GLOBAL ASSET MANAGEMENT LIMITED

Registration number 2002/003192/06

INTEGRATED ANNUAL REPORT '17

GLOBAL ASSET MANAGEMENT LIMITED

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THE BOARD OF THE DIRECTORS

Directorate 2017

EXECUTIVE DIRECTORS

N Penzhorn

Chief Executive Officer (CEO)

WP Basson

Chief Financial Officer (CFO)

MCC Van Ettinger

Chief Operational Officer (COO)

NON-EXECUTIVE DIRECTORS

GK Cunliffe

Independent Chairperson

GT Magomola

Independent

AJ Naidoo

Independent

MJ Reyneke

Non- Executive

NB Matyolo

Non- Executive

CJP Cilliers

Non- Executive

CHAIRMAN'S REPORT

Introduction

It is, indeed, pleasing to be reporting at a time when South Africa is experiencing a new wave of optimism and hope that has not been felt since the early days of Nelson Mandela's presidency. This contrasts with the past several years where the country has suffered under the burden of gross political mismanagement, corruption and the systematically planned destruction of the fabric of our key state-owned enterprises and key government ministries. Our new president and his support team face the daunting task of leading the country down the path to a dramatic reduction in poverty, a dynamic increase in the growth of the economy based on the inclusion of that large section of our population, including our growing band of unemployed youth that currently has no stake in the economy and a fast-tracking of the reduction in inequality leading to a fair and equitable opportunity for all to participate in the economy of South Africa.

Our new president will need all of our support and understanding as he grapples with the many conflicting pressures that he faces going forward. He faces satisfying the interests of his party and its various factions which at times conflict with the best interests of the country and the economy. His need to accommodate the interests of the trade unions and their members, representing the fortunate small sector of the population gainfully employed, conflicts directly with an urgent need to reduce the onerous regulations associated with our first world labour laws. This directly conflicts with the best interests of our ever-increasing unemployed population who gain no benefit from the protection afforded to the more fortunate small band of people lucky enough to have jobs.

Our black economic empowerment legislation which addresses the very important and urgent need to align South Africa's economic ownership of and participation in the country's resources more closely to the racial demographics of the country, also poses a serious problem to optimizing economic growth and employment creation. Not only do these laws create a whole band of cumbersome bureaucracy to operating a business but they also have the effect of hamstringing or excluding a group of young white people from participating to their full potential in the economy where they, in part due to their previous advantaged position in society, are best equipped and positioned to be internationally competitive and create jobs. A delicate balance is required to compensate the previously disadvantaged population for their disadvantaged status by providing free education, access to capital and a degree of preference in the workplace while, at the same time doing as little as possible to disadvantage or preclude the previously advantaged population from contributing fully and participating in the economy. In the ever-increasing globalization of world economies where there is keen competition for economic activity based on productivity and creativity, it is clear that we need to make the most of our resources for the long term benefit of all our people.

Our major resource is our burgeoning population of young active people who are not being put to work. For this resource to be competitive we need to give them education focused on increasing relevant skills that will enable them to produce goods and services that are internationally competitive. As the Asian economies develop and their labour becomes more expensive we need to step up to the plate and create a dynamic and competitive work force. This requires a major commitment to reducing costly bureaucratic legislation to a minimum so that the law provides very basic levels of protection to our workforce and our public. First world laws and regulations provide very real protections to society but they come at a cost that may be borne by a developed first world economy but are not appropriate for a country whose future stability is threatened by a population that has no work and no hope.

As a Company, Global has developed its technologies and capabilities over the past years so that it now finds itself in a position to commence its renewable energy commercial activities. This has required perseverance in negotiating the trials of complying with levels of regulations from council level through to regional and state legislation. We now need to start the process of rapidly rolling out our activities throughout the country which will embrace the creation of a number of jobs. We are hoping and anticipate that we will find that the new order of leadership in the country provides a platform that will actively assist us in the timeous response to our needs regarding compliance with the many approvals and licenses that we will require to expand our operations.

Overview of Operations

Our past year's results primarily reflect the results of our asset financing business which is in line with our strategy at the outset of utilizing this business to support the development of our renewable energy businesses in their early stages of development. This strategy has served us well and we are now in the exciting position of being set to roll out our renewable energy businesses over the coming years. The unfortunate termination of our partnership with Linde Materials Handling as discussed in the CEO's executive report, is requiring alternative strategies to be put in place which we are confident will enable that business to continue operating successfully. As our renewable energy businesses start to generate income we will no longer be reliant on profits earned by our asset financing business which will operate independently and may be used to provide facilities for customers of the renewable energy businesses.

We have acquired a new premises in Nigel in the East Rand and are in the process of moving our two tyre recycling plants from the existing Springs premises to the new premises. Over the past year we have successfully ironed out a few of the initial technical and operational issues related to this business and we are now set to operate commercially and we are projecting sound returns going forward. We have plans to aggressively expand this business by constructing additional plants which will also be able to process large mining tyres. The disposal of these old mining tyres represent a serious environmental problem in South Africa and elsewhere in the world.

We are commencing construction of our first plastic recycling plant which we expect to come into commercial operation in the first half of 2019. The technology has been thoroughly tested using our pilot plant and we have spent considerable time and money on the design of the plant which we are confident will give us a real competitive advantage over other plastic waste processing technologies. We are extremely excited about the potential of this business going forward.

Future Outlook

The South African economy has been severely damaged by poor political leadership and the catastrophic effects of endemic corruption facilitated by state capture and the collapse of many of our best state owned enterprises and government agencies. Our economic growth rate has been woeful and totally inadequate to support the needs of our fast-growing and youthful population. Business confidence levels have been low and there has been little stimulus to encourage economic growth and foreign investment. Our economy has been downgraded by the international rating agencies and we have been at risk of slipping into the abyss of a failed state that is unable to look after its own people. With the change in leadership of the country there is a renewed feeling of optimism. This provides an opportunity for the country to break out and develop its economy so that South Africa can proudly be seen as an African success story and a country whose people can go forward with hope and confidence. The new leadership must take advantage of the moment and the support that will come from within and outside as everyone is rooting for a stable and prosperous future for the country.

Global is ideally placed to play its part in the strong growth of the economy and will do so by providing profitable technological solutions for some of the pressing environmental issues of this time. At the same time Global has the potential to be a significant employer which can play a small part in the drive to create jobs for the unemployed people of South Africa. For the coming year Global will see income coming in from the tyre recycling business and early in the new year the plastic recycling business will commence operations. We are also expecting our first concentrated solar power project to get off the ground and this business has the potential to become a significant business in the future.

As discussed by the Global CEO in his executive report we are proposing to raise additional capital by way of a rights issue in the immediate future which capital is required to supplement the funding of the new plastic recycling plant as well as the construction of two additional tyre recycling plants. Thereafter, we expect funds generated from our operating plants plus income from the asset financing business to provide the base capital required for the future expansion of our operations.

We believe that our technologies are very competitive on a worldwide basis and we are investigating opportunities that are available elsewhere on the African continent and the rest of the world. This will provide scope for exciting growth potential in future years using the experience and expertise gained from our South African operations.

Closing

The Global Executive and their support team have worked extremely hard to overcome the many hurdles faced in reaching the state that Global finds itself in at this time. The tyre recycling plants have proven their operational capabilities and the supply of input material has been secured and customers have been secured for much of the final product output. The design of the waste plastic plant has been completed and preparation for construction finalized. We have a number of projects that we are considering for our concentrated solar power capabilities and we expect to see our first project come into operation in the current year. Measures have been taken to stabilize the asset financing business following the termination of our partnership with Linde Materials Handling and we are looking to develop this business on a sound basis going forward.

The Board continues to be committed to playing its full role of oversight and advice in the most effective manner ensuring that the Group places appropriate emphasis on its corporate and social responsibilities.

I wish to thank my fellow Board members for their valued support and guidance given over the past year.

GK Cunliffe
Chairman
19 March 2018

EXECUTIVE REPORT

Corporate Review

Management continued to pursue the establishment of its energy related business during the year through the commissioning of its rubber recycling reactors and the completion of the design for the plastic recycling plant.

The Group remains focused on providing long term sustainable value to our shareholders through its core objectives – to develop proprietary world-class green technologies, to accelerate revenue growth through the accumulation of strategic businesses within its value chain, and to drive product development and specialization. A further strategic initiative will be the exploitation of synergies between the various business units.

Year Under Review

The financial year ending November 2017 proved to be a watershed year for Global Asset Management Ltd ("Global"). The Company concluded an investment transaction for ordinary shares in Global with African Rainbow Capital Ltd through UBI General Partner (Pty) Ltd ("ARC") for R 40 million, as well as an investment transaction of R 20.5 million with Futuregrowth Asset Management (Pty) Ltd for a significant stake in Plastics Green Energy (Pty) Ltd ("PGE"), a subsidiary of Global. The injection of cash enabled the start of the establishment of the first commercial plastic recycling plant within PGE, to be commissioned by December 2018.

Total revenue for the Group remained largely unchanged at R 198 million. Income from operations increased to R 37 million, which resulted in a total comprehensive income of R 6.4 million, versus a total comprehensive loss of R 0.8 million for the previous year.

LFS Assets (Pty) Ltd ("LFS"), the main subsidiary of Global, focussing on asset financing in the logistics sector, experienced a difficult year, as the market for forklift truck sales and rentals was subdued and new business did not materialise as expected, whilst

operating costs remained largely constant. Linde Materials Handling South Africa (Pty) Ltd notified LFS of its intention to discontinue with its current partnership arrangement and to finance Linde forklift trucks independently of LFS, thereby effectively cancelling the agreement for leasing and financing of its forklift trucks through LFS. LFS has therefore put the necessary structures in place, to enable the orderly rundown of the current Linde forklift asset book, and is considering to establish new funding lines for other providers of high quality equipment to the manufacturing and logistics sectors, as well as energy generation equipment such as generators and turbines. The net profit for this business segment increased from R 3.3 million during the previous year to R 5.4 million for the year ending November 2017.

Enviroprotek (Pty) Ltd ("EPT") has successfully established a commercial waste tyre recycling plant, which converts waste rubber into industrial fuel oil, carbon black and steel. Cashflows are expected to turn positive during the 3rd quarter of 2018, once it has relocated to the new acquired Nigel site and further product improvements have been implemented.

PGE, has finalised the engineering design of its first commercial recycling plant and construction will commence during the second quarter of 2018. PGE will divert waste plastic not currently recycled from being disposed at landfill sites to its recycling facility in Nigel and will convert this waste stream into a high quality liquid fuel aimed at the industrial fuel oil market.

Heliosek (Pty) Ltd ("Heliosek") has completed the design for its initial pilot plant to be established during 2019. The technology allows for the highly efficient exploitation of the unlimited solar resource base of Southern Africa and creates an opportunity for expansion into other international jurisdictions. The technology offers an alternative to existing solar energy and other renewable energy solutions at a lower comparative cost.

Performance Highlights for 2017

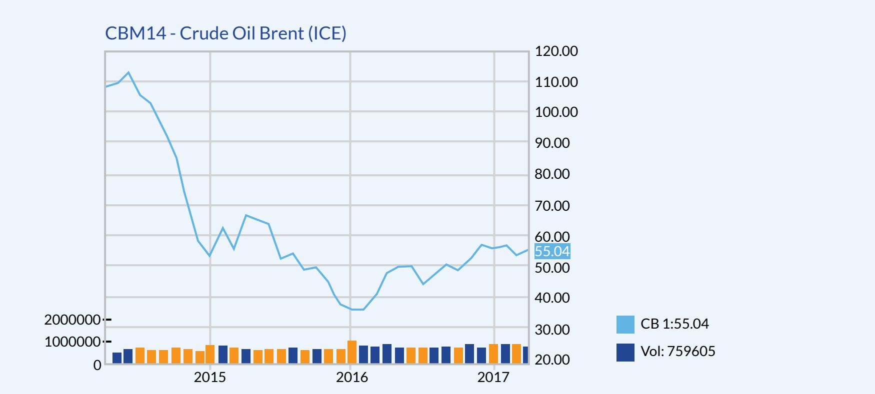
Global has delivered solid results, considering the difficult economic environment and the early stage development of its renewable energy sector. Key data include:

- Total assets increased to R 581 million, with total equity growing by 54% to R 229 million;
- Total comprehensive income of R 6.4 million was achieved;
- Net asset value decreased slightly to 264 cents per share due to an increase in issued shares; and
- Plant under construction costs incurred of R 13.4 million relates to the establishment of the above mentioned targeted strategic renewable energy businesses.

Prospects for Global's Renewable Energy Businesses

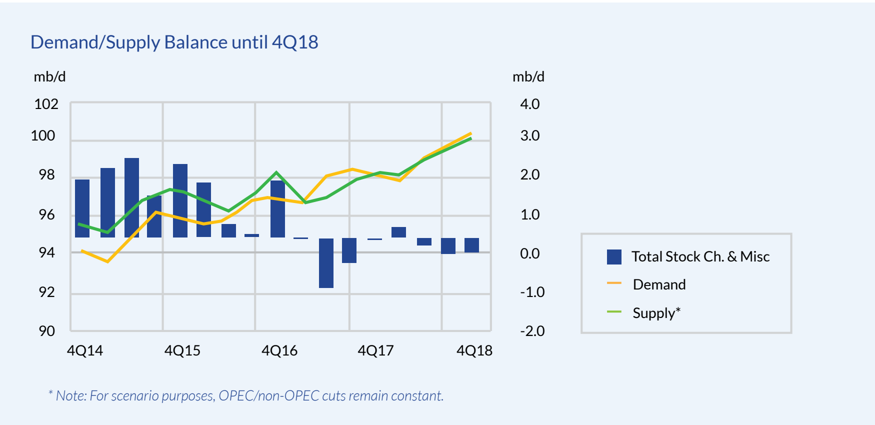
Global has established a solid base from which it will grow its exciting renewable energy businesses off. These businesses will not only provide sustainable solutions to current waste problems, but will also provide green energy solutions to discerning energy consumers at attractive prices. Two rubber recycling reactors have already been commissioned, and the first commercial plastic recycling plant is scheduled for commissioning in December 2018.

