

BUSINESS COMBINATIONS

Subsidiaries and businesses acquired	Nature of business	Operating segment	Date acquired	Interest acquired (%)	Net effective interest in (%)	Purchase price R'000
Delgarth Limited (Delgarth Motor Group)	Dealerships	Dealerships UK	23 August 2022	100	100	272 928
Gillingham Ford	Dealerships	Dealerships UK	14 July 2022	100	100	127 475
Romford Suzuki	Dealerships	Dealerships UK	03 March 2023	100	100	47 682
Delver Logistics S.L.U. (Delver)	Logistics	Supply Chain Europe	01 July 2022	75	56	3 495
Pamplona T.I. Transporte Inmediato S.L.U. (T.I.)	Logistics	Supply Chain Europe	01 July 2022	75	56	44 985
Clean Tech 360 (Pty) Ltd (Clean Tech)	Logistics	Supply Chain Africa	01 February 2023	51	51	13 329
RSC Consulting Services (Pty) Ltd (RSC)	Logistics	Supply Chain Africa	01 February 2023	51	51	119 979
Purchase price						629 873

	Delgarth Motor Group R'000	Gillingham Ford R'000	Romford Suzuki R'000	Delver and T.I. R'000	Clean Tech and RSC R'000	Total R'000
Net cost on acquisition of businesses						
Fair value of assets acquired and liabilities assumed at date of acquisition						
Assets						
Property, plant and equipment	89 304	6 958	33 201	13 550	1 200	144 213
ROU assets	–	–	–	–	2 905	2 905
Non-current receivables	–	–	–	341	–	341
Intangible assets	–	–	–	13 362	44 288	57 650
Goodwill	84 100	63 618	13 245	16 654	95 146	272 763
Inventories	140 895	56 839	2 583	–	1 938	202 255
Trade receivables	14 692	–	–	60 905	89 975	165 572
Sundry receivables	18 410	60	–	4 078	9 141	31 689
Cash and cash equivalents	62 783	–	–	8 430	30 058	101 271
	410 184	127 475	49 029	117 320	274 651	978 659
Liabilities						
Deferred tax liabilities	–	–	–	(3 180)	(6 003)	(9 183)
ROU lease liabilities	–	–	–	–	(3 645)	(3 645)
Trade and other payables	(130 636)	–	(1 347)	(37 782)	(92 758)	(262 523)
Income tax payable	(6 620)	–	–	(2 867)	(2 266)	(11 753)
Provisions	–	–	–	–	(4)	(4)
	(137 256)	–	(1 347)	(43 829)	(104 676)	(287 108)
Fair value of net assets acquired	272 928	127 475	47 682	73 491	169 975	691 551
Less: Non-controlling interest	–	–	–	(25 011)	(36 667)	(61 678)
Purchase price	272 928	127 475	47 682	48 480	133 308	629 873
Cash acquired	(62 783)	–	–	(8 430)	(30 058)	(101 271)
Deferred contingent purchase consideration liability	–	–	–	–	(25 787)	(25 787)
Cash outflow	210 145	127 475	47 682	40 050	77 463	502 815

The Group purchased Delgarth Motor Group, Gillingham Ford and Romford Suzuki for R272.9 million, R127.5 million and R47.7 million, respectively, in order to bolster the Dealerships UK division by adding seven dealerships. The Group has performed the PPA exercises whereby intangible assets acquired are separately valued, no intangibles have been identified to date.

The Group purchased Delver and T.I. for a total of R48.5 million in order to bolster the Supply Chain Europe division. The Group performed a PPA exercise whereby intangible assets acquired were separately valued. The valuation, using the projected financial information, led to recognition of a trade name of R2.6 million and customer relations of R10.4 million.

Clean Tech and RSC were purchased by the Group for a total of R133.3 million. The Group performed a PPA exercise whereby intangible assets acquired were separately valued. The valuation, using projected financial information, led to the recognition of customer relations of R43.6 million.

The non-controlling interests have been calculated using the present ownership instruments' proportionate share in the recognised amounts of the acquiree's identifiable net assets.

Goodwill has been recognised on the acquisition of Delgarth Motor Group, Gillingham Ford, Romford Suzuki, Delver and T.I., and Clean Tech and RSC amounting to R84.1 million, R63.6 million, R13.2 million, R16.7 million and R95.1 million, respectively.

The goodwill is attributable mainly to the skills and technical talent of the workforce and synergies expected to be achieved from integrating the acquired businesses into the Group's various operations. None of the goodwill is expected to be deductible for tax purposes.

The acquisition related costs of R29.5 million (R17.1 million in respect of these acquisitions) are included in profit or loss in the consolidated statement of comprehensive income.

The values identified in relation to the acquisitions are provisional as at 30 June 2023, and subject to change for a period of 12 months from the effective acquisition date. At the date of this report, there were no required adjustments identified.

Impact of the acquisitions on the results of the Group	Delgarth Motor Group R'000	Gillingham Ford R'000	Romford Suzuki R'000	Delver and T.I. R'000	Clean Tech and RSC R'000	Total R'000
From the dates of acquisition, the acquired business contributed:						
Revenue	1 458 105	739 190	18 272	366 025	296 383	2 877 975
Profit after tax and amortisation of PPA intangibles ¹	13 479	10 654	1 003	28 951	10 644	64 731
Attributable profit to equity holders of Super Group ¹	13 479	10 654	1 003	16 213	5 428	46 777

¹ Excluding acquisition-related costs.

Impact of the acquisitions on the results of the Group – had they occurred on 1 July 2022	Delgarth Motor Group R'000	Gillingham Ford R'000	Romford Suzuki R'000	Delver and T.I. R'000	Clean Tech and RSC R'000	Total R'000
From 1 July 2022 the businesses would have contributed:						
Revenue	1 666 406	771 329	54 817	366 025	711 318	3 569 895
Profit after tax and amortisation of PPA intangibles ¹	15 405	11 117	3 009	28 951	25 546	84 028
Attributable profit to equity holders of Super Group ¹	15 405	11 117	3 009	16 213	13 028	58 772

¹ Excluding acquisition-related costs.

Net costs on increase in existing shareholding in subsidiaries	Fleet East Africa R'000	inTime R'000	Total R'000
Decrease in non-controlling interest	(45)	(54 649)	(54 694)
Effect of transactions between equity partners on equity	(6 071)	54 649	48 578
Cash outflow	(6 116)	–	(6 116)

During the year the Group purchased the remaining 25% in Fleet East Africa for R6.1 million.

In December 2022, the Group purchased an additional 13.89% in inTime for 1 Euro. In addition, the Group recapitalised inTime in June 2023, resulting in a closing shareholding of 96.39%.

Inflow on recapitalisation of GLS Middle East	GLS Middle East R'000	Total R'000
Increase in non-controlling interest	3 235	3 235
Cash inflow	3 235	3 235

During the year, GLS Middle East was recapitalised in equal proportions by the Group and the non-controlling interest. This resulted in no impact on the effective shareholding of GLS Middle East.