers their ability to maintain positive dividend pay-out policies and assesses the potential impact of changes in the business and operating environments of the subsidiaries. These include monitoring of the economic and regulatory environments under which they operate and monitoring the status and remaining periods of existing lease concessions.

Based on Group's assessment of the underlying operations of the respective subsidiaries, an impairment of P 157 329 (2022: P Nil) was recognised in respect of Venstell Proprietary Limited and an additional impairment of P 477 371 (2022: P969 100) recognised in respect of investment in associate. Impairment reversal of P 1 183 146 (2022: impairment of P 948 205) was recognised in respect of Caprivi Fly Fishing Safaris (Proprietary) Limited.

Financial risk indicators

The group's activities expose it to a variety of financial risks: market risks (including currency risk and interest rate risk), credit risk and liquidity risk. The group's overall risk management programme focuses on the unpredictability of its markets and seeks to minimise potential adverse effects on the group's financial performance.

Risk management is carried out by senior management under policies approved by the Board of Directors. The Board provides principles for overall risk management, as well as policies covering specific areas, such as foreign exchange risk, interest rate risk, credit risk, and the investment of excess liquidity.

a) Market risk

i) Foreign currency risk

In the normal course of business, the group enters into transactions denominated in foreign currencies. In addition, the group has assets and liabilities in foreign currencies, which exposes it to fluctuations in foreign currency exchange rates.

Foreign exchange risk arises when future commercial transactions or recognised assets or liabilities denominated in a currency that is not the entity's functional currency.

The group has certain investments in foreign operations, whose net assets are exposed to foreign currency translation risk. Currency exposure arising from the net assets of the group's foreign operations is mitigated primarily through the group's centralised booking system which allows the group to manage its exposure to fluctuations in such foreign currency.

At 28 February 2023, if the currency had weakened/strengthened by 10% against the US dollar with all other variables held constant, post-tax profit for the year would have been, for the group, P2 202 123 (2022: P468 360) higher/lower, mainly as a result of foreign exchange losses/gains on translation of US dollar denominated bank balances, foreign exchange gains/losses on translation of US dollar denominated trade receivables, and foreign exchange losses/gains on translation of US dollar denominated trade and other payables.

A) MARKET RISK [CONTINUED]

At 28 February 2023 and 2022, the Group's financial assets and liabilities denominated in foreign currencies were:

	GROUP		COMPANY	
	2023 P '000s	2022 P '000s	2023 P '000s	2022 P '000s
Bank balances				
US Dollars	34,238	11,546	-	-
Namibian Dollars	254	119	-	-
South African Rand	1,779	4,163	-	-
	36,271	15,828	-	-
Trade receivables				
US Dollars	1,757	376	-	-
Namibian Dollars	-	-	-	-
South African Rand	1,828	-	-	-
	3,585	376	-	-
Trade payables				
US Dollars	(4,939)	(5,316)	-	-
Namibian Dollars	(221)	(50)	-	-
South African Rand	(391)	(573)	-	-
	(5,551)	(5,939)	-	-
Net debit balance in Pula for respective currencies				
US Dollars	31,056	6,606	-	-
Namibian Dollars	33	69	-	-
South African Rand	3,216	3,590	-	-

ii) Cash flow and fair value interest rate risk

The group's interest rate risk arises primarily from long-term borrowings, utilised bank overdrafts and interest-earning deposits. Such borrowings and deposits issued at variable rates expose the group to cash flow interest rate risk. The group had no significant borrowings or deposits at the reporting date.

The company's interest rate risk arises primarily from balances with subsidiaries. Such payables and receivables bear interest and exposes the company to cash flow interest rate risk. At 28 February 2023, if the interest rate had increased/decreased by 10% with all other variables held constant, post-tax profit of the company for the year would have been P 3 197 (2022: P 6 954) higher/lower.

b) Credit risk

Credit risk is the risk of financial loss to the group if a customer or counterparty to a financial instrument fails to meet its contractual obligations.

Credit risk arises from cash and cash equivalents and deposits with banks and financial institutions, as well as credit exposures to customers, including outstanding receivables and committed transactions.

Credit risk from cash and cash equivalents

The group places its cash and cash equivalents only with reputable financial institutions. To minimise the risk, group's policy is to hold cash resources in subsidiaries of rated South African and Namibian Banks. At 28 February 2023 and 2022, the group's cash and cash equivalents were held on account at the following institutions:

	GROUP		COMPANY	
	2023 P'000s	**2022 P'000s**	**2023 P'000s**	**2022 P'000s**
First National Bank of Botswana Limited	129,914	16,913	29	187
First Rand Bank Limited	618	354	-	-
First National Bank of Namibia Limited	253	115	-	-
Bank Gaborone Limited	142	69	142	69
	130,927	17,451	171	256

First Rand Bank Limited is a listed bank in Johannesburg Stock Exchange and incorporated in South Africa. First National Bank of Botswana Limited is a subsidiary of First Rand Bank Limited. First National Bank of Namibia Limited is a subsidiary of First Rand-Namibia Limited, listed in Namibian Stock Exchange. Bank Gaborone Limited (incorporated in Botswana) is a subsidiary of Capricorn group which is listed in Namibian Stock Exchange. There are no credit ratings available in Botswana for financial services companies. The above banks have reported sound financial results and continued compliance with minimum capital adequacy requirements.

Above table shows the group's and company's maximum exposure to credit risk in relation to cash and cash equivalents for current and prior years. Group and company did not have any prior experiences of actual credit losses in relation to cash and cash equivalents.

Credit risk from trade and other receivable balances

The group continuously monitors defaults of customers and other counter parties identified either individually or by group, and incorporate the information into credit risk controls.

If customers are independently rated, these ratings are used. Otherwise, if there is no independent rating, risk control assesses the credit quality of the customer, taking into account its financial position, past experience and other factors. Individual risk limits are set based on internal or external ratings in accordance with limits set by the Board. The utilisation of credit limits is regularly monitored. In accordance with standard practice within the industry, the group requires pre-payment of standard charges prior to booking confirmation thereby eliminating a significant portion of credit risk prior to rendering services. The balance of dues from guests is settled through bank transfer, in cash or using major credit cards. The most significant dues from guests arise from transactions with agents. The group carefully vets new agents prior to extending credit terms, and deals mostly with agents with whom it has established reliable long-term relationships. As a result of this, the group historically has succeeded in minimising negative impacts of adverse credit risk events.

B) CREDIT RISK [CONTINUED]

The tables below show an analysis of trade and other receivables at their carrying value respectively as at the reporting date.

GROUP	Total	Fully performing	Past due but not impaired > 3 months	Impaired
	P '000s	P '000s	P '000s	P '000s
At 28 February 2023				
Trade and other receivables				
- Agents	5,330	4,445	2,485	(1,600)
- Other	8,183	8,183	-	-
Total	**13,513**	**12,628**	**2,485**	**-1,600**
At 28 February 2022				
Trade and other receivables				
- Agents	3,615	2,501	1,114	-
- Other	2,260	2,260	-	-
Total	**5,875**	**4,761**	**1,114**	**-**

Above amounts show the maximum exposure of credit risk to the group in relation to trade and other receivables.

There have been no significant changes in the credit risk management policies and processes since the prior reporting period. A loss allowance is recognised for all trade receivables, in accordance with IFRS 9 Financial Instruments, and is monitored at the end of each reporting period. In addition to the loss allowance, trade receivables are written off when there is no reasonable expectation of recovery, for example, when a debtor has been placed under liquidation. Trade receivables which have been written off are not subject to enforcement activities.

The group measures the loss allowance for trade receivables by applying the simplified approach which is prescribed by IFRS 9. In accordance with this approach, the loss allowance on trade receivables is determined as the lifetime expected credit losses on trade receivables. These lifetime expected credit losses are estimated using a provision matrix. The provision matrix has been developed by making use of past default experience of debtors but also incorporates forward looking information and general economic conditions of the industry as at the reporting date.

For related party receivables which do not contain a significant financing component, the loss allowance is determined as the lifetime expected credit losses of the instruments. Management does not therefore, make the annual assessment of whether the credit risk has increased significantly since initial recognition for related party receivables.

B) CREDIT RISK [CONTINUED]

Credit risk from related party receivable balances

The tables below show an analysis of amounts due from related parties at their carrying values respectively as at the reporting date. These are the maximum exposure to credit risk.

	Total	Fully performing	Past due but not impaired > 3 months	Impaired
COMPANY	**P '000s**	**P '000s**	**P '000s**	**P '000s**
At 28 February 2023				
Amounts due from subsidiaries	**6,773**	**6,773**	**-**	**-**
At 28 February 2022				
Amounts due from subsidiaries	**8,008**	**8,008**	**-**	**-**
GROUP				
At 28 February 2023				
Amounts due from related parties	**3,265**	**962**	**-**	**2,303**
At 29 February 2022				
Amounts due from related parties	**4,325**	**1,038**	**-**	**3,287**

c) Liquidity risk

Prudent liquidity risk management implies maintaining sufficient cash and marketable securities, the availability of funding through an adequate amount of committed credit facilities and the ability to close out market positions.