The year 2017 saw the oil price recover off its 2015 lows, to levels above 60 USD/bbl. The oil glut has however not completed dissipated and more weakness in the oil price might still occur in the near future.



Source: Nasdaq

Longer term, demand for oil is likely to catch up with the current oversupply, which will lead to better supported producer prices. This will bode well for Global's oil related energy businesses, EPT and PGE, over the short to medium term period. According to the International Energy Agency's latest Oil Market Report (November 2017), demand will outstrip supply during 2018, assuming that output cuts from OPEC and non-OPEC producers remain intact, to counter increased production out of the USA.



Source: IEA, Oil Market Report, November 2017

Global is also focussing on the generation of renewable electricity via its associate Heliosek. The biggest criticism facing the major renewable energy technologies such as wind and solar, is based on the fact that these technologies currently cannot provide base load power and as such can never really replace incumbent base load technologies such as coal and nuclear. Heliosek will however deliver 24/7 base load power and will therefore be able to act as a real substitute to current base load providing technologies.

Rights Issue

As was announced on SENS, Global is in the process of raising additional capital towards its renewable energy businesses PGE and EPT. The proceeds will be allocated towards 2 additional rubber recycling reactors for EPT, and the commercial plastic recycling plant.

Once concluded, Global will be in a position to scale up on its existing recycling capacity and to deliver on its strategic initiatives, with the goal of becoming an important player in the South African market for renewable energy.

Outlook

Global has successfully recycled more than 500 tons of waste rubber during 2017 and will recycle close to 1 000 tons of waste plastic per month once the PGE facility has been commissioned. The Company will continue to focus on developing proprietary technology to convert abundant waste resources into valuable energy products. The foundation has been laid, and I would like to express my sincere gratitude to the Global team and all stakeholders for their ongoing commitment and work ethic, as well as their unwavering support.

N Penzhorn
Chief Executive Officer
19 March 2018

RISK MANAGEMENT REPORT

for the year ended 30 November 2017

The Group's business risk and tolerance for risk continues to be managed in line with Board approved authorities and regulatory frameworks. The risk profile for the Company has increased to that of a medium to high overall risk environment given its business model of developing new businesses in the renewable energy sector and associated customer and stakeholder requirements. The majority of risks identified for the Group are:

Risk type	Approach
Strategic risk	Strategic risk concerns the consequences that occur when the environment in which decisions that are hard to implement quickly result in an unattractive or adverse impact. It ultimately has two elements: one is doing the right thing at the right time and the other is doing it well. This risk arises out of changes in the broad environment in which the Group operates. • Strategic risk is a function of the compatibility between the Group's goals, the approach and resources used to meet those goals, and the quality of management's implementation of systems and resources to meet those goals. • Formal strategic risk assessments are completed annually and monitored throughout the year by the Board and executive management of the Group. • The strategic risk management is integrated into the strategic planning process of the Group. • Strategic risk focuses on how the plans and the implementation of those plans affect the Group's value rather than just an analysis of a written strategic plan. • Assessment of strategic risk also incorporates how well management handles uncontrollable external factors such as changes of a political, socio-economic, legislative nature, new competition or opportune acquisitions.

Risk type	Approach
Financial risk	Financial risk is an umbrella term for any risk associated with any form of financing. Specialised financial risk management systems and procedures are in place to manage financial risks. • **Capital risk** to the Group is the risk of not maintaining the minimum capital levels stipulated by the monitoring regulators or key suppliers. • **Market risk** considers changes in the prices of the Group's products and funding rates due to changes in market factors such as exchange rates, interest rates, equity prices, commodity prices and market liquidity. Market risk occurs from the Group's involvement in activities where these market factors are present. • **Credit risk** is the potential that an obligor will fail to pay or fail to meet the terms of their contract with the Group. Credit risk could result from failure on the part of a borrower, counterparty or an issuer. Credit risk exists in both on- and off-balance sheet exposures. • **Liquidity risk** can arise from management's failure to recognise changing market conditions that negatively affect an ability to liquidate assets quickly. It may also include an inability to manage unplanned changes in funding sources and the failure of securing sufficient funding sources for new endeavours.

Risk type	Approach
Operational risk	Operational risk means the risk of loss resulting from people, inadequate or failed internal processes, systems or from external events, including legal risk such as exposure to fines, penalties, or punitive damages resulting from supervisory actions and private settlements. **People:** • Transformation, recruitment and retention, employee relations. **Process:** • Data integrity, internal controls, disaster recovery plan ("DRP") and business continuity management ("BCM"). **Technology:** • Information and data security, system operability, system support, maintenance and enhancements. • Processing technology failing to deliver according to designed efficiencies and operating schedules. **Compliance:** • Risk ratings and reports guide the level of attention required from the key individuals and representatives, executives and management.
Social and environmental risks	• Social risks include cultural aspects, health consciousness, age distribution, career attitudes and attitude to safety. • Environmental risks include compliance with environmental regulations and licenses.

Risk management review process application

The review structures in place to direct these risks are the Global Board and subsidiary directors, designated Committees (Social and Ethics, Audit and Risk), executive management, the compliance officer, key individuals, representatives and the Company Secretary.

The objective of these structures is to prevent, detect and control significant risk factors facing the Group, secure reliable financial information and ensure the reliability and integrity of operating procedures. It also encourages compliance with regulations and fiduciary responsibilities within its designated risk mandates applied in line with its mandated terms, levels of authority and associated conditions to:

- create and maintain a sustainable and profitable business model;
- support stakeholder expectations with a consistent return on capital;
- demonstrate a responsible approach;
- remain strategically focused on core activities to expand the Group's market reputation; and
- meet regulatory requirements.

Regulatory environment

The Global Group is regulated by various regulatory bodies as defined hereunder:

- National Credit Regulator ("NCR");
- the Johannesburg Stock Exchange ("JSE");
- the Department of Environmental Affairs; and
- various other governmental departments and institutions.

Specific areas identified by the Board for further comment were:

Business continuity management ("BCM")

The Group continually reassesses its business continuity capabilities in order to be adequately prepared to deal with any crisis. In particular, BCM prescribes how, where, when, and who will be responsible and what they will do when an abnormal situation occurs, in order to ensure that the business can continue with as little as possible disruption and/or any reputational damage.

Social responsibility management ("SRM")

The Group is committed to retaining its employees by maintaining a safe and healthy working environment and by creating awareness around responsible social practices. Global will continue to support charitable organisations.

Board governance and management compliance

The Board is satisfied that the necessary internal controls relating to the management, financial and regulatory reporting are operating effectively and no indications of a material breakdown of the associated controls, procedures and systems during the period of review came to its attention. The minimum required Board and Committee meetings were held for 2017 and matters of relevance considered and debated.

National Credit Act ("NCA") compliance

One of the Group's subsidiaries, LFS Assets (Pty) Ltd, has registered as an authorised credit provider and is compliant with all the necessary procedures and processes to continue to meet the requirements of the NCA. Financing activities remain focused around commercial and corporate business, rather than consumer business, which are subject to the NCA.

Broad Based Black Economic Empowerment ("BBBEE") compliance

Global's official scorecard shows a level 8, which proves Global's commitment to BBBEE. The Company has filed its compliance report in accordance with section 13G (2) of the Act annually to the B-BBEE Commission on the prescribed Form B-BBEE and has last published this report on its website on 30 March 2017. An updated report will be published in April 2018.

During the year ended 30 November 2017, the Company secured African Rainbow Capital Ltd through UBI General Partner (Pty) Ltd ("ARC") as a 26.3% shareholder and also revised the shareholding structures of certain of the Group subsidiaries. Furthermore the Board composition was enhanced with the appointment of Ms N Matyolo, bringing the number of BBBEE Directors to three, namely Mr GT Magomola, Mr AJ Naidoo and Ms NB Matyolo.

The Board's attention and focus remain on satisfying the operational targets of the charter. Global constantly reviews opportunities to improve the managerial, procurement, as well as enterprise development aspects for 2017 through to 2018.

CORPORATE GOVERNANCE REPORT

for the year ended 30 November 2017

Regulatory Environment

The Board is committed to the adherence and application of the highest levels of corporate governance in its Small Medium Enterprise ("SME") environment and accepts responsibility to provide a high standard of corporate governance. It is the Directors' responsibility to ensure that the financial statements fairly represent the state of affairs of the Group as explained in the "Directors' Responsibility and Approval" statement in this Integrated Annual Report. The external auditors are responsible for independently auditing and reporting on the financial statements.

Application of King IV Principles for the year ended 30 November 2017

Global Asset Management Limited ("Global" or "the Company" or "the Group") endorses the governance outcomes, principles and recommended practices contained in the King Report on Corporate Governance 2016 ("King IV" or "King Code"), which was published on 1 November 2016 and came into effect for companies listed on the JSE Limited ("JSE") on 1 October 2017.

The Board of Directors, which constitutes the governing body of the Company ("Board"), satisfied itself that Global has substantially applied the applicable principles set out in King IV, together with the mandatory corporate governance requirements set out in 3.84 of the Listings Requirements of the JSE, for the year ended 30 November 2017.

King IV advocates an outcomes-based approach towards the achievement of four governance outcomes. A summary of the King IV principles implemented by the Company in meeting those outcomes is set out below. While recommended practices were applied where and to the extent applicable to the business, further enhancements will be made over time in line with the Company's aspirations to continuously improve its corporate governance practices.

In terms of the Listings Requirements of the JSE, companies listed on the Alternative Exchange Board ("AltX") are only required to report on the extent of their application of the principles set out in Part 3 (Governing Structures and Delegation) of the King Code. However, the Company has elected to continue with full disclosure in accordance with King IV.

This document should be read in conjunction with the 2017 Integrated Annual Report (as cross-referenced below), which is available on the Company's website at global-ltd.co.za.

Governance outcome: Ethical culture	
PART 1: Leadership, ethics and corporate citizenship	
Principle 1	Leadership
The Board should lead ethically and effectively	The Board is committed to the highest standards of corporate governance. The responsibilities of the Board include providing effective leadership based on an ethical foundation. To this end, the Board has adopted a Code of Ethics which is designed to ensure the effective management of ethics and is applicable to all Directors, employees, contractors and other representatives of the Group. The Board and its Committees monitor compliance with the Code of Ethics. Directors have a legal obligation to prevent conflicts of interest with the Company and are obliged to disclose any potential conflicts prior to any consideration or discussion by the Board of such items and are required to recuse themselves from any meetings while such discussions are in progress. Disclosures of other directorships are tabled at the start of each Board meeting and this is a standard agenda item. Practices implemented with regards to the appointment of new Directors are included under Principle 7 below. A performance and effectiveness assessment of the Board, the Audit and Risk Committee, and the Social and Ethics Committee is performed at least every two years, and the results of these assessments are Communicated to the Board and its Committees.

Principle 2	Organisational ethics
The Board should govern the ethics of the organisation in a way that supports the establishment of an ethical culture	In accordance with the Board Charter (which is reviewed annually), the Board is the guardian of the values and ethics of the Group and sets the tone for an ethical organisational culture across the Group. The Board has a fiduciary duty to act in good faith, with due care and diligence and in the best interests of the Group and its stakeholders, and is therefore the primary body responsible for the corporate governance values of the Group. While control is delegated to management in the day-to-day management of the Group, the Board retains full and effective control over the Group. The Code of Ethics adopted by the Board commits the Group and its employees to the highest ethical standards of conduct and amongst others regulates aspects of confidentiality, non-discrimination, the acceptance of gifts and bribes. Procedures exist in terms of which unethical business practices can be brought to the attention of the Board. The Board has adopted a zero-tolerance approach to fraud and the appropriate remedial action is taken should any substance be found to the matter reported.
Principle 3	**Responsible corporate citizenship**
The Board should ensure that the organisation is and is seen to be a responsible corporate citizen	The Social and Ethics Committee, which reports to the Board and shareholders, reflects and effects the Company's commitment to responsible corporate citizenship. Global subscribes to the provisions of the Promotion of Equality and Prevention of Unfair Discrimination Act. The Group's good corporate citizenship is further evidenced by its promotion of the reduction of corruption, as well as its contribution to the development of the communities in which its activities are predominantly conducted or within which its products or services are predominantly marketed. The Company maintains a record of sponsorship, donations and charitable giving. In addition to applying the principles of King IV, the Group has also adopted the principles of the Global Reporting Initiative (GRI) which guide the Company in its corporate responsibility. Shareholders are referred to the Social and Ethics Committee Report, which is included in the Company's 2017 Integrated Annual Report, for further disclosures in this regard. During the period under review there were no material fines or penalties incurred which needed to be brought to the attention of stakeholders.

Governance outcome: Good performance	
PART 2: Strategy, performance and reporting	
Principle 4	Strategy and performance
The Board should appreciate that the organisation's core purpose, its risks and opportunities, strategy, business model, performance and sustainable development are all inseparable elements of the value creation process	The Board, as a whole and through its Committees, approves and monitors the implementation of the strategy and business plan of the Company, sets objectives, reviews key risks and opportunities that could threaten or enhance the Group's ability to provide sustainable long-term growth to stakeholders, and evaluates performance against the background of economic, environmental and social issues relevant to the Company and global economic conditions. The sustainability of the Group's businesses is a key consideration in the development and implementation of the Group's business model, supported by formal policies governing environmental, corporate social investment, ethical and remuneration matters, all of which form key components of the value-creation process and are effective in ensuring the long-term sustainability of the Group. Risk disclosures, together with the steps to mitigate the same, are made annually in the Integrated Report. The Board discloses the top risks faced by the Company and confirms its satisfaction with the management of the risk management processes. The Audit and Risk Committee actively monitors the Group's key risks as part of its standard agenda. Shareholders are referred to the Sustainability Report, which is included in the Company's 2017 Integrated Annual Report, for further disclosures in this regard.
Principle 5	Reporting
The Board should ensure that reports issued by the organisation enable stakeholders to make informed assessments of the organisation's performance and its short, medium and long-term prospects	The Board is responsible for the integrity and transparency of the Company's reporting and, assisted by the Audit and Risk Committee and the external auditors, oversees the issue of the Company's annual financial statements and integrated reports. The Social and Ethics Committee oversees the sustainability reporting process, which is currently not independently assured by a sustainability assurer. Independent assurance will be considered in the future as soon as the Company size warrants such an initiative. The Company also ensures that these reports and other information are published on its website.

Principle 5	Reporting (Continued)
	The Board is committed to a communication policy to ensure that timely, relevant, accurate and honest information is provided to all stakeholders to enable them to make informed assessments of the Company's performance and its short, medium and long-term prospects. The Company has adopted policies governing the dissemination of price-sensitive information and insider trading. The publication of external reports and press releases, including releases on the JSE's electronic news service (SENS), requires the prior approval of the Company's Chief Executive Officer, or as may be otherwise instructed.
Governance outcome: Effective control	
PART 3: Governing structures and delegation	
Principle 6	Primary role and responsibilities of the Board
The Board should serve as the focal point and custodian of corporate governance in the organisation	The Board ensures that the Company applies the governance principles contained in King IV and continues to further entrench and strengthen recommended practices through the Group's governance structures, systems, processes and procedures. The Board's governance role and responsibilities are set out in the Board Charter and includes the focal role of setting the strategic direction of the Group. The Board meets once every quarter; however, should an important matter arise between scheduled meetings, additional meetings may be convened. The Board may obtain independent, external professional advice at the Company's expense concerning matters within the scope of their duties and the Directors may request documentation from and set up meetings with management as and when required. An appropriate governance framework and the necessary policies and processes are in place to ensure entities in the Group adhere to Group requirements and minimum governance standards. While it may delegate to its Committees and management where appropriate, the Board remains ultimately accountable for corporate governance in the Group and for the appropriate and transparent reporting of corporate governance.

Principle 7	Composition of the Board
The Board should comprise the appropriate balance of knowledge, skills, experience, diversity and independence for it to discharge its governance role and responsibilities objectively and effectively	The Board comprises of three Executive Directors, three Independent Non-Executive Directors and three Non-Executive Directors. All members of the Board have the requisite skills and knowledge from diverse industry backgrounds. The curricula vitaes of the Executive Directors, Independent Non-Executive Directors and Non-Executive Directors are included in the Integrated Annual Report. The Board is chaired by an Independent Non-Executive Director ("Chairman") and the roles of the Chairman and the Chief Executive Officer are separate and clearly defined to ensure a balance of power and effective discharge of duties. The independence of the Non-Executive Directors is reviewed on an annual basis by the Board against the criteria stipulated by the Listings Requirements of the JSE and King IV. The arrangements for the periodic, staggered rotation of Board members are included in the Company's Memorandum of Incorporation and are duly applied. To ensure a formal and transparent appointment process, any new appointment of a Director is considered by the Board as a whole. The selection process involves considering the existing balance of knowledge, skills and experience on the Board and a continual process of assessing the needs of the Company and the Board's effectiveness and ability for it to discharge its governance role and responsibilities objectively and effectively. Directors are appointed in terms of the Company's Memorandum of Incorporation. New Directors appointed to the Board are provided with an induction pack, including background material on the Company's business and Board matters, guidance on Directors' duties and responsibilities, and meetings with senior executives. Directors receive regular briefings on legal and other developments, including changes in the business and the business environment. As the Company is listed on AltX, all Directors must have completed an AltX Directors Induction Programme, or make arrangements to the satisfaction of the JSE to complete it.

Principle 7	Composition of the Board (Continued)
	The Board has adopted a policy on the promotion of gender, race and disability diversity and inclusion at Board level, and reports in the Integrated Annual Report on how it has made progress towards the targets established in the policy. The Board is mindful and supportive of the need for, and importance of, gender, race and disability diversity and will be considering this when making new appointments to the Board. The Board has carried out a formal self-evaluation and is satisfied that the composition of the Board reflects the appropriate mix of knowledge, skills, experience, diversity and independence.
Principle 8	**Committees of the Board**
The Board should ensure that its arrangements for delegation within its own structures promote independent judgement, and assist with balance of power and the effective discharge of its duties	Details regarding the Board's delegation of authority framework are included under Principle 10 below. The Board has delegated certain functions, without abdicating its own responsibilities, to the following Committees ("Committees"), all of which has been established pursuant to written Terms of Reference: • A udit and Risk Committee • Social and Ethics Committee The Committees are appropriately constituted and members are appointed by the Board, with the exception of the Audit and Risk Committee whose members are nominated by the Board and elected by shareholders of the Company. Meetings of the Committees are formally minuted. The Committees assist the Board to effectively discharge its duties. The composition and mandates of the Committees, as detailed in the Corporate Governance Report (which is included in the Company's 2017 Integrated Report), ensure that there is an appropriate balance of power and that an independent perspective is brought to Board deliberations and that no single Director has unfettered powers.

Principle 9	Evaluations of the performance of the Board
The Board should ensure that the evaluation of its own performance and that of its committees, its chair and its individual members, support continued improvement in its performance and effectiveness	The performance and effectiveness of the Board as a whole and of its individual members, the Audit and Risk Committee, and the Social and Ethics Committee is evaluated at least every two years by the Directors. The Chairman of the Board, assisted by the Company Secretary, leads the Board's evaluation process. Items identified for improvement are discussed and followed up to ensure the implementation of recommended actions and the continued improvement in performance and effectiveness. An assessment of the suitability and effectiveness of the Chief Financial Officer is conducted annually by the Audit and Risk Committee and is confirmed in the Audit and Risk Committee's report in the annual financial statements. The appointment of the Chairman is reviewed by the Board every two years.
Principle 10	**Appointment and delegation to management**
The Board should ensure that the appointment of, and delegation to, management contribute to role clarity and the effective exercise of authority and responsibilities	While retaining overall accountability and subject to matters reserved to itself, the Board has delegated authority to the Chief Executive Officer, other Executive Directors and senior executives to run the day-to-day affairs of the Company, subject to a delegation of authority framework which contributes to the effective exercise of responsibilities. The Board approves and regularly reviews the delegation of authority framework. In instances where delegation has taken place to management or Committees, pre-approved materiality levels and terms of references apply, respectively. The Chief Executive Officer is accountable to the Board for the successful implementation of its strategy and the overall management and performance of the Group. The role and responsibilities of the Chief Executive Officer, who was appointed by the Board, are set out in the Board Charter. The Board has satisfied itself that key management functions are fulfilled by competent and appropriately authorised individuals and are adequately resourced.

Principle 10	Appointment and delegation to management (Continued)
	To provide continuity of executive leadership, succession planning is in place for the Chief Executive Officer, executive management and other key positions. The Company has appointed Arbor Capital Company Secretarial (Pty) Ltd as Company Secretary, which reports to the Board on all statutory, regulatory and governance matters concerning the Group. The performance and independence of the Company Secretary is evaluated by the Board annually and the Board has satisfied itself as to the appropriateness of this appointment and as to the arms-length nature of this appointment.
PART 4: Governance functional areas	
Principle 11	Risk governance
The Board should govern risk in a way that supports the organisation in setting and achieving its strategic objectives	In terms of the Board Charter, the Board is responsible for the governance of risk and the Audit and Risk Committee assists the Board with this responsibility. The Audit and Risk Committee sets the approach for risk governance in a manner that ensures adequate evaluation of opportunity and risk and supports the Company in setting and achieving its strategic objectives. The Board receives regular risk reports from subsidiaries' management, which considers the risks that could impact their business. The risk reports, which are updated on a regular basis, categorise the estimated impact and likelihood of the risks identified by each subsidiary, and advise the Board of the controls established/remedial action taken at subsidiary level to mitigate the risks identified.
Principle 12	Technology and information governance
The Board should govern technology and information in a way that supports the organisation setting and achieving its strategic objectives	The Board recognises the importance of technology and information in relation to the Group's strategy. The Group's IT Policy Framework, which delegates implementation to management, includes the information technology strategy, structure and procedures, to ensure alignment with the performance and sustainability of the Company, bearing in mind its status as an SME. The IT Policy Framework has not yet been adopted by the Board. In terms of the Board Charter and the Audit and Risk Committee Terms of Reference, the Board, together with the Audit and Risk Committee, oversee the governance of information technology.

Principle 13	Compliance governance
The Board should govern compliance with applicable laws and adopted, non-binding rules, codes and standards in a way that supports the organisation being ethical and a good corporate citizen	The Board delegates its responsibility for the implementation and execution of effective compliance management to management; however, the Board retains overall accountability for compliance with applicable laws, adopted non-binding rules, codes and standards. The Audit and Risk Committee, together with the Social and Ethics Committee and the Company Secretary and designated advisor, review the adequacy and effectiveness of the Group's procedures to ensure compliance with legal and regulatory responsibilities. Any material incidences of non-compliance and/or significant fines or penalties incurred are reported to the Board and/or the Audit and Risk Committee to ensure that appropriate remedial action is taken. The Board is apprised of relevant new legislation or regulations introduced from time to time to ensure that compliance requirements are kept up to date. Details of any material regulatory penalties, sanctions or fines for non-compliance with the Group's statutory obligations incurred will be disclosed in the Integrated Report. During the year under review, there were no material findings of non-compliance with applicable legislation or regulations.
Principle 14	**Remuneration governance**
The Board should ensure that the organisation remunerates fairly, responsibly and transparently so as to promote the achievement of strategic objectives and positive outcomes in the short, medium and long term	The Board oversees the governance of remuneration and sets the direction for remuneration across the Group, taking into account market conditions, expert advice from remuneration specialists and the Company's remuneration policy. The Company's remuneration policy, as approved by the Board, is tabled for a non-binding advisory vote at each Annual General Meeting of shareholders. Non-Executive Directors' fees are submitted annually to shareholders for approval at the Annual General Meeting. The remuneration policy ensures that the Company remunerates fairly, responsibly and transparently in the context of overall remuneration in the Group to enable the Company to achieve its strategic objectives and to secure positive outcomes in the short, medium and long term. A summary of the provisions of the remuneration policy is included in the Integrated Annual Report.

Principle 15	Assurance
The Board should ensure that assurance services and functions enable an effective control environment, and that these support the integrity of information for internal decision-making and of the organisation's external reports	The Company is committed to appointing service providers to provide independent assurance on both the financial and non-financial aspects of the business based upon their specific expertise and experience. The Board sets the direction for assurance services and functions but the responsibility for overseeing such arrangements is delegated to the Audit and Risk Committee, which is charged with supporting the integrity of information for internal decision-making use and for external reports. A combined assurance model has been developed and formally implemented across the Group to effectively cover the Group's significant risks and material matters. The model includes but is not be limited to the Group's risk management and compliance functions, the external auditors and regulatory inspectors, together with such other external assurance providers as may be appropriate or deemed necessary from time to time, including the Company Secretary, which provides assurance on aspects of corporate governance and a JSE designated advisor which advises on the Listings Requirements of the JSE. The Audit and Risk Committee has satisfied itself as to the independence of the external auditor. With regards to an internal audit function, the nature and size of the Company does not warrant such a function at this stage. However, the Audit and Risk Committee will continue to be guided by management regarding the requirement for the same, which would be reviewed from time to time.

Governance outcome: Legitimacy	
PART 5: Stakeholder relationships	
Principle 16	Stakeholders
In the execution of its governance role and responsibilities, the Board should adopt a stakeholder-inclusive approach that balances the needs, interests and expectations of material stakeholders in the best interests of the organisation over time	The Board as a whole acts as a steward of the Company and each Director acts with independence of mind in the best interests of the Company and its stakeholders. In its deliberations, decisions and actions, the Board is sensitive to the legitimate interests and expectations of the Company's stakeholders. Directors are mindful of their fiduciary duties and their duty to act in accordance with applicable legislation. Records of Directors' financial interests are kept and updated on an on-going basis. The Company engages its stakeholders on multiple levels and this allows the Company to manage issues effectively and timeously. The appropriate balance between the Company's various stakeholder groupings and the best interests of the Company is assessed on a continuous basis. The Company acts in accordance with the requirements of the Companies Act and the JSE Listings Requirements regarding the equitable treatment of shareholders. Stakeholders are kept apprised of the Company's performance by publication of the Integrated Annual Report, the interim and year-end results announcements and, where required, trading updates. Management is responsible for maintaining stakeholder relationships.
Principle 17	Responsibilities of institutional investors
The Board of an institutional investor organisation should ensure that responsible investment is practices by the Company to promote the good governance and the creation of value by the companies which it serves	Not applicable as the Company is not an institutional investor organisation.