The table below analyses the group's financial liabilities into relevant maturity groupings based on the remaining period at the statement of financial position to the contractual maturity date. The amounts disclosed in the table are the contractual undiscounted cash flows. Balances due within 12 months equal their carrying balances as the impact of discounting is not significant.

GROUP	Total	0-3 months	3-12 months	> 12 months
	P '000s	P '000s	P '000s	P '000s
At 28 February 2023				
Lease liabilities (note 25)	60,080	1,659	5,105	53,316
Trade and other payables excluding non-financial liabilities (note 20)	42,076	42,076	-	-
Bank overdraft	-	-	-	-
	102,156	**43,735**	**5,105**	**53,316**
At 28 February 2022				
Lease liabilities (note 25)	67,107	1,862	5,313	59,932
Trade and other payables excluding non-financial liabilities (note 20)	21,420	21,420	-	-
Bank overdraft	12,519	12,519	-	-
	101,046	**35,801**	**5,313**	**59,932**
COMPANY				
At 28 February 2023				
Amounts due to related parties and subsidiaries (note 23)	8,439	134	401	7,904
Trade and other payables excluding non-financial liabilities (note 20)	2,519	2,519	-	-
	10,958	**2,653**	**401**	**7,904**
At 28 February 2022				
Amounts due to related parties and subsidiaries (note 23)	7,711	105	314	7,292
Trade and other payables excluding non-financial liabilities (note 20)	2,318	2,318	-	-
	10,029	**2,423**	**314**	**7,292**

The group's approach to managing liquidity is to ensure as far as possible that it will always have sufficient liquidity to meet its liabilities when due, under both normal and stressed conditions, without incurring unacceptable losses or risking damage to the group's reputation.

CAPITAL RISK MANAGEMENT

for the year ended 28 February 2023

The company's and group's objectives when managing capital are to:

- safeguard the ability to continue as a going concern, so that the group can continue to provide returns for shareholders and benefits for other stakeholders, and
- maintain an optimal capital structure to reduce the cost of capital.

In order to maintain or adjust the capital structure, the group may adjust the amount of dividends paid to shareholders, return capital to shareholders, issue new shares or sell assets to reduce debt.

Company and the group source funds mainly through capital and hence, no material external debt was in existence at the reporting date. Therefore, debt to equity ratio can be presented as 0 : 1.

No dividend payments were done in the years reported.

	GROUP		COMPANY	
	2023 P '000s	2022 P '000s	2023 P '000s	2022 P '000s
1. REVENUE				
Revenue from contracts with customers				
Lodge and camp revenue	330,264	86,143	-	-
Air charter revenue	65,757	21,998	-	-
Curio sales	3,336	1,147	-	-
Commission on tour bookings	-	55	-	-
Revenue from aircraft maintenance services	11,335	8,732	-	-
Other	225	261	-	-
	410,917	**118,336**	**-**	**-**
Disaggregation of revenue from contracts with customers				
The group disaggregates revenue from customers as follows:				
Timing of revenue recognition				
Over time				
Lodge and camp revenue	330,264	86,143	-	-
At a point in time				
Air charter revenue	65,757	21,998	-	-
Curio sales	3,336	1,147	-	-
Commission on tour bookings	-	55	-	-
Revenue from aircraft maintenance services	11,335	8,732	-	-
Other	225	261	-	-
	80,653	32,193	-	-
Total revenue from contracts with customers	**410,917**	**118,336**	**-**	**-**

Contract liabilities relating to these revenue streams are advance travel receipts and are disclosed under note 19.

	GROUP		COMPANY	
	2023 P '000s	2022 P '000s	2023 P '000s	2022 P '000s
2. OTHER OPERATING INCOME				
Foreign exchange gains	15,082	4,330	17	-
Profit on disposal of property, plant and equipment	135	1,951	-	-
Sundry revenue	1,853	853	-	-
	17,070	**7,134**	**17**	**-**

	GROUP		COMPANY	
	2023 P '000s	2022 P '000s	2023 P '000s	2022 P '000s
3. OTHER OPERATING EXPENSES				
Auditors' remuneration				
- Audit fee	2,371	1,160	251	162
- Other	-	373	-	-
Aircraft charter and sub-charter expenses	966	55	-	-
Director's remuneration				
- Fees	992	705	992	705
- Management services (note 23)	10,116	7,407	-	-
Freight	2,722	1,259	-	-
Insurance	7,130	5,523	79	-
Impairment of related party receivable	348	-	251	-
Impairment of trade receivable	98	407	-	-
Game activities and transfers	4,909	3,097	-	-
Government fees	8,321	2,658	-	-
Marketing expenses	10,457	3,806	-	-
Miscellaneous expenses	10,205	3,953	505	354
Other accommodation costs	266	(125)	-	-
Room expenses	1,658	1,134	-	-
Rent	1,029	(75)	-	-
Resource royalty	11,321	3,103	-	-
Repairs and maintenance	28,044	16,880	-	-
Stock exchange fees	166	176	166	177
Telephone charges	1,479	1,483	-	-
Water and electricity	2,188	1,791	-	-
Travelling	1,820	835	-	-
Bank charges	1,349	701	4	4
Cleaning expenses	951	862	-	-
Printing and stationery	1,105	607	155	152
Security	338	759	-	-
Forex loss	1	12	-	-
Loss on disposal of property, plant and equipment	284	-	-	-
	110,634	**58,546**	**2,403**	**1,554**

	GROUP		COMPANY	
	2023 P '000s	2022 P '000s	2023 P '000s	2022 P '000s
4. FINANCE INCOME AND COSTS				
Finance income				
Interest received				
- bank	923	75	-	-
- subsidiaries (note 23)	-	-	431	465
- other	-	55	-	-
	923	**130**	**431**	**465**
Finance costs				
Interest paid				
- bank	958	416	-	-
- lease interest (note 25)	3,197	3,446	-	-
- subsidiaries (note 23)	-	-	472	376
- other	83	-	-	-
	4,238	**3,862**	**472**	**376**
5. EMPLOYEE BENEFIT EXPENSES				
Wages, salaries and other related costs excluding directors remuneration	**84,508**	**51,079**	**-**	**-**

	GROUP		COMPANY	
	2023 P '000s	2022 P '000s	2023 P '000s	2022 P '000s
6. INCOME TAX CREDIT / (EXPENSE)				
Current tax:				
Current tax on profits for the year	(11,706)	(765)	-	-
Adjustments in respect of prior years	(5)	-	-	-
Total current tax	**(11,711)**	**(765)**	**-**	**-**
Deferred tax (note 18)	(19,334)	10,145	-	-
Income tax credit / (expense)	**(31,045)**	**9,380**	**-**	**-**
The tax on the group's profit before tax is reconciled as follows:				
Profit/ (loss) before income tax	135,631	(51,829)	(1,878)	(3,382)
Income tax at 22%	(29,839)	11,402	413	744
Income not subject to tax	(224)	(207)	-	-
(Expenses not deductible) / income not liable for tax purposes	(688)	(684)	176	(504)
Others/losses not available for utilisation*	(294)	(1,131)	(589)	(240)
Income tax credit / (expense)	**(31,045)**	**9,380**	**-**	**-**

*This represents the following items:

Company
Current year tax loss for which no deferred tax asset was recognised.

No provision was made for normal taxation since the company has an accumulated tax loss of P 5 804 592 (2022: P 4 092 665) . The losses arising from company's operations can be carried forward for five years from initial period of recognition. The accumulated unexpired tax losses are given below;

Tax year	Loss	Assessable loss C/F	Expiring in
2019	468,012	468,012	2024
2020	980,278	1,448,290	2025
2021	1,090,984	2,539,274	2026
2022	1,089,539	3,628,813	2027
2023	2,175,779	5,804,592	2028

No deferred taxation asset was recognised in respect of the calculated tax loss as it was not considered probable that the company will utilise the tax loss based on its current operations and activities. Had the deferred tax recognised on those available tax losses, there will be a deferred tax asset of P 1 277 010 (2022: P 900 386) as at the year end. Those deferred tax assets will expire after 5 years from the date it recognised based on the income tax Act of Botswana.

	GROUP	
	2023	2022

7. PROFIT /(LOSS) PER SHARE

Profit /(Loss) per share is calculated by dividing the profit/(loss) attributable to equity holders of the group by the company's number of ordinary shares in issue during the year.

	2023	2022
Total ordinary shares in issue at year end (000s)	89,440	89,440
Profit /(loss) attributable to owners of the parent (P'000s)	104,613	(42,351)
Profit/(Loss) per share (thebe) - basic and diluted	**116.96**	**(47.35)**

8. OTHER RESERVES

	2023	2022
GROUP		
BODDS reserve		
At beginning of the year	4,358	3,980
Transfer from retained earnings	1,796	378
At end of the year	**6,154**	**4,358**
Rhino Fund reserve		
At beginning of the year	1,128	1,128
Transfer from retained earnings	13	-
At end of the year	**1,141**	**1,128**
Total other reserves	**7,295**	**5,486**

BODDS (Best of Desert & Delta Safaris) packages are designed and focused in making an impact with regards to group's commitment to social projects and the communities surrounding the areas of operations. Group addresses issues of need and to those in the community; support children, the disabled, employment, and health care.

Rhino fund is established in support of conservation related matters of Rhinos.

Contributions for BODDS packages and Rhino fund are payments made by customers when booking certain packages and camps. These contributions are recorded as other income and amount spent of the respective activities are expensed. In order to ensure the transparency in managing these funds, Group has disclosed the unspent amount at the year-end in separate reserves within the equity.

GROUP	Freehold property	Leasehold improve-ments	Aircrafts	Game animals	Equipment and vehicles	Capital work-in-progress	Total
	P '000s	P '000s	P '000s	P '000s	P '000s	P '000s	P '000s
9. PROPERTY, PLANT AND EQUIPMENT							
Year Ended 28 February 2022							
Opening net book amount	171	107,034	79,894	6,844	41,850	1,885	237,678
Exchange difference on translation of foreign subsidiaries	-	65	-	-	6	-	71
Additions	-	234	645	-	1,799	4,112	6,790
Transfers from work in progress	-	2,062	-	-	-	(2,062)	-
Disposals	-	(813)	(534)	-	(3,433)	-	(4,780)
Depreciation on disposals	-	507	428	-	2,138	-	3,073
Depreciation	-	(14,723)	(2,120)	-	(12,507)	-	(29,350)
Closing net book amount	**171**	**94,366**	**78,313**	**6,844**	**29,853**	**3,935**	**213,482**
At 28 February 2022							
Cost	171	159,423	100,603	6,844	114,995	3,935	385,971
Accumulated depreciation	-	(65,057)	(22,290)	-	(85,142)	-	(172,489)
Net book amount	**171**	**94,366**	**78,313**	**6,844**	**29,853**	**3,935**	**213,482**
Year Ended 28 February 2023							
Opening net book amount	171	94,366	78,313	6,844	29,853	3,935	213,482
Exchange difference on translation of foreign subsidiaries	-	(100)	-	-	(34)	-	(134)
Additions	-	296	645	-	4,401	22,837	28,179
On acquisition of subsidiary (note 31)	-	6,000	-	-	124	-	6,124
Transfers from work in progress	-	5,362	-	-	-	(5,362)	-
Disposals	-	(1,103)	(534)	-	(526)	-	(2,163)
Depreciation on disposals	-	6	428	-	146	-	580
Depreciation	-	(15,213)	(2,120)	-	(12,162)	-	(29,495)
Closing net book amount	**171**	**89,614**	**76,732**	**6,844**	**21,802**	**21,410**	**216,573**
At 28 February 2023							
Cost	171	169,878	100,714	6,844	118,960	21,410	417,977
Accumulated depreciation	-	(80,264)	(23,982)	-	(97,158)	-	(201,404)
Net book amount	**171**	**89,614**	**76,732**	**6,844**	**21,802**	**21,410**	**216,573**

Details of leasehold improvements held by way of leases are set out in note 27.

Depreciation is calculated using the straight-line method to allocate the cost of the assets, net of their residual values, over their estimated useful lives as follows:

Aircraft frame	25 years
Aircraft engine and propellers	number of hours flown
Leasehold improvements	over the period of the lease
Furniture and fittings	6.67 years to 10 years
Machinery and equipment	4 years to 6.67 years
Motor vehicles and motorboats	4 years to 8 years

Game animals are not depreciated and carried at cost.

The carrying amounts of assets pledged as security against approved P 25Mn overdraft facility is P 13 067 711 (2022: P 13,824,412).

9.1 Assets classified as held for sale

On 18 February 2021, directors of The Bookings Company Proprietary Limited, a subsidiary of Chobe Holdings Limited decided to sell the aircraft '2011 Quest Kodiak 100 SN: 100-054 A2-AKU' to a suitable buyer. The aircraft was sold during prior year. The total value of the aircraft classified as held for sale is given below.

	GROUP	
	2023	**2022**
Cost	-	13,237
Accumulated depreciation	-	(3,185)
Disposal during the year	-	(10,052)
Net book amount	-	-

Gain from this sale is recognised under other income.

10. GOODWILL

	2023	2022
Opening net book amount	54,227	54,227
Goodwill arising on acquisition (note 31)	13,736	-
Impairment charge	-	-
Closing net book amount	**67,963**	**54,227**

Goodwill was allocated for impairment testing to individual cash generating units as follows :

	2023	2022
Camp Kanana (ex Ker And Downey (Botswana) Proprietary Limited)	6,065	6,065
Camp Okuti (ex Ker And Downey (Botswana) Proprietary Limited)	10,944	10,944
Camp Shinde (ex Ker And Downey (Botswana) Proprietary Limited)	3,301	3,301
Chobe Game Lodge Proprietary Limited	500	500
Desert & Delta Safaris Proprietary Limited	8,582	8,582
North West Air Proprietary Limited	4,749	4,749
Nxamasire Fishing Camp Proprietary Limited	13,736	-
Dinaka Safaris Proprietary Limited	19,142	19,142
Other (individually insignificant) cash generating units	944	944
	67,963	**54,227**

Impairment tests for goodwill

Management reviews the business performance by entity (comprised of the camps and the air maintenance operation) and goodwill is monitored by management at this level.

The recoverable amount has been determined based on a value in use calculations. These calculations use cash flow projections based on financial budgets approved by management. Cash flows have been projected only for the period of leases (for tourism operations) which are confirmed through contractual arrangements. Management considered this to be a more prudent approach than to estimate to perpetuity as the lease was unlikely to be renewed to perpetuity and would therefore be inappropriate.

For each of the entities with significant amount of goodwill, the key assumptions, growth rate and discount rate used in the value in use calculations are given in note 2 of the 'critical accounting estimates and assumptions' section.

GROUP	Land rights	Brand value	Customer relation-ships	Total
	P '000s	P '000s	P '000s	P '000s
11. INTANGIBLE ASSETS				
Year ended 28 February 2022				
Opening net book amount	68,813	-	1,550	70,363
Amortisation charge during the year	(5,329)	-	(309)	(5,638)
Closing net book amount	**63,484**	**-**	**1,241**	**64,725**
At 28 February 2022				
Cost	136,317	436	3,098	139,851
Accumulated amortisation	(72,833)	(436)	(1,857)	(75,126)
Net book amount	**63,484**	**-**	**1,241**	**64,725**
Year ended 28 February 2023				
Opening net book amount	63,484	-	1,241	64,725
Amortisation charge during the year	(3,706)	-	(309)	(4,015)
Closing net book amount	**59,778**	**-**	**932**	**60,710**
At 28 February 2023				
Cost	136,317	436	3,098	139,851
Accumulated amortisation	(76,539)	(436)	(2,166)	(79,141)
Net book amount	**59,778**	**-**	**932**	**60,710**

Land rights are amortised over the underlying lease period for the respective concessions.

Land rights relate to leasehold concessions acquired through the Group's investments in Ker And Downey (Botswana) Proprietary Limited, Desert & Delta Safaris Proprietary Limited, L.L. Tau Proprietary Limited, Okuti Safaris Proprietary Limited, Dinaka Safaris Proprietary Limited and Nelie Investments Proprietary Limited on which the following lodges and camps are operated:

	Cost	Accumulated Amortisation	Net Book Amount
	P '000s	P '000s	P '000s
Camp Kanana	16,090	(16,090)	-
Camp Okuti	30,004	(30,004)	-
Camp Shinde	7,451	(7,451)	-
Camp Dinaka	39,722	(8,703)	31,019
Leroo La Tau Lodge	3,925	(1,549)	2,376
Camp Xakanaxa	39,125	(12,742)	26,383
	136,317	**(76,539)**	**59,778**

	2023 P'000s	2022 P'000s
12. INVESTMENT IN ASSOCIATE		
GROUP		
Shares at cost	6,000	6,000
Total cost of investment	6,000	6,000
Less: Accumulated share of associated company losses	(6,000)	(5,065)
	-	**935**
COMPANY		
Total cost of investment	6,000	6,000
Impairment against investment	(6,000)	(5,523)
	-	**477**

Name of entity	Place of business	% ownership	Nature of relationship	Measurement method
Golden Wrap Proprietary Limited	Botswana	22.22%	Associate	Equity

Summarised financial information of the associate is as follows;