Board of Directors and Company Secretary

The Board's responsibilities include reviewing and guiding corporate strategy, management of risk and approval of budgets and business plans. The Board consists of the members listed below, with an equal number of Executive, Non-Executive and Independent Non-Executive Directors. All the Non-Executive Directors are of sufficient calibre. They bring a value-adding and objective viewpoint to all strategic decisions, processes and standards relating to business decisions involving the Group.

All Directors have access to the advice and services of Arbor Capital Company Secretarial (Pty) Ltd ("ACCS"), who fulfils the role of Company Secretary. The Board is of the opinion that ACCS has the requisite attributes, experience and qualifications to fulfil its commitments effectively. This assessment is based on the experience, qualifications, competency of the employees of the Company Secretary, also considering the fact that ACCS provides outsource company secretarial services to other AltX and Main Board listed companies. The appointment or dismissal of the Company Secretary shall be decided by the Board as a whole and not one individual Director. All Directors are entitled to seek independent and professional advice about the affairs of the Group, at the Group's expense. The Board sets policies, monitors governance and ensures statutory other procedures are followed.

Regular Board meetings regulate the affairs of the Group and executive management. Additional Board meetings are held, if and when necessary. Five Board meetings were held during the year under review.

Directors' attendance at Board meetings for the year ended 30 November 2017:

Director	22-02-17	17-05-17	19-07-17	13-09-17	22-11-17
Executive					
N Penzhorn (CEO)	√	√	√	√	√
WP Basson (CFO)	√	√	√	√	√
MCC Van Ettinger (COO)	√	√	√	√	√
Independent Non- Executive					
GK Cunliffe (Chairman)	√	√	√	√	√
GT Magomola	√	√	√	√	√
AJ Naidoo	√	√	√	√	√
Non- Executive					
MJ Reyneke*	-	-	√	√	√
NB Matyolo*	-	-	√	√	√
CJP Cilliers*	-	-	-	-	-

√ - indicates attendance

A - indicates apologies

** MJ Reyneke and NB Matyolo were appointed to the Board of Directors on 19 July 2017 and CJP Cilliers was appointed to the Board subsequent to the Group's financial year end on 21 February 2018.*

The Company's Designated Advisor, being Arbor Capital Sponsors (Pty) Ltd attended all the meetings held by the Board during the year under review.

The Board focuses on directing the economic future of the Group through sound governance and appropriate guidance to management and staff. To guide this process, a balance between strategy, investments, compliance, risk and control continues to be benchmarked against best practices whereby the Board measures:

- the Group's strategy and purpose;
- the implementation of values, behaviour and norms to achieve its purpose;
- leadership, judgment and its ability to achieve sustainability;
- practices and procedures to protect reputation and assets;
- compliance with codes, regulations and laws;
- key performance indicators to stakeholders and shareholders;
- Director performance and effectiveness; and
- succession planning and business continuity.

To ensure that the necessary information is received to assist with the monitoring, measurement and evaluation of the Board objectives, the Board defines its own levels of materiality, reserving specific powers to it and establishes appropriate Committees with the necessary written authorities to assist in delivering its strategic objectives and measurable milestones on other matters.

At Board level, there is a balance of power to ensure that no one Director has unfettered power in decision making. The roles of the Board Chairman and Chief Executive Officer are separated.

Audit and Risk Committee

The "Report of the Audit and Risk Committee" is detailed in the financial statements.

Composition of the Audit and Risk Committee

Chairman	GT Magomola
Member	GK Cunliffe
Member	AJ Naidoo
Member	MJ Reyneke

The Audit and Risk Committee operates under an approved charter and in terms of the Companies Act, 71 of 2008 ("Companies Act"). The majority of the members are Independent Non-Executive Directors.

Members' attendance at Audit and Risk Committee meetings for the year ended 30 November 2017:

Director	15-02-17	22-02-17	17-05-17	19-07-17	13-09-17	22-11-17
Independent Non- Executive						
GT Magomola (Chairman)	√	√	√	√	√	√
GK Cunliffe (Member)	√	√	√	√	√	√
AJ Naidoo (Member)	√	√	√	√	√	√
Non- Executive						
MJ Reyneke (Member)	-	-	-	-	√	√
NB Matyolo	-	-	-	-	I	A
Executive						
MCC Van Ettinger (COO)	A	I	I	I	I	I
N Penzhorn (CEO)	I	I	I	I	I	I
WP Basson (CFO)	I	I	I	I	I	I

√ - indicates attendance

A – indicates apologies

I – attended by invitation

MJ Reyneke was appointed to the Audit and Risk Committee on 13 September 2017.

The Company's Designated Advisor, being Arbor Capital Sponsors (Pty) Ltd attended all the meetings held by the committee during the year under review.

Social and Ethics Committee

The Board has established a Social and Ethics Committee with and approved the Committee's terms of reference at the Board meeting held on the 27th of February 2013. The "Social and Ethics Committee Report" is detailed in the financial statements.

Composition of the Social and Ethics Committee

Chairman	AJ Naidoo
Member	N Penzhorn
Member	GK Cunliffe
Member	NB Matyolo

Members' attendance at Social and Ethics Committee meetings for the year ended 30 November 2017:

Director	22-02-17
Independent Non- Executive	
AJ Naidoo (Chairman)	√
GK Cunliffe (Member)	√
GT Magomola	I
Non- Executive	
MJ Reyneke	-
NB Matyolo (Member)	-
Executive	
N Penzhorn (CEO) (Member)	√
WP Basson (CFO)	I
MCC Van Ettinger (COO)	I
Management consultant	
C Terblanche*	I

** C Terblanche is an independent consultant who represents The Joshua Group, a human resource service provider to Global.*

√ – indicates attendance
A – indicates apologies
I – attended by invitation

Ms NB Matyolo was appointed to the Social and Ethics Committee on 13 September 2017.

The Company's Designated Advisor, being Arbor Capital Sponsors (Pty) Ltd attended all the meetings held by the Committee during the year under review.

Remuneration Committee

The Board will consider forming a Remuneration Committee as soon as the need arises.

Internal Controls and Risk Management

The responsibilities for the Group's internal control and risk management are addressed in the Risk Management Report as well as the "Directors' Responsibility and Approval" statement. Nothing has come to the attention of the Directors during the year, either from using an internal self-assessment control process or from reports presented by the external auditors, to indicate that any material breakdowns occurred in the functioning of the Group's internal controls, procedures and systems during the year.

Employment Equity

All companies in the Group are committed to complying with the Employment Equity Act. The Group continues to promote a culture that provides all employees with opportunities to advance to their optimal levels of career development within the Company as a SME. The objectives include training, development programs and providing equal employment opportunities. The Group is committed to a working environment that is free from racial and gender discrimination and supports the development of inherent skills and talent in its workforce.

Code of Ethics

All employees are required to comply with the Group's code of ethics in ensuring that the Group's business practices are conducted in a manner that is above reproach in all circumstances. The Group aims to recruit, train, motivate, reward and retain a skilled pool of dedicated and committed staff. A performance culture is encouraged which stimulates individual employees to assume personal responsibility for the performance of the business.

Promotion of Gender and Race Diversity

In terms of paragraph 3.84(k) and 3.84(j) of the JSE Listings Requirements, the Board is required to have a policy on the promotion of gender and race diversity at Board level. At present a formal policy has been established by the Board for adoption during 2018. The Board is mindful and supportive of the need for, and importance of, gender and race diversity and have considered this in their latest appointments to the board and will be considering this when making new appointments to the Board.

Overall

The strategies and policies, mutually agreed management performance criteria and operational plans of entities are clearly defined and reliable measures have been put in place. Directors have implemented a risk framework which ensures comprehensive assessments against accurate and relevant financial and non-financial information, which are obtainable from the Group's internal reporting systems as well as from external sources, so that an informed assessment can be made of all issues facing the Board and Committees.

The Board determines a policy on corporate governance based on the assessment of the optimal frequency, purpose, conduct and duration of their meetings and those of its formally established Committees. It also adopts efficient and timely methods for informing and briefing members of the Board and Committees before meetings. The Board's information needs are well defined and regularly monitored.

Each member is allowed to play a full and constructive role in the Board's or the relevant Committee's affairs and has a responsibility to be satisfied that the relevant information has been furnished before making a decision. The relevant management forums meet at least once a quarter and more frequently if necessary and make use of Board-appointed Committees to assist with the managing of the business on a more frequent basis. Minutes of meetings are circulated to all Board members.

Management Committees require approval by the Board so as to ensure that the Board assumes ultimate responsibility for all operations.

REMUNERATION REPORT

for the year ended 30 November 2017

Background Statement

The Board is informing itself about the implications and the impact of the King IV Code on Corporate Governance ("King IV") on the remuneration policy as well as the amended JSE Listing Requirements and present this report in two parts. The Chairman's and CEO's reports provide context to the decisions and considerations taken during the reporting year which influenced the remuneration outcomes and will influence the remuneration going forward.

The Board ensures that the Company and the major subsidiary companies comply with the necessary principles as set out in the King Report on Governance for South Arica (King III and King IV, where applicable) and relevant sections of the Companies Act, 2008 (No. 71 of 2008) (the "Act") when determining the remuneration of the senior Executives and Non-Executive Directors.

Since the presentation of the summary of the last remuneration policy to shareholders no major changes were made. The Board believes that the key performance indicators ("KPIs") which are used for the measurement and determination of short- and long-term incentive awards are aligned with Company goals and strategies.

The Group performed credibly in a year where political uncertainty, negative investor sentiment and depressed business confidence caused further economic underperformance in general. During the year under review, the Company secured a strong partner through ARC, which increased the cash reserves of the Group. Basic and headline earnings improved to 10.9 (2016: -1.2) cents and 6.1 (2016: 0.4) cents per share respectively. Cash generation from operations of R 117 million ensured that the statement of financial position remains robust. A major emphasis remains the development of the Groups waste to energy assets in line with Global's strategic intent.

Given the diversified nature of the Group, the intention of the remuneration report is to provide an overview and understanding of Global's remuneration philosophy and focuses on Executive and Non-Executive Director remuneration.

Part 1 – Remuneration Policy

Key principles of our philosophy

The key principles that shape the Group's policy are:

- A critical success factor of the Group is its ability to attract, retain and motivate the entrepreneurial talent and engineering skills required to achieve positive operational outcomes, strategic objectives, and adherence to an ethical culture and good corporate citizenship. Both short- and long-term incentives are used to this end.
- Delivery-specific short-term incentives are viewed as strong drivers of performance. A significant portion of senior management's through-the-cycle reward is designed to be variable and aligned with stakeholder interests. This is prescribed by the achievement of realistic profit targets together with, where applicable, the individual's personal contribution to the growth and development of their immediate business, their division or the wider Group. Only when warranted by exceptional circumstances, special bonuses may be considered as additional awards.
- Customised long-term incentives are being developed in order to incentivise the drivers of the various businesses in the Group on a long-term basis in order to align the objectives of management and shareholders and other stakeholders for a sustainable period. A large percentage of the key staff are already shareholders in the Company.

Policy principles

The Board evaluates and monitors the Group's remuneration philosophy and practices to ensure consistency with governance principles and corporate strategy. The Board implements the approved remuneration policy to ensure:

- salary structures and policies motivate superior performance and are linked to realistic performance objectives that support sustainable long-term business growth;
- stakeholders are able to make an informed assessment of reward practices and governance processes; and
- compliance with all applicable laws and regulatory codes.

The Company is currently listed on the Alternative Exchange of the JSE and is thus currently only required to have an Audit Committee and Social and Ethics Committee, with compliance required in terms of Section 3 of King IV. Global does not have a Remuneration Committee but will, in the current financial year, consider the formation of one.

Governance

Board responsibility

The Board carries the ultimate responsibility for the remuneration policy. The Board will, when required, refer matters for shareholder approval, for example:

- new share-based incentive schemes and their design; and
- Non-Executive Board and Committee fees.

The remuneration report, Part 1 and Part 2, will be put to non-binding shareholders' votes at the AGM of shareholders.

Role of benchmarking

To ensure that the Group remains competitive in the markets in which it operates, all elements of remuneration are subject to regular reviews against relevant market and peer data.

The policy aims at positioning the Group as a leader in waste to energy technologies in particular. To retain flexibility and ensure fairness when directing human capital to those areas of the Group requiring focused attention, subjective performance assessments may sometimes be required when evaluating employee contributions.

The Group believes that its remuneration policy plays an essential, vital role in realising the long term business strategy of the Group and therefore should be competitive in the markets in which it operates.

Executive Directors

Terms of service

The minimum terms and conditions applied to Executive Directors are governed by legislation. The notice period for these Directors is one month. In exceptional situations of termination of the Executive Directors' services, the Board (assisted by independent labour law legal advisers), will oversee the settlement of terms.

Executive Directors are not required to retire for re-election.

Elements of remuneration

The Group operates a total cost-to-company (CTC) philosophy whereby mainly cash remuneration and benefits in selected instances form part of the employees' fixed total CTC remuneration. Senior management and Executive Directors also participate in short-term incentives in the form of a performance bonus plan.

The Group views the Executive Directors who are members of the Group Executive Committee as the current "prescribed officers" as defined in the Companies Act and therefore no separate remuneration policy disclosure for prescribed officers is necessary.

Summary of remuneration components for Executive Directors

The Group strives to remunerate its employees at market related salaries and the Board will be guided by one or more appropriate annual salary surveys produced by Industry specialists. Positions/Jobs are evaluated using a mechanism designed and provided by an external expert, with this job grading exercise being undertaken every two to three years.