	2023 P'000s	2022 P'000s
Total non-current assets	9,094	11,501
Total current assets	1,111	2,407
Total current liabilities	12,530	11,760
Equity	**(2,325)**	**2,148**
Revenue	4,717	4,418
Loss for the year	(4,473)	(4,362)
Reconciliation of net assets;		
Balance at the beginning of the year	2,148	6,510
Loss for the year	(4,473)	(4,362)
Balance at the end of the year	**(2,325)**	**2,148**

13. INVESTMENTS IN SUBSIDIARIES AND AMOUNTS DUE FROM/TO SUBSIDIARIES

Chobe Holdings Limited had the following subsidiaries at 28 February 2023:

Name of the subsidiary	Country of incorporation and place of business	Nature of business	Proportion of ordinary shares directly held by parent (%)	Proportion of ordinary shares directly held by the group (%)	Proportion of ordinary shares directly held by non - controlling interests (%)
Caprivi Fly Fishing Safaris (Proprietary) Limited	Namibia	Tour and safari operators.	100	100	-
Chobe Explorations Proprietary Limited	Botswana	Provision of management services.	100	100	-
Chobe Farms Proprietary Limited	Botswana	Rental of farmland and equipment.	66.67	66.67	33.33
Chobe Game Lodge Proprietary Limited	Botswana	Tour and safari operators.	100	100	-
Chobe Properties Proprietary Limited	Botswana	Lease holder and earns concession fee from operating company.	100	100	-
Desert & Delta Safaris Proprietary Limited	Botswana	Tour and safari operators.	100	100	-
Desert and Delta Safaris (SA) (Proprietary) Limited	South Africa	Reservation services and export of goods for lodges	100	100	-
Ker And Downey (Botswana) Proprietary Limited	Botswana	Tour and safari operators.	100	100	-
The Bookings Company Proprietary Limited	Botswana	Air charter and tour operation provision.	100	100	-
Venstell Proprietary Limited	Botswana	Lease holder and earns concession fee from operating company.	100	100	-
North West Air Proprietary Limited	Botswana	Aircraft maintenance operations.	100	100	-
Nxamasire Fishing Camp Proprietary Limited	Botswana	Lease holder and earns concession fee from operating company.	100	100	-
Xugana Air Proprietary Limited	Botswana	Company did not have any operations during the year.	100	100	-
L. L. Tau Proprietary Limited	Botswana	Lease holder and earns concession fee from operating company.	100	100	-
Lloyds Camp Proprietary Limited	Botswana	Lease holder and earns concession fee from operating company.	100	100	-

13. INVESTMENTS IN SUBSIDIARIES AND AMOUNTS DUE FROM/TO SUBSIDIARIES [CONTINUED]

Name of the subsidiary	Country of incorporation and place of business	Nature of business	Proportion of ordinary shares directly held by parent (%)	Proportion of ordinary shares directly held by the group (%)	Proportion of ordinary shares directly held by non - controlling interests (%)
Moremi Safaris (Proprietary) Limited	Botswana	Company did not have any operations during the year.	100	100	-
Kanana Ventures (Proprietary) Limited	Botswana	Company did not have any operations during the year.	100	100	-
Okuti Safaris Proprietary Limited	Botswana	Lease holder and earns concession fee from operating company.	100	100	-
Dinaka Safaris Proprietary Limited	Botswana	Safari operators.	100	100	-
Flavoured Properties Proprietary Limited	Botswana	Lease holder and earns concession fee from operating company.	100	100	-
Ngamiland Horizon Proprietary Limited	Botswana	Lease holder and earns concession fee from operating company.	100	100	-
Sunbelly Ventures Proprietary Limited	Botswana	Lease holder and earns concession fee from operating company.	100	100	-
Nelie Investments Proprietary Limited	Botswana	Lease holder and earns concession fee from operating company.	100	100	-
Sedia Hotel Proprietary Limited	Botswana	Lease holder.	100	100	-
Quadrum Proprietary Limited	Botswana	Sales of bed nights of camps and hotel rooms.	100	100	-
The African Booking Company Proprietary Limited	Botswana	Tour operation.	100	100	-

All subsidiary undertakings are included in the consolidation. The proportion of the voting rights in the subsidiary undertakings held directly by the parent company do not differ from the proportion of shares held.

	COMPANY	
	2023 **P'000s**	**2022** **P'000s**
Investments in subsidiaries		
Ordinary shares at cost (note 13.1)	104,382	104,382
Accumulated impairment losses (note 13.2)	(2,755)	(3,781)
	101,627	**100,601**
13.1 Ordinary shares at cost		
Chobe Farms Proprietary Limited	213	213
Chobe Game Lodge Proprietary Limited	875	875
Desert & Delta Safaris Proprietary Limited	9,525	9,525
North West Air Proprietary Limited	52	52
Venstell Proprietary Limited	1,324	1,324
Caprivi Fly Fishing Safaris (Proprietary) Limited	2,925	2,925
The Bookings Company Proprietary Limited	22,102	22,102
The African Bookings Company Proprietary Limited	1	1
Ker And Downey (Botswana) Proprietary Limited	67,365	67,365
	104,382	**104,382**
13.2 Accumulated impairment losses		
Caprivi Fly Fishing Safaris (Proprietary) Limited	(1,431)	(2,614)
Venstell Proprietary Limited	(1,324)	(1,167)
	(2,755)	**(3,781)**
Amounts due from subsidiaries		
Chobe Properties Proprietary Limited (note 23)	6,549	8,008
Chobe Game Lodge Pty Ltd	224	-
	6,773	**8,008**
Amounts due to subsidiaries		
Chobe Game Lodge Proprietary Limited (note 23)	-	(3,321)
Chobe Explorations Proprietary Limited (note 23)	(7,905)	(3,971)
	(7,905)	**(7,292)**

Amounts due to / from subsidiaries are unsecured and interest is charged at First National Bank of Botswana lending rate. These balances have no fixed repayment terms. However, management has decided not to collect the amounts due from Chobe Properties Proprietary Limited within one year from the reporting date. Similarly, Chobe Game Lodge Proprietary Limited and Chobe Explorations Proprietary Limited decided not to collect the amounts from Chobe Holdings Limited within one year from the reporting date.

The amortised cost of amounts due from / to subsidiaries is a reasonable approximation of the fair value.

There were no subsidiaries with material non-controlling interests and hence no disclosures for summarised financial information have been presented.

	GROUP		COMPANY	
	2023 P '000s	2022 P '000s	2023 P '000s	2022 P '000s
14. INVENTORIES				
Food and beverages	1,278	1,014	-	-
Inventory for resale (curios)	1,193	1,544	-	-
Fuel	2,005	1,989	-	-
Spares	6,169	5,134	-	-
Stock in transit	-	-	-	-
Consumables	1,523	1,461	-	-
	12,168	**11,142**	**-**	**-**

Inventories have been reduced by P: 1,604,665 (2022: P 1,604,665) as a result of the write-down to net realisable value. This write-down was recognised as an expense during 2021.

15. TRADE AND OTHER RECEIVABLES

	GROUP 2023	GROUP 2022	COMPANY 2023	COMPANY 2022
Trade receivables	7,352	3,331	-	-
Prepayments	7,187	813	-	-
Other receivables	7,775	4,211	-	-
Related parties (note 23)	962	1,038	-	250
	23,276	**9,393**	**-**	**250**

The fair value of financial assets included in trade and other receivables approximates to their carrying values.

The age analysis of trade receivables is as follows:

	GROUP 2023	GROUP 2022
Up to 3 months	6,467	2,501
3 to 6 months	1,163	1,114
More than 6 months	1,322	-
Past due (impaired)	(1,600)	(284)
	7,352	**3,331**

Please refer to financial risk management for group's trade and other receivables that are denominated in currencies other than Botswana Pula.

It is expected that these amounts will be received when due. The group does not hold any collateral in relation to these receivables.

The amortised cost of trade and other receivables is a reasonable approximation of the fair value.

	GROUP		COMPANY	
	2023 P '000s	2022 P '000s	2023 P '000s	2022 P '000s
16. CASH AND CASH EQUIVALENTS				
Cash at bank	130,927	17,451	171	256
Cash in hand	82	84	-	-
Short term bank deposits	-	-	-	-
	131,009	**17,535**	**171**	**256**
Cash and cash equivalents include the following for the purpose of the statement of cash flows:				
Cash and cash equivalents	131,009	17,535	171	256
Bank overdrafts	-	(12,519)	-	-
	131,009	**5,016**	**171**	**256**

The amortised cost of cash and cash equivalents is a reasonable approximation of the fair value.

	GROUP & COMPANY	
	2023 P '000s	2022 P '000s
17. STATED CAPITAL		
Ordinary shares	**102,899**	**102,899**

Stated capital consists of 89,439,642 (2022: 89,439,642) fully paid ordinary shares of no-par value.