The Board, in consultation with industry experts and management design all incentive schemes, (long and short term), to:

- Promote growth in quality sustainable earnings;
- Align shareholder and management objectives; and
- Enhance the ability to recruit and retain key employees and management.

The structure and basis for Performance Based Incentives will be approved by the Board from time to time to be aligned with Company strategy and current shareholder and management objectives.

Once an average CPI increase is agreed to by the Board, the Executive Committee will determine individual application of increases, with variances being due to higher or lower performance ratings based on regular formal KPA reviews.

Employees whose performance is above expectation receive higher than CPI increases, those with below expectation performance receive increases below CPI with the overall increase of payroll costs to company not increasing by more than CPI each year.

Non-Executive Directors

Terms of service

Non-Executive Directors are appointed by the shareholders at the AGM. Interim Board appointments are permitted between AGMs. Appointments are made in accordance with Group policy. Interim appointees retire at the next AGM, when they may make themselves available for re-election.

In terms of Section 26, point 26.3.2.1 of the Company's Memorandum of Incorporation one third of the Non-Executive Directors may make him or herself available for re-election, provided that if a Director is appointed as an Executive Director or as an employee of the Company in any other capacity, he or she shall not, while he or she continues to hold that position or office, be subject to retirement by rotation and he or she shall not, in such case, be taken into account in determining the rotation or retirement of directors.

In addition, once a Director has served for nine or more years, he or she may continue to serve in an independent capacity if the Board concludes that the Director exercises objective judgement and there is no interest, position, association or relationship which, when judged from the perspective of a reasonable and informed third party, is likely to influence unduly or cause bias in decision making. This assessment must be made each year after nine years.

Fees

Group policy is to pay fees that are in line with the current developmental state of the Company, whilst recognising the required time commitment. No contractual arrangements are entered into to compensate Non-Executive Directors for the loss of office.

Non-Executive Directors do not receive short-term incentives nor do they participate in any long-term incentive schemes. The Group does not provide retirement contributions to Non-Executive Directors.

Management proposes Non-Executive directors' fees to shareholders annually for shareholder vote.

Shareholder engagement

The Group's remuneration policy and the implementation thereof are placed before shareholders for consideration and approval under the terms of an advisory non-binding vote at the 30 November 2017 AGM as recommended by King IV.

In the event that 25% or more of the votes cast are recorded against either the remuneration policy resolution or the implementation resolution, then:

- Executive management will engage shareholders to ascertain the reasons for the dissenting vote. Where considered appropriate, Non-Executive Board members may participate in these engagements with selected shareholders; and
- Executive management will make specific recommendations to the Board as to how the legitimate and reasonable objections of shareholders might be addressed, either in the Group's remuneration policy or through changes on how the remuneration policy is implemented.

Directors' interests in contracts

During the financial year, none of the current Directors had a material interest in any contract of significance to which the Company or any of its subsidiaries were parties.

Non-binding advisory vote

Shareholders are requested to cast an advisory vote on the remuneration policy as contained in Part 1 of this report.

Part 2 – Implementation of Remuneration Policy

Executive Director remuneration

Guaranteed pay – base pay and benefits

In determining the CTC increases for Executive Directors, the board considered the average increases to general staff and also used relevant market data.

Benchmarks were selected based on a number of factors, including, but not limited to, Company size and complexity of comparable listed companies by reference to market capitalisation, turnover, profitability, number of employees and sector.

In aggregate Executive Directors received a 6% increase.

Summary of Executive Directors' guaranteed pay and short-term incentives

The remuneration paid to Executive Directors, while in office of the Company during the year ended 30 November 2017, is set out in note 29 of the annual financial statements.

Non-Executive remuneration

The remuneration paid to Non-Executive Directors while in office of the Company during the year ended 30 November 2017 is set out in note 29 of the annual financial statements.

Proposed Non-Executive Directors' fees effective from 1 December 2017 is set out in special resolution 3 on page 187 of the notice of AGM.

The above fees are proposed net of VAT which may become payable thereon to Directors, depending on the status of the individual director's tax position.

Refer to special resolution 3 on page 187 of the notice of AGM for approval of the fees by shareholders in terms of section 66 of the Companies Act.

Non-binding advisory vote

Shareholders are requested to cast an advisory vote on the remuneration implementation report as contained in Part 2 of this report.

Approval

This remuneration report was approved by the Board of Directors of Global.

SUSTAINABILITY REPORT

for the year ended 30 November 2017

The Group reviews the process of evaluating and implementing sustainability reporting by adopting the "triple bottom line" approach to address its responsibilities surrounding environmental, societal and economic issues.

The Board takes cognizance of its Small Medium Enterprise ("SME") status and realises that certain responsibilities have been incorporated in the Financial Sector Charter ("FSC"). Given the aforesaid, management is committed to supporting practices and policies that will uphold the Board's requirements. A key focus of the Group going forward will be to provide funding to its Concentrated Solar Power ("CSP") project, which will indirectly contribute to lower electricity consumption by certain customers. In addition, the Group is looking at a number of waste to fuel projects, particularly plastics and rubber, which are expected to address both the requirements for economic benefits as well as addressing serious environmental problems.

Industry Stakeholders

The Group continues to improve reporting and transparency in creating an accurate picture of its resources and capital applications.

Clients

As a listed entity, the need to adhere to and comply with the Johannesburg Stock Exchange ("JSE") reporting requirements is observed. The Group will strive continuously to improve reporting standards and transparency.

Employees

The Group realises that its intellectual capital, situated within its people, is its most valued resource. In managing employees, various factors are taken into consideration, with the most important of these factors being: work-functionality, industry qualifications, personal development, working culture, personal well-being and structured incentives.

People development:

Skills development remains a priority, with both functional and external training being provided to staff.

Discrimination:

There were no incidents of discrimination reported during the year under review.

Employee turnover:

Three commission for conciliation, mediation and arbitration referrals were lodged against dismissals during the reporting period. One of the previously lodged claims was not resolved at the CCMA and was referred to the Labour court. Employee turnover numbers and trends are monitored closely and were maintained at an acceptable level. This is indicative of the fair and sound human resource policies and processes which are practiced by the Group.

Financial Sector Charter ("FSC")

The Group supported and continues to submit to progress initiatives towards aligning with the Codes of Good Practice of the FSC for Broad Based Black Economic Empowerment ("BBBEE").

Workforce breakdown of permanent staff by occupational level, gender and race for the Group:

	Male					Female						
Occupational Level	**Black**	**Coloured**	**Asian**	**White**	**Foreign**	**Black**	**Coloured**	**Asian**	**White**	**Foreign**	**Total**	**%Black**
Top management	-	-	1	3	1	-	-	-	-	-	5	20%
Senior Management	-	-	1	1	1	-	-	-	1	-	4	25%
Professionals	-	-	-	1	-	-	-	-	-	-	1	0%
Skilled employees	-	-	-	1	-	-	-	-	4	-	5	0%
Semi-skilled employees	-	-	-	5	-	-	-	-	3	-	8	0%
Unskilled employees	22	-	-	2	-	1	-	-	-	1	26	88%
Total employees	22	-	2	13	2	1	-	-	8	1	49	51%

Regulators

The Group operates in a regulated and compliance orientated environment due to its listing on the JSE. Considerable effort is made to ensure that an active, transparent and trusting relationship is managed with all regulators and stakeholders.

Social Responsibility

The Group is committed to assuming responsibility for the development and support of relevant corporate social investment initiatives within its resource capabilities and sphere of influence.

The Environment

The Group is committed to assuming responsibility for actions within its sphere of influence and has specific projects which will benefit the environment through the recycling of waste tyres and plastics.

All attempts are made to ensure electronic equipment and relevant back-up infrastructure is within social, moral and environmentally friendly emission and energy saving standards. On-going actions are taken to ensure electricity and water is managed and energy saved as far as possible.

SOCIAL AND ETHICS COMMITTEE REPORT

for the year ended 30 November 2017

Background

Global's Social and Ethics Committee ("the Committee") is a statutory Committee which assists the Board in monitoring the Group's corporate citizenship, sustainability and ethics.

Global is a listed industrial holding Company, specialising in renewable energy and asset finance. The focus is primarily on developing business opportunities throughout Southern Africa.

Global values its reputation and is committed to maintaining the highest level of ethical standards in the conduct of its business affairs. The actions and conduct of the Company's staff as well as others acting on the Company's behalf remains key to maintaining these standards.

It is in this regard and in accordance with the Companies Act, 2008 (No. 71 of 2008) as amended, Section 43(5) of the Companies Regulations ("Companies Act") and the King IV Report on Good Corporate Governance that the Committee was established by the Board in 2013 to consider and monitor the moral and ethical conscience of Global.

This report is presented in accordance with the requirements of the Companies Act and forms part of the Integrated Annual Report.

Role of the Committee

The Committee acts in terms of the delegated authority of the Board and assists the Directors in monitoring the Group's activities and disclosures in terms of legislation, regulation and codes of best practices relating to:

- ethics;
- sustainable development and sustainability;
- stakeholder engagement, including employees, customers, suppliers, communities and the environment; and
- strategic empowerment and transformation.

During the past year, the Committee has developed a Code of Ethics that reflects the Company's core values and also embraces the principles as set out in King IV, where applicable.

Responsibilities of the Committee

The responsibilities of the Committee are as follows:

- monitor activities relating to social and economic development, good corporate citizenship, the environment, and health and public safety;
- ensure appropriate short, medium and long-term targets are set by management;
- monitor progress on strategic empowerment and performance against targets;
- monitor changes in the application and interpretation of empowerment charters and codes; and
- monitor functions required in terms of the Companies Act and its regulations.

Composition and Functioning

During the year under review, the Committee comprised of four members, being Mr AJ Naidoo (Independent Non-Executive) as Chairman of the Committee, Mr N Penzhorn (Executive), Mr GK Cunliffe (Independent Non-Executive) and Ms NB Matyolo (Non-Executive). Ms NB Matyolo has replaced Mr GK Cunliffe, who stepped down from the Committee after year end. The Committee receives feedback from management on other committees and will report on any significant matters to the Board in terms of its mandate. The members of the Committee are nominated and appointed by the Board.

The remaining Board members are encouraged to attend Committee meetings as invitees. The Committee met once during the year. Attendance at Committee meetings is detailed on page 38 of the Integrated Report and fees paid to Committee members for 2017 and proposed for 2018 are detailed on pages 152 and 187 of the Integrated Report.

The effectiveness of the Committee is to be assessed every two years as part of the annual Board and Committee self-evaluation process. The Committee will be assessed during 2018.

Activities of the Committee

The responsibilities and functions of the Committee which are aligned with the Committee's statutory functions as set out in the Companies Act formed the basis of the work plan for 2018. These activities are as follows: -

To monitor the Company's activities, having regard to any relevant legislation, other legal requirements or prevailing codes of best practice, with regard to matters relating to:

- Social and economic development, including the Company's standing in terms of the goals and purposes of:
  - (aa) the 10 principles set out in the United Nations Global Compact Principles ("UNGCP");
  - (bb) the Organisation for Economic Co-operation and Development ("OECD") recommendations regarding corruption;
  - (cc) the Employment Equity Act; and
  - (dd) the Broad-Based Black Economic Empowerment Act.

- Good corporate citizenship, including the Company's:
  - (aa) promotion of equality, prevention of unfair discrimination, and reduction of corruption;
  - (bb) contribution to development of the communities in which its activities are predominantly conducted or within which its products or services are predominantly marketed; and
  - (cc) record of sponsorship, donations and charitable giving.

- The environment, health and public safety, including the impact of the Company's activities and of its products or services.

- Consumer relationships, including the Company's advertising, public relations and compliance with consumer protection laws; and
- Labour and employment, including:
  - (aa) the Company's standing in terms of the International Labour Organization Protocol on decent work and working conditions;
  - (bb) the Company's employment relationships and its contribution toward the educational development of its employees;
  - (cc) to draw matters within its mandate to the attention of the Board as occasion requires; and
  - (dd) to report, through one of its members, to shareholders at the Company's Annual General Meeting on the matters within its mandate.

During the year under review the Committee attended to the matters relating to the work plan above and reports to the Board. Global has realised that the monitoring of the above and conforming to the above will be ongoing work in progress within the Company structure.

During the year under review, Global continued with various initiatives, which included support of the Thandi Ndlovu Foundation, building up of black suppliers of plastic, processing of waste tyres for the government and other skills development.

However, Global has also adhered to the following matters, as mentioned above, with formal policies being implemented to address these: -

- **Social and economic development.** Global adheres to the principles set out in the UNGCP and the OECD recommendations on corruption. Global meets the labour law requirements of the Employment Equity Act (No. 55 of 1988) and has formal policies on bribery and corruption and protected disclosures.

- **Good corporate citizenship.** Global subscribes to the provisions of the Promotion of Equality and Prevention of Unfair Discrimination Act. No incidents have been reported.
- **The environment, health and public safety.** Global subscribes to and is compliant with the Occupational Health and Safety Act. No major incidents have been reported during the period. A minor incident in one of the new plants was quickly and satisfactorily addressed with no injuries.
- **Consumer relations.** Global subscribes to and is compliant with the Consumer Protection Act (No. 68 of 2008). No incidents have been reported.
- **PAIA.** The Company is compliant with the requirements of the Promotion of Access to Information Act, No. 2 of 2000. No requests for information were received during the year under review.
- **Protection of Personal Information.** Global subscribes to and is compliant with the Protection of Personal Information Act (No. 4 of 2013). No incidents have been reported.
- **Labour and employment.** Global supports and adheres to the terms of the International Labour Organisation Protocol. Global is compliant with the following acts:
  - Basic Conditions of Employment Act No. 75 of 1997;
  - Labour Relations Act No. 66 of 1995;
  - Skills and Development Levies Act No. 9 of 1999; and
  - the Unemployment Insurance Act No. 63 of 2001.

Other than as specifically stated above, no incidents have been reported during the period with regards to compliance.

Public Reporting and Assurance

The Committee, together with the Audit and Risk Committee, is responsible for reviewing and approving the sustainability content included in the Integrated Annual Report and published on the Company's website, as well as determining and making recommendations on the need for external assurance of the Group's public reporting on its sustainable performance. The Committee has reviewed the content of the abridged Sustainability Report included in the Integrated Annual Report, and has recommended it for approval by the Board.

The Committee is also required to report through one of its members to the Company's shareholders on the matters within its mandate at the Company's Annual General Meeting to be held on 11 July 2018. The committee has elected to provide this written report to be included in the Integrated Report as opposed to reporting verbally at the Annual General Meeting.

In the notice of the Annual General Meeting included in the Integrated Annual Report on page 174, shareholders are referred to this report by the Committee, read with the Sustainability Report. Any specific questions to the Committee may be sent to the Company Secretary prior to the meeting.

AJ Naidoo
Chairman
19 March 2018

FINANCIAL STATEMENTS

for the year ended 30 November 2017

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The reports and statements set out in the following pages comprise the consolidated financial statements as presented to shareholders:

CORPORATE INFORMATION

for the year ended 30 November 2017

Nature of business

Global Asset Management Ltd ("Global" and/or "the Company" and/or "the Group" and/or "GAM") focuses on asset finance as well as providing green energy solutions. The Company has developed best-in-class technology that converts rubber and plastic waste into high quality fuels. Global also has the intent of becoming a significant participant in the solar energy sector.

Directors	GK Cunliffe	Independent	Non-Executive Chairperson
	AJ Naidoo	Independent	Non-Executive
	GT Magomola	Independent	Non-Executive
	MJ Reyneke*		Non-Executive
	NB Matyolo*		Non-Executive
	CJP Cilliers**		Non-Executive
	N Penzhorn	Executive	Director (CEO)
	WP Basson	Executive	Director (CFO)
	MCC van Ettinger	Executive	Director (COO)

** MJ Reyneke and NB Matyolo were appointed to the Board of Directors on 19 July 2017.*

*** Subsequent to the year end, the Board has appointed Mr CJP Cilliers, a representative of one of the large shareholders in Global, as a Non-Executive Director.*

Business address	Building 2, Clearwater Office Park
	Christiaan de Wet & Millennium Boulevard
	Strubensvalley
	Roodepoort
	1724

Postal address	PO Box 73614 Fairland 2030
Bankers	Standard Bank
Auditor	Horwath Leveton Boner Registered Auditor
Secretary	Arbor Capital Company Secretarial (Pty) Ltd (Registration number 1998/025284/07)
Registration number	2002/003192/06
Level of assurance	These financial statements have been audited in compliance with the applicable requirements of the Companies Act of South Africa.
Compiler	The annual consolidated financial statements were internally compiled by: WP Basson CA (SA).

INDEPENDENT AUDITOR'S REPORT

for the year ended 30 November 2017

To the shareholders of Global Asset Management Ltd

Report on the Audit of the Consolidated Financial Statements

Opinion

We have audited the consolidated financial statements of Global Asset Management Ltd and its subsidiaries ("the Group") set out on pages 92 to 169, which comprise the statement of financial position as at 30 November 2017, the statement of comprehensive income, the statement of changes in equity and the statement of cash flows for the year then ended, and notes to the consolidated financial statements, including significant accounting policies.

In our opinion, the consolidated financial statements present fairly, in all material respects, the financial position of Global Asset Management Ltd and its subsidiaries as at 30 November 2017, and its financial performance and cash flows for the year then ended in accordance with International Financial Reporting Standards and the requirements of the Companies Act of South Africa.

Basis for Opinion

We conducted our audit in accordance with International Standards on Auditing. Our responsibilities under those standards are further described in the Auditor's Responsibilities for the Audit of the consolidated financial statements section of our report. We are independent of the Group in accordance with the Independent Regulatory Board for Auditors Code of Professional Conduct for Registered Auditors ("IRBA Code") and other independence requirements applicable to performing audits of financial statements in South Africa. We have fulfilled our other ethical responsibilities in accordance with the IRBA Code and in accordance with other ethical requirements applicable to performing audits in South Africa. The IRBA Code is consistent with the International Ethics Standards Board for Accountants Code of Ethics for Professional

Accountants (Parts A and B). We believe that the audit evidence we have obtained is sufficient and appropriate to provide a basis for our opinion.

Key Audit Matters

Key audit matters are those matters that, in our professional judgement, were of most significance in our audit of the consolidated financial statements of the current period. These matters were addressed in the context of our audit of the consolidated 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 of forklifts included in property, plant and equipment As disclosed in note 2, the carrying value of forklifts at year end amounted to R 398 961 521. The Directors consider whether there are indicators of impairment. In order to establish whether an impairment exists, fair value less costs to sell or the value in use is determined and compared to the net carrying value. We identified the valuation / impairment of forklifts included within property, plant and equipment as representing a key audit matter due to the significance of the balance to the financial statements as a whole, combined with the significant judgement associated with determining whether an impairment exists.	We examined the transactions in respect of sales of used forklifts. Our audit procedures included: • Examination of sales invoices of used forklifts. • By meeting with management and discussing the outlook of future sales and incidence of idle trucks. Based on our work performed of the observable data and explanations furnished by management we concluded that the impairment charge was acceptable.

Key audit matter	How our audit addressed the key audit matter
IFRS10 control assessment of Plastics Green Energy (Pty) Ltd During the year the Group reduced a portion of its shareholding in Plastics Green Energy (Pty) Ltd ("PGE") through a rights issue as well as a separate sale of shares as detailed in note 15. This resulted in the holding company of PGE, Earthwize Energy Holdings (Pty) Ltd ("EWEH"), retaining a 28% interest in PGE. As disclosed in note 15, management assessed and determined that the Group remains in control of PGE in terms of IFRS10: *Consolidated financial statements.* We considered this to be a key audit matter due to the significance of the treatment of this material transaction resulting from management's assessment of control, as well as the fact that there was substantial audit attention placed on whether or not the Group controls PGE in terms of IFRS10: *Consolidated financial statements.*	We focused our testing on whether the assessment made by management that the Group has retained control of PGE met the definition of control in terms of IFRS10: *Consolidated financial statements.* Our audit procedures included: • validating the facts and circumstances used by management in assessing whether the Group controls PGE; • evaluating whether the facts and circumstances used by management meet the definition and requirements of control in terms of IFRS10: *Consolidated financial statements;* • inspecting and assessing the opinion obtained by management from their IFRS expert which concludes that PGE is controlled by the Group; and • making enquiries of our own independent IFRS expert on the matter. We found the assessment by management on whether the Group controls PGE to be appropriate in terms of IFRS10: *Consolidated financial statements.*

Key audit matter	How our audit addressed the key audit matter
Impairment of goodwill Goodwill of R 37 959 099 arose as a result of the acquisition by the Group of EWEH in the prior year. The Directors conducted their annual impairment test to assess the recoverability of the goodwill and considers whether there are indicators of impairment with respect to other intangible assets. In order to establish whether an impairment exists, fair value less costs to sell or the value in use is determined and compared to the net book value of the goodwill and other intangible assets. As detailed in notes 3 and 4, this determination of an impairment is highly subjective as significant judgement is required by the Directors in determining the fair value less costs to sell or the value in use as appropriate. The value in use is based on the cash flow forecast model for each cash-generating unit and requires the estimation of model assumptions, most importantly the discount rate and growth rate. Accordingly, due to the high estimation uncertainty of this material balance, the impairment of goodwill is considered to be a key audit matter.	We focused our testing of the impairment of goodwill and other intangible assets on the key assumptions made by the Directors. Our audit procedures included: • critically evaluating the determination of the cash-generating units; • evaluating whether the model used to calculate the fair value less costs to sell and value in use of the individual cash generating units complies with the requirements of IAS 36: *Impairment of Assets;* • validating the assumptions applied and inputs in the respective models by comparing it to historical information and approved budgets; and • subjecting the key assumptions to sensitivity analyses. We found the models and assumptions applied in the impairment assessments to be appropriate and concur with the Directors' decision not to impair. We considered the disclosure of the goodwill and other intangible assets to be appropriate for purposes of the consolidated financial statements.

Other Information

The Directors are responsible for the other information which comprises the Directors' Report, Audit and Risk Committee's Report and Company Secretary's Certificate, as required by the Companies Act of South Africa, which we obtained the prior to the date of this report.

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

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

Responsibilities of the Directors for the consolidated financial statements

The Directors are responsible for the preparation and fair presentation of the consolidated financial statements in accordance with International Financial Reporting Standards and the requirements of the Companies Act of South Africa, as well as for overseeing the Company's financial reporting process. The Directors are responsible for such internal control as is determined necessary to enable the preparation of consolidated financial statements that are free from material misstatement, whether due to fraud or error.

In preparing the consolidated financial statements, the Directors are responsible for assessing the Company's ability to continue as a going concern, disclosing, as applicable, matters related to going concern and using the going concern basis of accounting unless the Directors either intend to liquidate the 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 financial statements

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

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

- Identify and assess the risks of material misstatement of the consolidated financial statements, whether due to fraud or error, design and perform audit procedures responsive to those risks, and obtain audit evidence that is sufficient and appropriate to provide a basis for our opinion. The risk of not detecting a material misstatement resulting from fraud is higher than for one resulting from error, as fraud may involve collusion, forgery, intentional omissions, misrepresentations, or the override of internal control.
- Obtain an understanding of internal control relevant to the audit in order to design audit procedures that are appropriate in the circumstances, but not for the purpose of expressing an opinion on the effectiveness of the Company's internal control.
- Evaluate the appropriateness of accounting policies used and the reasonableness of accounting estimates and related disclosures made by the Directors.

- Conclude on the appropriateness of the Directors' use of the going concern basis of accounting and based on the audit evidence obtained, whether a material uncertainty exists related to events or conditions that may cast significant doubt on the Company's ability to continue as a going concern. If we conclude that a material uncertainty exists, we are required to draw attention in our auditor's report to the related disclosures in the consolidated 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 the Company to cease to continue as a going concern.
- Evaluate the overall presentation, structure and content of the consolidated financial statements, including the disclosures, and whether the consolidated 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 Audit and Risk Committee 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 Audit and Risk Committee with a statement that we have complied with relevant ethical requirements regarding independence, and to communicate with them all relationships and other matters that may reasonably be thought to bear on our independence, and where applicable, related safeguards.

From the matters communicated with the Audit and Risk Committee, we determine those matters that were of most significance in the audit of the consolidated 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.

Report on other legal and regulatory requirements

In terms of the IRBA Rule published in Government Gazette Number 39475 dated 4 December 2015, we report that Horwath Leveton Boner has been the auditor of Global Asset Management Ltd and its subsidiaries for 9 years.

Horwath Leveton Boner
Partner: Craig George
Registered Auditor

Sandton
19 March 2018

REPORT OF THE AUDIT COMMITTEE

for the year ended 30 November 2017

The report of the Audit Committee is presented as required by section 61(8)(a)(iii) of the Companies Act, 2008 ("the Companies Act").

The Audit Committee consisted of the following Non-Executive Directors during the year under review:

- GT Magomola (Independent Chairman)
- GK Cunliffe (Independent Member)
- AJ Naidoo (Independent Member)
- MJ Reyneke (Member)

In accordance with the JSE Listings Requirements, a representative of the designated advisor is entitled to attend all Audit Committee meetings.

Statement of Audit Committee responsibilities for the year ended 30 November 2017

The role of the Audit Committee is to assist the Board by performing an objective and independent review of the functioning of the organisation's finance and accounting control mechanisms. It exercises its functions through close liaison and communication with corporate management and the external auditors. The Committee is guided by its terms of reference, dealing with membership, structure and levels of authority and has the following responsibilities:

- ensuring compliance with applicable legislation and the requirements of regulatory authorities;
- nominating for appointment a registered auditor who, in the opinion of the Audit Committee, is independent of the Company;
- matters relating to financial accounting, accounting policies, reporting and disclosure;
- internal audit policy including considering the need for an internal audit function and in due course, reviewing the activities, scope, adequacy, and effectiveness of the internal audit function and audit plans;

- review/approval of external audit plans, findings, reports, fees and determination and approval of any non-audit services that the auditor may provide to the Company;
- review/consideration of expertise and experience of the Financial Director and the financial team;
- compliance with the Code of Corporate Practices and Conduct; and
- compliance with the Company's code of ethics.

One of these responsibilities is the assessment of the independence of the auditor. The Committee is satisfied that the auditor is independent of the Company. It has further satisfied itself that the audit firm and designated auditor are accredited to appear on the Johannesburg Stock Exchange list of accredited auditors. The Audit Committee has also reviewed the relevant documentation to consider the suitability of the audit firm and designated auditor as stipulated in paragraph 3.84(h)(iii) of the JSE Listings Requirements, noting further that a new audit partner, Mr Craig George, will be appointed as the incoming designated partner, subject to the approval of Global's shareholders at the Annual General Meeting.

The Audit Committee has established a non-audit services policy as well as an approval process for non-audit services, where utilised. During the year under review, no non-audit services were utilised.

The Committee is of the opinion that Global's system of internal financial controls and financial reporting procedures continue to be effective and operating and forms a basis for the preparation of reliable financial statements.