	No. of shares 000's	No. of shares 000's
Directors' interests:		
The directors, on the year-end date, held, directly or indirectly, the following ordinary shares:		
AD Chilisa	2,856	2,856
JM Gibson	2,885	2,885
AM Whitehouse (through Angold (Pty) Ltd)	7,643	7,628
JM Nganunu-Macharia	131	131
JK Gibson	2	2
SDS Fernando	8	8
L Odumetse	3	3

In addition to the shares held directly by JM Gibson, 28 945 406 (2022: 28 945 406) ordinary shares are held by African Finance Holdings Limited which is owned by the Beacon Trust, a discretionary trust of which JM Gibson is a potential discretionary beneficiary.

J.D.M Investments (Pty) Ltd, a company partly owned by JM Nganunu-Macharia held 5,046,939 (2022: 5,046,939) shares.

	GROUP		COMPANY	
	2023 P '000s	2022 P '000s	2023 P '000s	2022 P '000s

18. DEFERRED INCOME TAX

The movements of deferred tax assets and deferred tax liabilities are as follows:

	GROUP 2023 P '000s	GROUP 2022 P '000s	COMPANY 2023 P '000s	COMPANY 2022 P '000s
Deferred tax liabilities				
Beginning of the year	14,639	15,759	-	-
Income statement charge	3,508	(1,120)	-	-
End of the year	**18,147**	**14,639**	**-**	**-**
Deferred tax assets				
Beginning of the year	24,061	15,035	-	-
Income statement credit	(15,826)	9,025	-	-
Effect of foreign currency differences	(7)	1	-	-
End of the year	**8,228**	**24,061**	**-**	**-**

The net deferred income tax asset / (liability) arises from the following:

	GROUP 2023 P '000s	GROUP 2022 P '000s	COMPANY 2023 P '000s	COMPANY 2022 P '000s
Accelerated tax depreciation	(17,215)	(18,072)	-	-
Deferred tax on losses	5,351	27,581	-	-
IFRS 16 leases	4,106	3,988	-	-
Other	(2,161)	(4,075)	-	-
	(9,919)	**9,422**	**-**	**-**

Deferred income tax assets are recognised for the tax loss carry-forwards to the extent that the realisation of the related tax benefits through future taxable profit is probable.

Deferred tax assets and liabilities are to be recovered after more than 12 months.

	GROUP		COMPANY	
	2023 P '000s	2022 P '000s	2023 P '000s	2022 P '000s
19. ADVANCE TRAVEL RECEIPTS	**57,813**	**52,850**	**-**	**-**

These represent advances received for future bookings secured in advance of travel.

The advance travel receipts relate to new contracts and the entire performance obligation is unsatisfied at the year-end (i.e. no performance obligation relating to the contract has been satisfied at year-end).

20. TRADE AND OTHER PAYABLES

	GROUP 2023 P '000s	GROUP 2022 P '000s	COMPANY 2023 P '000s	COMPANY 2022 P '000s
Trade payables	18,682	12,477	-	-
Royalty payable	4,240	3,086	-	-
Employee benefit obligations	1,577	7,974	-	-
Other payables	21,996	9,403	925	694
Purchase price payable for the business acquisition	-	-	-	-
Audit fee payable	1,459	1,136	-	-
Lease payments due	379	92	-	-
Dividend payable	1,594	1,624	1,594	1,624
Related parties (note 23)	292	389	-	-
	50,219	**36,181**	**2,519**	**2,318**

The amortised cost of trade and other payables is a reasonable approximation of the fair value.

21. NET CASH FLOWS FROM OPERATING ACTIVITIES

	GROUP 2023 P '000s	GROUP 2022 P '000s	COMPANY 2023 P '000s	COMPANY 2022 P '000s
Profit / (loss) before finance costs and tax	139,881	(47,128)	(1,837)	(3,471)
Depreciation (note 9 and note 24)	34,048	34,171	-	-
Amortisation of intangible assets (note 11)	4,015	5,638	-	-
Impairment of investment in associate	-	-	477	969
(Reversal of impairment) / impairment of investment in subsidiary	-	-	(1,026)	948
Impairment charge - trade and other receivable	446	407	-	-
Impairment of related party receivable	-	-	251	-
Net loss on disposal of property, plant and equipment	149	(1,951)	-	-
Arising on conversion of investments in foreign subsidiaries	-	144	-	-
Increase in inventory	(1,026)	(1,699)	-	-
(Increase) / decrease in trade and other receivables	(14,526)	(1,126)	(1)	(250)
(Decrease) / increase in trade and other payables	11,948	(310)	201	469
Increase in advance travel receipts	4,963	18,632	-	-
	179,898	**6,778**	**(1,935)**	**(1,335)**

	GROUP		COMPANY	
	2023 P '000s	2022 P '000s	2023 P '000s	2022 P '000s
22. FINANCIAL INSTRUMENTS				
Financial instruments by category				
Financial assets at amortised cost				
Trade and other receivables excluding prepayments	13,513	5,875	-	250
Amounts due from subsidiaries (note 13)	-	-	6,773	8,008
Cash and cash equivalents (note 16)	131,009	17,535	171	256
Total	**144,522**	**23,410**	**6,944**	**8,514**
Financial liabilities at amortised cost				
Bank overdraft	-	12,519	-	-
Borrowings	190	-	-	-
Amounts due to related parties and subsidiaries (note 23)	292	389	7,905	7,292
Lease liabilities (note 25)	46,521	50,631	-	-
Trade and other payables excluding non-financial liabilities (note 20)	42,076	21,420	2,519	2,318
Total	**89,079**	**84,959**	**10,424**	**9,610**

The carrying amount of financial assets and financial liabilities at amortized cost given in the above table approximate to their fair values.

	GROUP		COMPANY	
	2023 P '000s	2022 P '000s	2023 P '000s	2022 P '000s
23. RELATED PARTY TRANSACTIONS				
The following transactions took place with related parties during the year:				
Interest paid - subsidiaries				
Chobe Game Lodge Proprietary Limited	-	-	225	134
Chobe Explorations Proprietary Limited	-	-	247	242
	-	**-**	**472**	**376**
Interest received – subsidiaries				
Chobe Properties Proprietary Limited	-	-	431	465
	-	**-**	**431**	**465**
Receivables from related parties				
Golden Wrap Proprietary Limited	3,123	4,191	2,303	2,303
Less : impairment against the receivable	(2,303)	(3,287)	(2,303)	(2,053)
	820	904	-	250
Chobe Properties Proprietary Limited (Note 13)	-	-	6,549	8,008
Chobe Farms Proprietary Limited	139	129	-	-
Chobe Game Lodge Proprietary Limited (Note 13)	-	-	224	-
JM Gibson	1	4	-	-
SDS Fernando	2	-	-	-
L Odumetse	-	1	-	-
	962	**1,038**	**6,773**	**8,258**
Payable to related parties				
Chobe Game Lodge Proprietary Limited (Note 13)	-	-	-	3,321
Chobe Explorations Proprietary Limited (Note 13)	-	-	7,905	3,971
JM Gibson	-	141	-	-
JK Gibson	4	-	-	-
L Odumetse	10	-	-	-
AM Whitehouse	78	93	-	-
AC Dambe	29	-	-	-
JA Bescoby	27	80	-	-
JM Nganunu-Macharia	29	-	-	-
K Ledimo	28	-	-	-
MT Sekgororoane	32	-	-	-
D Flatt	28	-	-	-
D Ter Haar	27	75	-	-
	292	**389**	**7,905**	**7,292**

Amounts due from / to subsidiaries and their term and conditions are shown in note 13.

Group generated P4 730 885 (2022:1 478 619) revenue from Ngamiland Explorations Limited, a company of which JK Gibson is a shareholder.

	GROUP	
	2023 P '000s	2022 P '000s
Directors remuneration		
Key management compensation		
Key management personnel are the board of directors of the group. Salaries and other short-term employee benefits to executive directors (shown as management services under other operating expenses) are given below;		
JM Gibson	2,427	2,001
JK Gibson	2,565	1,868
SDS Fernando	2,559	1,896
L Odumetse	2,565	1,641
	10,116	**7,407**

24. RIGHT-OF-USE ASSETS

Right-of-use assets are depreciated over the shorter period of lease term and useful life of the underlying asset. However, if a lease transfers ownership of the underlying asset or the cost of the right-of-use asset reflects that the company expects to exercise a purchase option, the related right-of-use asset is depreciated over the useful life of the underlying asset as follows;

	2023 P '000s	2022 P '000s
Lease lands		
Cost	46,810	46,652
Accumulated depreciation	(18,723)	(14,150)
Closing balance	**28,087**	**32,502**
Movement of right-of-use assets is shown below;		
Opening net book value	32,502	35,942
On conversion of foreign subsidiary	(20)	-
On acqusition of subsidiary	158	-
Additions	-	1,381
Depreciation for the year	(4,553)	(4,821)
Closing net book value	**28,087**	**32,502**

	GROUP	
	2023 P '000s	2022 P '000s
25. LEASE LIABILITIES		
Opening balance	50,631	52,836
On conversion of foreign subsidiary	(23)	-
Initial recognition	158	1,381
Accretion of interest	3,197	3,446
Repayment	(7,442)	(7,032)
Closing balance	**46,521**	**50,631**
Repayment of interest portion	3,197	3,446
Repayment of capital portion	4,245	3,586
	7,442	**7,032**

The weighted average incremental borrowing rate for lease liabilities initially recognised as of 1 March 2019 was 6.5% per annum.

	2023 P '000s	2022 P '000s
Amounts recognised in the statement of financial position		
Current	4,461	4,037
Non-current	42,060	46,594
	46,521	**50,631**
The maturity analysis of lease liabilities is as follows:		
No later than 1 year	4,461	4,037
Later than 1 year and no later than 5 years	27,849	24,441
More than 5 years	14,211	22,153
Total	**46,521**	**50,631**
Gross lease payable	60,080	67,107
Less: Future interest	(13,559)	(16,476)
Net lease payable	**46,521**	**50,631**
Amounts recognised in the statement of comprehensive income		
Depreciation charge of right-of-use assets	4,553	4,821
Interest expense (included in finance cost)	3,197	3,446
Variable lease payments (included in other operating expenses)	1,029	(75)
Expense relating to variable lease payments not included in lease liabilities (Resource royalty) (included in other operating expenses)	11,612	3,027
Amounts recognised in the statement of cash flows		
Total repayments of government leases (included under financing activities)	7,442	7,032
Total payments of resource royalties (included under operating activities - under working capital change in trade and other payables)	10,458	3,029
	17,900	**10,061**

26. SEGMENTAL REPORTING

Business Segments

The group's operating businesses are organised and managed separately according to the nature of products and services offered by each of such segments representing a strategic business unit. The group is organised into three principal business areas and these constitute three reportable segments as follows:

1.	Camp, lodge and safari operations	Offering full-service accommodation and game viewing services to guests at the group's camps and lodges
2.	Transfers and touring	Offering air, road and water transfers to and between the group's camps and lodges and those of other tour operators
3.	Aircraft maintenance operations	Offering a suite of aircraft maintenance services.
4.	Other	Including farming, property rental and miscellaneous operations

	Camp lodge and safari operations		Transfer and touring	
	2023 P'000's	**2022 P'000's**	**2023 P'000's**	**2022 P'000's**
Group statement of comprehensive income				
Revenue	335,849	92,592	126,332	39,667
Operating profit/(loss) for the year before items listed below	156,868	(9,139)	22,426	706
Depreciation and amortisation	(31,444)	(35,651)	(4,855)	(2,123)
Operating profit/(loss)	**125,424**	**(44,790)**	**17,571**	**(1,417)**
Net finance (costs) / income	(3,307)	(3,720)	-	-
Reportable segment profit/(loss)	**122,117**	**(48,510)**	**17,571**	**(1,417)**
Reconciliation of reportable segment profit/(loss) to profit/(loss) before taxation				
Total profit/(loss) for reportable segment				
Share of net loss of associates accounted for using the equity method				
Profit/(loss) before taxation				
Taxation				
Profit/(loss) after taxation				
Total assets	**437,622**	**323,340**	**82,034**	**79,398**
Total liabilities	**(148,819)**	**(145,514)**	**(18,775)**	**(13,255)**
Capital expenditure during the year	**26,757**	**6,129**	**1,088**	**661**

The company's Board of Directors acts as the Chief Operating Decision Maker ("CODM") of the group and assesses performance of the operating units based on the measure of profit before tax. This measurement basis assesses performance on bases of recognition and measurement which are consistent with the accounting policies of the group.

Revenue is derived from a very broad and diversified customer base, primarily from the United Stated of America, Europe and SADC region.

All the companies in the group are domiciled in Botswana except Caprivi Fly Fishing Safaris (Proprietary) Limited and Desert and Delta Safaris (SA) (Proprietary) Limited which are domiciled in Namibia and South Africa respectively. However, owing to the nature of the group's business, total revenues from these two geographical areas are insignificant and represent less than 5% of the group revenue.

Aircraft maintenance operations		Other		Inter segment elimination		Total	
2023 P'000's	**2022 P'000's**	**2023 P'000's**	**2022 P'000's**	**2023 P'000's**	**2022 P'000's**	**2023 P'000's**	**2022 P'000's**
28,464	17,250	16,301	10,828	(96,029)	(42,001)	410,917	118,336
1,462	1,668	(2,812)	(554)	-	-	177,944	(7,319)
(1,475)	(1,754)	(289)	(281)	-	-	(38,063)	(39,809)
(13)	**(86)**	**(3,101)**	**(835)**	**-**	**-**	**139,881**	**(47,128)**
(4)	(8)	(4)	(4)	-	-	(3,315)	(3,732)
(17)	**(94)**	**(3,105)**	**(839)**	**-**	**-**	**136,566**	**(50,860)**
						136,566	(50,860)
						(935)	(969)
						135,631	**(51,829)**
						(31,045)	9,380
						104,586	**(42,449)**
24,402	**20,645**	**6,702**	**8,232**	**-**	**-**	**550,760**	**431,615**
(3,277)	**(1,796)**	**(11,358)**	**(6,770)**	**-**	**-**	**(182,229)**	**(167,335)**
334	**-**	**-**	**-**	**-**	**-**	**28,179**	**6,790**

27. LEASES

The Group holds the following operating leases:

Chobe Game Lodge Proprietary Limited
Agreement between the Government of Botswana, Chobe Game Lodge Proprietary Limited and Chobe Properties Proprietary Limited dated 28 July 1983 for lease over Area No. 8-RO, representing 42 Acres in the Chobe National Park. Lease period of 30 years expiring 28 July 2013. Thereafter there is an option to renew for a further twenty years expiring 28 July 2033. The leaseholder has exercised this option in accordance with the terms of the underlying agreement and is awaiting a confirmation from the Government of the Republic of Botswana. Annual rent is the greater of:

1. 0.5% of Chobe Game Lodge Proprietary Limited's gross revenue, or
2. P6 000 plus the cumulative national inflation rate from 28 July 1983

Rent in respect of the year 2023 was P372 085 (2022: P91 588).

Desert & Delta Safaris Proprietary Limited
Camp Moremi
The land on which the camp is built, is held by way of a lease with Tawana Land Board. The lease commenced on 1 January 2013 for a fifteen-year period expiring on 31 December 2027. The company has the option to renew this lease for a further fifteen years from 1 January 2028. The initial annual lease rental is P475 200 escalating at 10% per annum plus a resource royalty of 6% of gross revenue generate by the company from tourism related operations at the camp.

Camp Okavango
The contract area is held by way of lease from The Government of the Republic of Botswana through the Ministry of Environment, Natural Resource Conservation and Tourism. The lease commenced on 9 March 2015 for a period of fifteen years expiring on 31 March 2030. The company has the option to renew this lease for a further fifteen years from 1 April 2030. The initial land rent is P 475 200 and escalates at 10% per annum. Resource utilisation royalty is calculated at 6% of the annual gross income derived from tourism related activities effective from 1 January 2017.

Savute Safari Lodge
The land on which the camp is built, is held by way of a lease between Botswana Government and Lloyds Camp Proprietary Limited, a 100% subsidiary of the company. The lease commenced on 1 January 2013 for a fifteen-year period expiring on 31 December 2027. The company has the option to renew this lease for a further fifteen years from 1 January 2028. The initial annual lease rental is P 360,000 and resource utilisation royalty calculated at 4% of annual gross income generated from tourism related activities.

Xugana Island Lodge
The land on which the camp is built, is held by way of a lease between Tawana Land Board and Venstell Proprietary Limited which commenced on 1 January 1979. The lease has expired on 31 December 2018. The camp remains in operation pending renewal of the lease. The annual rental is P 200,000 effective from 1 January 2004 and a resource royalty of 4% on gross revenue generated by the company from the tourism related operations at the camp.

27. LEASES [CONTINUED]

Camp Xakanaxa
The land on which the camp is built, is currently held by way of a lease between Tawana Land Board and Desert & Delta Safaris Proprietary Limited, (a 100% subsidiary of Chobe Holdings Limited). The current lease commenced on 1 January 2013 and shall endured for fifteen years expiring on 31 December 2027. The company has the right to renew this agreement for a further period of fifteen years from 1 January 2028. The annual rental is P475 200 with an escalation of 10% per annum and a resource utilisation royalty is calculated at 6% of revenue generated from the tourism related operations at the camp.