The Company has not appointed an internal auditor based on the size of the Company, the system of internal financial controls and considering information and explanations given by management, together with discussions held with the external auditors on the results of their audit. The consideration of internal audit is a standing agenda item for the Audit Committee meetings scheduled during the year.

The Committee also oversees cooperation between management and the external auditors and serves as a link between the Board of Directors and these functions. The Committee is satisfied that it has complied with its legal, regulatory and other responsibilities.

The Committee is also satisfied as to the expertise and experience of the Financial Director and the finance team. Management has reviewed the financial statements with the Audit Committee and the Audit Committee has reviewed them without management or external auditors being present. The quality of the accounting policies as well as any audit issues are discussed with the external auditors.

The Audit Committee considers the financial statements of Global Asset Management Ltd to be a fair presentation of its financial position as at 30 November 2017 and of the results of the operations, changes in equity and cash flows for the year then ended, in accordance with International Financial Reporting Standards and the Companies Act.

GT Magomola
Chairman
19 March 2018

DIRECTORS' RESPONSIBILITIES AND APPROVAL

for the year ended 30 November 2017

The Directors are required by the Companies Act, 2008 ("Companies Act"), to maintain adequate accounting records and are responsible for the content and integrity of the financial statements for the Group ("financial statements") and related financial information included in this report.

It is the Directors' responsibility to ensure that the financial statements fairly present the state of affairs of the Group as at the end of the financial year and the results of its operations and cash flows for the year then ended, in conformity with International Financial Reporting Standards ("IFRS") and the provisions of the Companies Act. The external auditors are engaged to express an independent opinion on the financial statements.

The financial statements are prepared in accordance with IFRS and are based upon appropriate accounting policies consistently applied and supported by reasonable and prudent judgments and estimates.

The Directors acknowledge that they are ultimately responsible for the system of internal financial control established by the Group and place considerable importance on maintaining a strong control environment. To enable the Directors to meet these responsibilities, the Board of Directors sets standards for internal control through various forums aimed at reducing the risk of error or loss in a cost-effective manner.

The Directors are of the opinion, based on the information and explanations given by management, that the system of internal control provides reasonable assurance that the financial records may be relied on for the preparation of the financial statements. However, any system of internal financial control can provide only reasonable and not absolute, assurance against material misstatement or loss.

The Directors have reviewed the Group's budget and cash flow forecast for the twelve months ending 30 November 2018 and, in the light of this review and the current financial position, are satisfied that the Group has access to adequate resources to continue in operational existence for the foreseeable future.

The financial statements set out on pages 92 to 169, which have been prepared on the going concern basis, were approved by the Board of Directors on 19 March 2018 and were signed on its behalf by:

N Penzhorn
Chief Executive Officer
19 March 2018

GK Cunliffe
Chairman
19 March 2018

REPORT OF THE COMPANY SECRETARY

for the year ended 30 November 2017

In terms of section 88(2)(e) of the Companies Act, 2008 ("the Companies Act"), we declare that to the best of our knowledge, for the year ended 30 November 2017, Global has lodged with the Registrar of Companies all such returns as are required of a public Company in terms of the Act and that such returns are true, correct and up to date.

Arbor Capital Company Secretarial (Pty) Ltd
Registration Number 1998/025284/07
Company Secretary
19 March 2018

1 Basis of preparation

The Board of Directors is pleased to present the Group's audited results for the year ended 30 November 2017. The accounting policies adopted for purposes of this report comply, and have been consistently applied, in all material respects with International Financial Reporting Standards ("IFRS").

2 Industry and business overview

Global has made good progress during the year, establishing its renewable energy businesses which focus on waste-to-energy solutions. A rising oil price has significantly added to projected future cashflows.

Enviroprotek (Pty) Ltd ("EPT") has successfully commissioned its second commercial waste tyre recycling reactor, which enables the Company to convert approximately 300 tons of waste rubber into industrial fuel oil, carbon black and steel on a monthly basis. Cashflows are expected to turn positive during the second quarter of 2018 once the construction of a new carbon beneficiation plant has been completed. The Company is supplied with waste tyres by the Waste Bureau.

Plastics Green Energy (Pty) Ltd ("PGE") has finalised the construction of a plastics recycling pilot plant at its Springs site and has commenced with the construction of its first commercial plant. Making use of its own proprietary technology, PGE will recover the latent energy inherent in waste plastic by converting it into liquid fuel aimed at the industrial fuel oil market.

Heliosek (Pty) Ltd has completed the design for its initial pilot plant to be established during 2018. The technology allows for the highly efficient exploitation of the unlimited solar resource base of Southern Africa and creates an opportunity for expansion into other international jurisdictions. The technology offers an alternative to existing solar energy and other renewable energy solutions at a lower comparative cost.

The performance of LFS Assets (Pty) Ltd ("LFS"), Global's largest subsidiary by assets, which focuses on asset financing in the logistics sector, has been encouraging, notwithstanding the difficult economic environment currently persisting in South Africa. Furthermore, Linde Material Handling South Africa (Pty) Ltd ("LMH)" has given notice to LFS in terms of the Country Brand Agreement, under which LFS has leased Linde forklift trucks on an exclusive basis to customers over the last 12 years. LFS is currently running down the Linde book of existing leasing transactions, and has commenced to employ its current funding base, systems and expertise to fund other logistics related assets and equipment from other manufacturers on a non-exclusive basis. LFS will also investigate the opportunity of funding renewable energy assets, such as generators that will use the diesel equivalent fuel produced by its fellow subsidiaries. Significant growth opportunities exist in this area. Margins are also expected to be more attractive than in the forklift truck financing operations.

3 Financial results

Points of interest:

African Rainbow Capital Ltd through UBI General Partner (Pty) Ltd ("ARC") transactions

The previously announced subscriptions to the following shares were concluded on in May 2017:

- The subscription by ARC to 19 323 671 Global shares (constituting approximately 26.3% of Global's shares following such subscription) for a consideration of R 40 million.
- The subscription by ARC of shares in EPT is such that ARC holds 46% of the shares in EPT.

Subscription of shares in PGE

PGE is the company that will house the Group's first commercial plastics –to-fuel conversion plant.

As previously announced, a subscription agreement providing for the subscription to shares in PGE by Futuregrowth Asset Management (Pty) Ltd ("Futuregrowth") and Earthwize Energy Holdings (Pty) Ltd ("EWEH"), a 95.25% subsidiary within the Global Group of Companies, was concluded.

The Group and Futuregrowth subscribed to R 26.5 million and R 20.5 million respectively, in equity funding to PGE. This resulted in the Group owning a 55% share, and Futuregrowth owning a 45% share in PGE.

Sale of shares in PGE

EWEH, a subsidiary of Global, entered into a sale of shares agreement with ARC.

This agreement relates to the disposal of 27% of the shares in PGE by Global to ARC for a cash consideration of R 12.7 million.

The Group now owns 26.67% of the equity shares in PGE. The Directors of the Group have concluded that the Group has control over PGE and PGE is consolidated in these financial statements.

Points of interest as a result of the above mentioned transactions:

- Global recorded a profit after taxation of R 6.4 million for the 12 months ended 30 November 2017.A significant portion of this profit relates to the Group's recognition of the gain related to the change in control.

- The increase in loans receivable was due to the recognition of the loan to EPT. ARC's subscription to shares in Global's then subsidiary EPT, resulted in a change in control. EPT is accordingly now being equity accounted instead of being consolidated, which resulted in the de-recognition of EPT assets, liabilities and retained losses as part of the Group results.
- The net asset value per share has decreased by 2.4% from 271.2 cents in 2016 to per share to 264.7 cents per share following the ARC subscription to Global shares at a price that was lower than the net asset value per share.
- Other financial liabilities decreased in line with the capitalisation of ARC's loan as part of their subscription to Global shares.

Other points of interest:

- The gross profit margin increased compared to the prior period due to the profitable margins achieved on the sale of forklift trucks.
- Loans and advances to customers increased significantly due to the increase in new forklift truck sales.
- The recoverability of trade and other debtors improved compared to the prior period ended 30 November 2016.

It should be noted that the current portion of other financial liabilities reflected on the statement of financial position represents a 12-month accrual for finance associated with the Group's rental book. Trade and Other Receivables only reflect the current receivables arising from the matching rental contracts. The net current liability position of the Group is accordingly considered sound as current liabilities will be settled by ongoing monthly rental billings.

4 Subsidiaries

The Group and its subsidiaries comprise the following companies:

- Global Asset Management Ltd
- LFS Assets (Pty) Ltd
- LFS Assets Namibia (Pty) Ltd
- GAM New Energy (Pty) Ltd
- Total Rubber Recycle (Pty) Ltd
- Earthwize Energy Holdings (Pty) Ltd
- Plastics Green Energy (Pty) Ltd

5 Dividends

No dividends were proposed or paid during the year under review.

6 Segment reporting

Segmental information has been reported by the Group in the following segments, namely rentals and maintenance, sale of forklifts, renewable energy and other which reflects project management, corporate services and any other income and expenses. Further details are set out in note 31 of the notes to the consolidated financial statements.

7 Directors

Directors of the Company during the accounting period and up to the date of this report were as follows:

Non-Executive Directors	Qualifications
GK Cunliffe	CA (SA)
GT Magomola	B Com (SA), MBA, MRDT (MIT)
AJ Naidoo	B Com
MJ Reyneke	CA (SA)
NB Matyolo	NDip: Accounting
CJP Cilliers*	CA (SA)

Executive Directors	Qualifications
N Penzhorn	MSc, CFA
WP Basson	CA (SA)
MCC Van Ettinger	

** Subsequent to the year end, the Board has appointed Mr CJP Cilliers, a representative of one of the large shareholders in Global, as a Non-Executive Director.*

Directors' interest in the issued ordinary shares

As at 30 November 2017, the Directors' interests were as follows:

	2017		2016	
	Beneficial		Beneficial	
	Indirect	%	Indirect	%
N Penzhorn	4 334 404	5.90	4 334 404	8.00
MCC van Ettinger	5 706 051	7.77	5 706 051	10.54
Total	**10 040 455**	**13.67**	**10 040 455**	**18.54**

** Based on 73 481 246 (2016: 54 157 575), being the total number of shares in issue.*

There has been no change in the Directors' interest between the end of the financial year and the date of approval of the annual financial statements.

8 Major shareholders

Below is a list of shareholders who held an interest of 5% or more of the Company's issued share capital as at 24 November 2017, being the last business and trading day of the year.

	2017		2016	
	No of shares held	**%**	**No of shares held**	**%**
Insure Group Managers Ltd	22 660 571	30.84	22 660 571	41.84
UBI General Partner (Pty) Ltd obo the ARC Fund	19 323 671	26.30	-	-
Oakleaf Insurance Company Ltd	8 695 652	11.83	8 695 652	16.06
Conceptual Technologies Africa (Pty) Ltd	5 706 051	7.77	5 706 051	10.54
Earthwize Recycling (Pty) Ltd	4 334 404	5.90	4 334 404	8.00
The Altena Investment Trust	3 915 476	5.33	3 915 476	7.23
Total	**64 635 825**	**87.97**	**45 312 154**	**83.67**

9 Employment

Employee costs and statistics

	Group 2017	Group 2016
Number of permanent staff		
Number of staff beginning of the year	32	29
New employees	23	5
Resignations	(6)	(2)
Number of staff as at the end of the year	**49**	**32**

Details of Directors' emoluments and employee costs are set out under the related parties and the operating profit notes to the financial statements respectively.

Fixed remuneration

Guaranteed Cost-To-Company remuneration is reviewed annually in line with current remuneration surveys and using as a guideline the average percentage increase recommended by the Chairman and the Board's Executive Directors.

Interim increases or ad hoc increases

These increases are only allowed if justified in view of the following:

- Promotion or transfer to another role which is graded at a higher remuneration level or
- Evidence of below market salaries or
- An increase in workload that justifies an increase in reward level or
- To establish internal equity.

All increases must remain within the available salary budget. Interim increases must be proposed by the relevant manager for approval by the Chief Executive Officer.

The Group makes use of incentive bonuses paid annually on approval by the Chairman and the Board's Executive Directors. The incentive bonuses will be governed by rules as set out in the remuneration policy of the Group.

The discretionary executive incentive bonus applies only to the Executive Directors of the Company. The bonus calculation takes into account the Group's increase in earnings per share, the performance of the executive team, the performance of the specific executive's business unit and the executive's personal performance as determined in line with the Board, peer reviews, 360 degree reviews and the reporting line expectations.

The same management and staff incentive bonus process applies to management and staff where the performance of those individuals warrants such a bonus payment. These final bonus payments are subject to the approval of the Board's executive members.

10 Litigation

There is no litigation pending against the Company or its subsidiaries, which is expected to have a material impact on the results of the Group.

11 Contingent liabilities

The Group had a commitment of R 7 244 000 towards the purchase of Jabumart (Pty) Ltd subject to certain conditions president at 30 November 2017. Refer to note 14 of the Directors Report.

The Group had no other major commitments at 30 November 2017 that require disclosure.

12 Corporate actions

Issue of shares for cash and share repurchases

19 323 671 Global shares (constituting approximately 26.3% of Global's shares following such subscription) were issued for a consideration of R 40 million.

At the Annual General Meeting of the Company which was held on 12 July 2017, the requisite majority of shareholders approved an ordinary resolution authorising the Directors to issue shares for cash in accordance with the Johannesburg Stock Exchange Listings Requirements.

During the year under review, the Company did not repurchase any shares.