Leroo La Tau Lodge
The camp, situated at Khumaga, is subject to a fifty-year lease between Ngwato Land Board and L.L.Tau Proprietary Limited, a 100% subsidiary of the company. The lease can be renewed for a further period of 50 years subject to various non-onerous conditions. The lease commenced on 27 May 1996. The annual rental payable is P 74,441.

In addition, Desert & Delta Safaris Proprietary Limited has a lease over a Government land, Botswana with the Tawana Land Board which commenced on 3 March 1998 for 50 years with an option to renew for a further 50 years. Annual rentals amount to P 1 114. The rent payable is subject to review after every five years from the date of grant.
Ker And Downey (Botswana) Proprietary Limited

Camp Kanana
The contract area was originally leased to Kanana Ventures (Proprietary) Limited by the Tawana Land Board. The lease started 1 January 2013 and endured for a period of fifteen years until 31 December 2027. The initial land rental is P 360,000 escalating annually at 10%. Resource utilisation royalty is calculated at 6% of the annual gross income derived from tourism related activities. In 2017, the lease was transferred to Ker And Downey (Botswana) Proprietary Limited on substantially the same terms. However, the lease start date was amended to a start date of 20 December 2015, maturing on to December 2030. Management continues to account for the obligations bolted on the terms of the original agreement.

Camp Shindi
The contract area is held by way of lease from The Government of the Republic of Botswana through the Ministry of Environment, Natural Resource Conservation and Tourism. The lease commenced on 10 March 2015 for a period of fifteen years expiring on 31 March 2030. The company has the option to renew this lease for a further fifteen years from 1 April 2030. The initial annual land rent is P 1 000 000 and escalates at 10% per annum. Resource utilisation royalty is calculated at 6% of the annual gross income derived from tourism related activities effective from 1 January 2017.

Camp Okuti
The property is held by way of a lease with Tawana Land Board by Okuti Safaris Proprietary Limited, a 100% subsidiary of the company. The lease commenced on 15 May 2007 for a fifteen year period to 14 May 2022. The lessee has the option to renew this lease for a further fifteen-years from 15 May 2022. The company has started the renewal process for a further period of fifteen years. The annual rental is P 200,000 effective from 15 May 2007 escalating at 5% per annum plus a resource royalty of 4% on gross revenue generated by the company from tourism related operations at the camp.

Camp Dinaka

The entities Flavoured Properties Proprietary Limited, Ngamiland Horizon Proprietary Limited and Sunbelly Ventures Proprietary Limited hold an estimated 17400 hectares of adjoining land in the Hainaveld area through leases with the Tawana Land Board. All three leases commenced in 1990 and expire in 2040 with an option to renew for a further 50 years.

In addition, Ker And Downey (Botswana) Proprietary Limited has a lease over a Government land, Botswana with the Tawana Land Board which commenced on 2 June 1998 for 50 years with an option to renew for a further 50 years. Annual rentals amount to P161. The rent payable is subject to review after every five years from the date of grant.

Caprivi Fly Fishing Safaris (Proprietary) Limited (Chobe Savanna Lodge)

Permission to occupy granted by the Minister of Lands, Resettlement and Rehabilitation of Namibia to Caprivi Fly Fishing Safaris (Proprietary) Limited, for 10 hectares of land at Maliazo in the Caprivi Region, dated 14 May 2002, with no stated termination date. This permission was formalised in 2022 with a lease agreement between The Communal Land Board of Zambezi and Caprivi Fly Fishing Safaris (Proprietary) Limited. The lease commenced on 26 January 2022 for a twenty-five years. The starting rental, which is subject for a five year annual escalation is N$ 59,664.

Chobe Farms Proprietary Limited

Leasehold property is held by way of an agreement between Chobe Land Board and Chobe Farms Proprietary Limited for the lease of approximately 342 Hectares known as Farm Nyungwe Valley in the Chobe Tribal. Either party may terminate the lease on giving of six months' notice. The lease commenced on 1st April 1985 for a period of twenty-five years, renewable at the option of the grantee, which option has been exercised up to 31st March 2035. The rental, which is subject to review by the grantor every five years, is presently P 5 800 per annum.

Sedia Hotel Proprietary Limited

Leasehold property is held by way of an agreement between Tawana Land Board and Sedia Hotel Proprietary Limited for the lease of approximately 6.9 Hectares in the Batawana tribal area in the Sedie village/ward. The lease commenced on 6 September 1987 for a period of 50 years, renewable for another 50 years at the option of the lessee. The rental, which is subject to review by the lessor every five years, is P 17 375 per annum as per the agreement. This land is being used by Quadrum Proprietary Limited for the operations of Sedia Riverside Hotel.

Nelie Investments Proprietary Limited

Nelie Investments Proprietary Limited has lease rights over two adjoining lands namely OM 94 and OM 95 situated in the Batawana tribal area in the Hainaveld - Ranch OM-94 village/ward measuring 5612.4 Hectares and situated in the Batawana tribal area in the Hainaveld - Ranch OM-95 village/ward measuring 4641.990 Hectares respectively. OM 94 plot's agreement is from 4th October 1990 to 4th October 2040 at an annual rental of P3,929. OM 95 plot's agreement is from 16th August 1990 to 16th August 2040 at an annual rental of P3,249. Both rentals are subject to review after every 5 years and renewable for further 50 years.

28. PENSION FUND

The group obtained approval from Non-Bank Financial Institutions Regulatory Authority on the 01 June 2012 for setting up the Chobe Holdings Staff Pension Fund and approval as a participant under Alexander Forbes Retirement Fund. The fund is a defined contribution fund with employer and employee contributing 10% and 7.5% of basic pay respectively.

The Group's contributions to the fund from each of the subsidiaries for the year ended 28 February 2023 and 2022 are as follows:

Company	2023 P'000s	2022 P'000s
Chobe Game Lodge Proprietary Limited	641	310
Desert & Delta Safaris Proprietary Limited	1,237	957
Ker And Downey (Botswana) Proprietary Limited	832	616
The Bookings Company Proprietary Limited	142	98
The African Booking Company Proprietary Limited	33	-
North West Air Proprietary Limited	231	157
Quadrum Proprietary Limited	254	151
Total	**3,370**	**2,289**

29. CONTINGENT LIABILITIES

Chobe Holdings Limited has issued a financial guarantee for P 500 000 to meet working capital requirements of Hospitality & Tourism Association of Botswana ('HATAB'), on 29 September 2022, valid for a period of one year. Guarantee is subject to various conditions including HATAB lacking sufficient cash or other liquid assets to carry on its business as a going concern in order for guarantee to become payable.

30. COMMITMENTS

Capital commitments
There were P3 769 391 capital commitments contracted by the group, but not paid for as at the reporting date (2022: P Nil).

31. BUSINESS COMBINATIONS

On 1 April 2022, the Group through its wholly owned subsidiary Desert & Delta Safaris Proprietary Limited acquired the entire shareholding in Nxamasire Fishing camp Proprietary Limited ("Nxamaseri lodge"). Nxamaseri lodge operates a 3-star lodge. The lodge has 8 en suite chalets located in Okavango Delta Panhandle. There are 50-year leasehold interests for lodge which commenced in 2009, renewable for a further 50 years.

Situated on the Okavango Panhandle, the property also gives access to the World Heritage Site of Tsodilo Hills. This culturally based acquisition will considerably enhance the diversity of our existing Desert & Delta Safaris brand offerings.

The Group determined this to be a business combination by analysing the underlying agreement and activities of the subsidiary. Nxamaseri lodge is considered as the Cash Generating Unit ("CGU"). The Group engaged external experts to assist with the identification and valuation of the tangible and intangible assets acquired through the transaction.

The valuation basis was as follows:
Hotel Property - Income capitalisation approach
No values were assigned to the intangible assets identified (i.e. the brand and customer relationships) as these were not deemed to have meaningful values.

The sensitivities of the key variables in assessing the fair value of property.

Cap rate - 12%	1% increase in cap rate will reduce the fair value by P 511,710 and 1% decrease in cap rate will increase the fair value by P 604,748.
Net rental - 3.7Mn	10% increase/decrease net rentals will change the fair value by P3.1Mn

Details of the purchase consideration, the net assets acquired, and goodwill are as follows:

	P '000s
Purchase consideration	17,770
Total	**17,770**

The assets and liabilities recognised as a result of the acquisition are as follow:

	Fair value P '000s
Property, plant and equipment	6,124
Right of use asset	158
Shareholders loan	(2,090)
Lease Liability	(158)
Goodwill	13,736
	17,770

Outflow of cash to acquire subsidiary, net of cash acquired is presented in the cash flow statement.

Acquired entity was not operational during the year of acqusition, hence no summarised financial information to present.

32. GOING CONCERN

The global, regional and domestic tourism industry was adversely affected due to Covid-19 pandemic, with travel restrictions and other public health actions resulting in significant reductions in group's revenue / cash inflows in prior years periods. However, following lifting of such restrictions, the Group returned to normal operations in the current financial year. Accordingly, the revenue and profit for the current year was higher than those achieved in the year ended 29 February 2020, which preceded the COVID-19 pandemic.

The directors have reviewed the group's budget and cashflow forecast for the year to 29 February 2024. On the basis of this review, and in light of the current financial position, the directors are satisfied the group is a going concern and continued to adopt the going concern basis in preparing the financial statements.

33. EVENTS AFTER THE REPORTING PERIOD

A final dividend of 60 thebe per share has been declared and will be paid on 27 June 2023.

There are no other events after the reporting date which require adjustment or disclosure in the financial statements.

NOTICE OF ANNUAL GENERAL MEETING

for the year ended 28 February 2023

Notice is hereby given that the 2023 annual general meeting of Chobe Holdings Limited will be held at the Hilton Garden Inn Gaborone on Thursday 24th August 2023 at 5.30pm for the following purposes:

1. To read the notice convening the meeting and ascertain the quorum required to constitute the meeting.

ORDINARY BUSINESS:

2. To receive, consider and adopt the audited financial statements for the year ended 28 February 2023 together with the directors' and auditor's reports thereon.

3. To approve the distribution of a dividend as recommended by the Directors.

4. To re-elect the following directors who retire in accordance with the Constitution and, being eligible, offer themselves for re-election. Motions for re-election will be moved individually.

   a) Mr. K. Ledimo
   Mr. Ledimo owns and operates an Engen Filling Station in Maun and two commercial cattle ranches in the Hainaveld.
   He is a shareholder and director in Thamalakane River Lodge Proprietary Limited, a company that owns and operates a 20-bed lodge on the banks of the Thamalakane River in Maun. He was the General Manager of Ngami Toyota from 1986 to 1998. He holds a Certificate in Library Studies obtained from the University of Botswana.

   b) Mrs. J.M.Nganunu-Macharia
   Mrs Nganunu-Macharia is a Chartered Architect, registered with the Architects Registration Board (ARB) and the Royal Institute of British Architects (RIBA) in the United Kingdom, as well as the Architects' Registration Council (Botswana) (ARC) and the Architects Association of Botswana (AAB). She has been running her own practice, Nganunu Macharia Design Proprietary Limited, whose core business is architecture, interior design, urban design and project management, for the past eighteen years. In total, she has over twenty years' experience in the architecture and construction industry, both in the United Kingdom and in Botswana.

   c) Mr. J.K. Gibson
   Mr. Gibson joined Chobe Holdings Limited on 1st February 2018 as the Senior Group Executive. Immediately prior to joining Chobe Holdings Limited he had established a specialised online tour operator focused on Botswana. He holds a Bachelor of Business Science (Honours) degree in Finance, from the University of Cape Town in South Africa.

   d) Mr. S.D.S. Fernando
   Mr. Fernando holds a Master of Business Administration, specialising in Finance and a Bachelor of Science Accounting (special) (1st class) degree. He is a fellow member of the Botswana Institute of Chartered Accountants and an associate member of Institute of Chartered Accountants of Sri Lanka.

   After his internship with PricewaterhouseCoopers Sri Lanka, Mr. Fernando started his post qualifying carrier with Hutchison Telecommunications Lanka (Pty) Ltd, as an accountant and was later promoted to a senior accountant. He joined PricewaterhouseCoopers Botswana in November 2012 as an assistant manager and joined the Chobe Holdings Group as a Finance Manager in November 2015. He was later appointed as Group Chief Financial Officer in May 2019.

5. To approve the remuneration for the directors for the year ended 28 February 2023.

6. To appoint Ernst & Young as auditors for the ensuing year.

7. To approve auditors' remuneration for the year ended 28 February 2023.

8. To approve non-binding remuneration policy

9. To transact such other business as may be transacted at an annual general meeting.

In the event that members wish to nominate any person(s) as directors other than one of the directors retiring, they should deliver to the company secretary, not less than five clear days before the date of the meeting, a nomination signed by a member qualified to attend and vote at the meeting, with notice signed by the nominated person(s) that they are willing to be elected as directors.

A member to attend and vote may appoint a proxy to attend and vote on his/her behalf and such proxy need not also be a member of the Company. The instructions appointing such a proxy must be deposited at the registered office of the Company not less than 48 hours before the meeting.

By order of the Board
24 July 2023

PROXY FORM

For use at the annual general meeting of ordinary shareholders of the Company to be held at the Hilton Garden Inn Gaborone on Thursday 24th August 2023 at 5.30pm.

I/We ....

The Holder of .... ordinary shares,
being a member of the Company and entitled to vote, do hereby appoint (see note 1):

1 .... or failing him/her

2 .... or failing him/her

3 .... or failing him/her

THE CHAIRPERSON OF THE ANNUAL GENERAL MEETING

as my/our proxy to act for me/us at the annual general meeting which will be held at the Hilton Garden Inn Gaborone on Thursday 24th August 2023 at 5.30pm for the purpose of considering and, if deemed fit, passing, with or without modification the resolutions to be proposed thereat and at each adjournment thereof and to vote on the resolutions in respect of the ordinary shares registered in my/our name/s with the following instructions (see note 2):

	Number of votes (one vote per ordinary share)		
	In favour of	**Against**	**Abstain**
2. Adoption of the audited financial statements			
3. Approval of recommended dividend			
4. To re-elect retiring directors a) Mr. K. Ledimo			
b) Mrs. J.M. Nganunu-Macharia			
c) Mr. J.K. Gibson			
d) Mr. S.D.S. Fernando			
5. Approval of directors' remuneration			
6. Appointment of auditors			
7. Approval of auditors' remuneration			
8. Approval of non-binding remuneration policy			

Insert the number of votes in the relevant spaces above according to how you wish your votes to be cast.

Signed at .... on the .... day of 2023

Signature ....

Assisted by me (where applicable) ....

Each member is entitled to appoint one or more proxies (none of whom need to be a member of the company) to attend, speak, and on a poll, vote in place of that member at the extraordinary general meeting.

Please read the notes on the reverse hereof.

NOTES

for the year ended 28 February 2023

1. A member may insert the name of the proxy or the names of two alternative proxies of the member's choice in the spaces provided, with or without deleting "the Chairperson of the annual general meeting", but any such deletion must be initialed by the member. The person whose name stands first on the form of proxy and who is present at the annual general meeting will be entitled to act as a proxy to the exclusion of those whose names follow.

2. Insert the number of votes in the relevant spaces overleaf according to how you wish your votes to be cast. Failure to comply with the above will be deemed to authorise the proxy to vote or to abstain from voting at the annual general meeting as he/she deems fit in respect of all the member's votes exercisable thereat. A member or the proxy is not obliged to use all the votes exercisable by the member of the total of the votes exercisable by the member or by the proxy.

3. Forms of proxy must be received at the Company's registered office by not later than 5.30pm on Tuesday 22nd August 2023.

4. The completion and lodging of this form of proxy will not preclude the relevant member from attending the annual general meeting and speaking and voting in person thereat to the exclusion of any proxy appointed in terms hereof.

5. Any alteration or correction made to this form of proxy must be initialled by the signatory/ies. A minor must be assisted by his/her parent/guardian unless the relevant documents establishing his/her legal capacity are produced or have been registered by the transfer secretaries of the company.

6. The chairman of the annual general meeting may reject a form of proxy or accept any such form which is completed and/or received other than in accordance with these notes if he is satisfied as to the manner in which the member wishes to vote.

SHAREHOLDERS INFORMATION

	Number of shares	%
TOP TEN SHAREHOLDERS AT 28 FEBRUARY 2023		
African Finance Holdings Limited	28 945 406	32
Botswana Public Officers Pension Fund	15 366 456	17
Angold (Proprietary) Limited	7 642 726	9
J D M Investments Proprietary Limited	5 046 939	6
FNB Botswana Nominees Re: BIFM - Act Mem & Dp Eq	5 046 341	6
J M Gibson	2 885 571	3
AC Dambe	2 856 218	3
G H Haniger	2 812 500	3
JA Law	2 812 500	3
Debswana Pension Fund	1 810 288	2
TOP TEN SHAREHOLDERS AT 28 FEBRUARY 2022		
African Finance Holdings Limited	28 945 406	32
Botswana Public Officers Pension Fund	19 783 862	22
Angold (Proprietary) Limited	7 627 749	9
J D M Investments Proprietary Limited	5 046 939	6
J M Gibson	2 885 571	3
AC Dambe	2 856 218	3
G H Haniger	2 812 500	3
JA Law	2 812 500	3
Debswana Pension Fund	2 997 028	3
University of Botswana Defined Contribution Pension Fund	1 327 274	1

SHAREHOLDER SPREAD

	28 February 2023	28 February 2022
Public shareholders	47%	47%
Non-public shareholders	53%	53%
	100%	100%