13 Special resolutions passed during the year

Special resolutions were proposed and passed at the Annual General Meeting held on 12 July 2017:

- A general authority to allot and issue shares for cash;
- Authority to issue shares, securities convertible into shares or rights that may not exceed 30% of the voting power of the current issued share capital;
- The approval of Non-Executive Directors' remuneration;
- General authority to enter into funding agreements and provide loans or other financial assistance; and
- General authority to acquire (repurchase) shares.

No other special resolutions were proposed or passed during the year under review for Global or any of its subsidiary companies.

14 Events after the reporting period

The Group acquired all the shares in issue of Jabumart (Pty) Ltd for a consideration of R 7 244 000. The transaction had certain conditions precedent of which the final condition, being the transfer of a property into Jabumart (Pty) Ltd was met on 11 December 2017, subsequent to the Group's financial year end. Jabumart (Pty) Ltd does not constitute a business combination as there were no set of activities in the company up to the date of transfer. Jabumart is a property owning company and the property will be used by the Group to further develop its plastic to oil and rubber to oil pyrolysis operations. An estimate of the financial effect cannot be made yet.

There are no other major events subsequent to 30 November 2017 that require disclosure.

CONSOLIDATED STATEMENT OF FINANCIAL POSITION

as at 30 November 2017

	Notes	2017 R'	2016 R'
ASSETS			
Non-current assets		**476 925 632**	**496 113 916**
Property, plant and equipment	2	413 642 734	440 275 371
Goodwill	4	37 959 099	37 959 099
Intangible asset	5	824 164	1 075 074
Investment in associate and joint venture	7	204 961	49
Loans and advances to customers	8	21 157 886	13 681 578
Deferred tax asset	9	3 136 788	3 122 745
Current assets		**103 846 824**	**56 381 072**
Trade and other receivables	10	41 852 483	43 839 909
Other financial assets	11	21 506 484	1 322 983
Cash and cash equivalents	12	39 427 737	8 220 776
Inventories	13	1 060 120	2 997 404
Total assets		**580 772 456**	**552 494 988**

	Notes	2017 R'	2016 R'
EQUITY AND LIABILITIES			
Equity			
Share capital	14	96 999 130	57 207 811
Retained earnings		97 510 649	89 688 390
Total equity attributable to equity holders of the parent		**194 509 779**	**146 896 201**
Non-controlling interest	15	34 022 502	1 461 073
Total Equity		**228 532 281**	**148 357 274**
Liabilities			
Non-current liabilities		**236 723 520**	**248 725 075**
Loans payable	16	192 623 561	204 683 798
Contingent consideration payable	17	1 321 023	2 551 152
Deferred tax liability	9	42 778 936	41 490 125
Current liabilities		**115 516 655**	**155 412 639**
Trade and other payables	18	20 269 270	30 672 467
Loans payable	16	90 303 061	109 458 309
Other financial liabilities	19	3 154 763	15 235 663
Taxation		1 789 561	46 200
Total equity and liabilities		**580 772 456**	**552 494 988**

CONSOLIDATED STATEMENT OF COMPREHENSIVE INCOME

for the year ended 30 November 2017

	Notes	2017 R'	2016 R'
Revenue	**20**	**197 886 506**	**197 100 747**
Cost of sales		**(141 224 250)**	**(145 794 963)**
Gross profit		**56 662 256**	**51 305 784**
Other income	21	2 345 500	1 186 166
Gain due to change in control	22	3 709 422	-
Operating expenses		(25 639 247)	(22 768 657)
Income from operations	**23**	**37 077 931**	**29 723 293**
Investment income		1 574 791	307 559
Finance costs	24	(30 582 104)	(31 164 902)
Profit/(loss) before taxation		**8 070 618**	**(1 134 050)**
Taxation	25	(1 639 814)	304 888
Profit/(loss) and total comprehensive profit/(loss) for the year		**6 430 804**	**(829 162)**
Profit/(loss) and total comprehensive loss attributable to:			
Equity holders of the parent		6 967 961	(619 911)
Non-controlling interest		(537 157)	(209 251)
Basic and diluted earnings/(loss) per share (cents)	26	10.9	(1.2)

CONSOLIDATED STATEMENT OF CHANGES IN EQUITY

for the year ended 30 November 2017

	Share capital	Common control reserve	Retained earnings	Shareholders' interest before non controlling interest	Non-controlling interest	Total equity
	R'	R'	R'	R'	R'	R'
Balances at 30 November 2015	**34 795 085**	**(6 941 028)**	**90 998 501**	**118 852 558**	**-**	**118 852 558**
Shares issued related to business combination (Refer to note 3)	23 236 966	-	-	23 236 966	-	23 236 966
Acquisition of non-controlling interest (Refer to note 3)	-	-	-	-	1 900 000	1 900 000
Surplus on partial disposal of subsidiary (Refer to note 3)	-	-	6 021 152	6 021 152	-	6 021 152
Additional non-controlling interest in subsidiaries	-	-	229 676	229 676	(229 676)	-
Share issue expenses	(824 240)	-	-	(824 240)	-	(824 240)
Total comprehensive loss	-	-	(619 911)	(619 911)	(209 251)	(829 162)
Total changes	**22 412 726**	**-**	**5 630 917**	**28 043 643**	**1 461 073**	**29 504 716**
Balances at 30 November 2016	**57 207 811**	**(6 941 028)**	**96 629 418**	**146 896 201**	**1 461 073**	**148 357 274**

	Share capital	Common control reserve	Retained earnings	Shareholders' interest before non controlling interest	Non-controlling interest	Total equity
	R'	R'	R'	R'	R'	R'
Shares issued	40 000 000	-	-	40 000 000	-	40 000 000
Share based payments (Refer to note 34)	-	-	1 040 552	1 040 552	-	1 040 552
Share issue expenses	(208 681)	-	-	(208 681)	-	(208 681)
Previously recognised losses transferred to non-controlling interest due to change in control	-	-	(186 254)	(186 254)	186 254	-
Non-controlling interest arising from a change in ownership interests that does not result in a loss of control	-	-	-	-	32 912 332	32 912 332
Transfer to of common control reserve to retained earnings*	-	6 941 028	(6 941 028)	-	-	-
Total comprehensive income	-	-	6 967 961	6 967 961	(537 157)	6 430 804
Total changes	**39 791 319**	**6 941 028**	**881 231**	**47 613 578**	**32 561 429**	**80 175 007**
Balances at 30 November 2017	**96 999 130**	**-**	**97 510 649**	**194 509 779**	**34 022 502**	**228 532 281**
Note:	14				15	

** As the common control reserve arose in the 2012 financial year, it is considered a historical event which no longer bears relevance and no longer requires a separate reserve allocation. The reserve has hence been transferred to retained earnings in the current year.*

CONSOLIDATED STATEMENT OF CASH FLOW

for the year ended 30 November 2017

	Notes	2017 R'	2016 R'
Cash flows from operating activities			
Cash generated from operations	**27**	**117 456 669**	**136 015 908**
Interest income		1 574 791	307 559
Finance costs		(29 982 122)	(30 780 737)
Taxation	28	1 470 715	385 366
Net cash from operating activities		**90 520 053**	**105 928 096**
Cash flows from investing activities			
Property, plant and equipment additions		(8 652 055)	(14 338 973)
Cash inflow on acquisition of subsidiary		-	12 809
Loans advanced to related parties		(5 578 545)	(1 032 099)
Net cash utilised in investing activities		**(14 230 600)**	**(15 358 263)**
Cash flows from financing activities			
Proceeds from the issue of shares		28 854 171	-
Payment of share issue expenses		(208 681)	(824 240)
Proceeds from shares issued to non-controlling shareholders of a subsidiary		20 500 000	-
Proceeds from the disposal of partial interest in subsidiary		12 702 000	-
Repayment of loans payable		(104 561 927)	(102 946 193)
Proceeds of other financial liabilities		-	9 748 159
Loans repaid to related parties		(2 368 055)	-
Net cash applied to financing activities		**(45 082 492)**	**(94 022 274)**
Total cash movement for the year		31 206 961	(3 452 441)
Cash at the beginning of the year		8 220 776	11 673 217
Cash at the end of the year	**12**	**39 427 737**	**8 220 776**

ACCOUNTING POLICIES

for the year ended 30 November 2017

1 Presentation of Annual Group Financial Statements

Global Asset Management is a Company listed on the Johannesburg Stock Exchange and is domiciled in South Africa. The consolidated financial statements at 30 November 2017 comprise the Company and its subsidiaries (together referred to as "the Group"). The going concern principle has been adopted in the preparation of the financial statements.

Statement of compliance

The Group's financial statements have been prepared in accordance with and comply with International Financial Reporting Standards ("IFRS") and its interpretations issued by the International Financial Reporting Interpretations Committee ("IFRIC"), the SAICA Financial Reporting Guides as issued by the Accounting Practices Committee and Financial Pronouncements as issued by the Financial Reporting Council, the requirements of the Companies Act of South Africa and the JSE Limited listing requirements.

The Group's financial statements are prepared using the historical cost basis of accounting with the exception of the contingent consideration payable and the former investment in Earthwize Energy Holdings (Pty) Ltd where the fair value basis of accounting was applied and which is indicated in the individual accounting policies.

The financial statements are presented in Rand, which is the Group's functional currency. These accounting policies are consistent with the previous period.

1.1 Basis of consolidation

Business combination

The Group measures goodwill as the fair value of the consideration transferred, including the recognised amount of any non-controlling interest in the acquisition, less the net recognised fair value of the identifiable assets acquired less the liabilities assumed, all measured as of the acquisition date.

The transaction costs, other than those associated with the issue of debt or equity securities, that the Group incurs in connection with a business combination are expensed as incurred.

Contingent considerations are measured at fair value through profit and loss and are categorised as a liability.

Transactions with non-controlling interests

Transactions with non-controlling interests are accounted due to changes in shareholding as a result of transactions with equity holders. Therefore no goodwill is recognised as a result of such transactions. These transactions are recorded directly in equity.

Subsidiaries

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 over the entity. The results of subsidiaries are included in the consolidated financial statements from the effective date of acquisition to the effective date of disposal. Adjustments are made when necessary to the financial statements of subsidiaries to bring their accounting policies in line with those of the Group. All intra-Group transactions, balances, income and expenses are eliminated in full on consolidation.

Investments in joint venture and associate

A joint venture is an entity which the Group jointly controls and an associate is an entity in which the group has significant influence. The Group's interests in joint ventures and associates are accounted for on the equity accounting basis.

Financial results of the joint venture and associate are prepared for the same reporting period as the parent Company. Where necessary, adjustments are made to bring the accounting policies in line with those of the Group.

After application of the equity accounting method, the Group determines whether it is necessary to recognise an additional impairment loss on the Group's investment in a joint venture and associate. The Group determines at each statement of financial position date whether there is any objective evidence that the investment in the joint venture and associate is impaired. If this is the case, the Group calculates the amount of impairment as being the difference between the recoverable amount of the joint venture or associate and the carrying value and recognises the amount in profit and loss.

The losses in the joint venture and associate are recognised in profit and loss until the investment is written down to its nominal value. Equity accounting will apply once the associate has retained profits. Refer to note 7 of the notes to the consolidated financial statements for assessment of the recoverability of the loan receivable from the associate.

Loss of control

When the Group loses control over a subsidiary, it derecognises the assets (including goodwill) and liabilities of the subsidiary, and any related non-controlling interest and other components of equity. Any resulting gain or loss is recognised in profit or loss. Any interest retained in the former subsidiary is measured at fair value when control is lost.

1.2 Use of estimates, judgements and assumptions

The preparation of financial statements in conformity with IFRS requires management to make judgements, estimates and assumptions that may affect the application of accounting policies and reported amounts of assets, liabilities, income and expenses. The estimates and associated assumptions are based on historical experience and various other factors that are believed to be reasonable under the circumstances. Actual results may differ from these estimates.

The estimates and underlying assumptions are reviewed on an on-going basis. Revisions to accounting estimates are recognized in the period in which the estimate is revised and in any future period affected.

Judgements made by management in the application of IFRS that have a significant effect on the financial statements and 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 disclosed in the notes to the financial statements where appropriate.

1.2.1 Trade receivables and/or loans and other receivables and advances

The Group assesses its loans and receivables for impairment at each reporting date. In determining whether an impairment loss should be recorded in the profit and loss, the Group makes judgements as to whether there is observable data indicating a measurable decrease in the estimated future cash flows from a financial asset.

1.2.2 Fair value estimation

The fair value of financial instruments that are not traded in an active market is determined by using valuation techniques. The Group uses a variety of methods and makes assumptions that are based on market conditions existing at each reporting date. Quoted market prices or dealer quotes for similar instruments are used for long-term debt. Other techniques, such as estimated discounted cash flows, are used to determine fair value for the remaining financial instruments.

The carrying value less impairment provision of trade receivables and payables are assumed to approximate their fair values. The fair value of financial liabilities for disclosure purposes is estimated by discounting the future contractual cash flows at the current market interest rate that is available to the Group for similar financial instruments.

1.2.3 Impairment testing of non-financial assets

The recoverable amounts of cash-generating units and individual assets, including intangible assets, have been determined based on the higher of value-in-use calculations and fair values less costs to sell. These calculations require the use of estimates and assumptions. It is reasonably possible that the assumptions may change which may then impact our estimations and may then require a material adjustment to the carrying value of tangible assets. Refer to note 2 of the notes to the consolidated financial statements.

1.2.4 Taxation

Judgement is required in determining the provision for income taxes due to the complexity of legislation. There are many transactions and calculations for which the ultimate tax determination is uncertain during the ordinary course of business. The Group recognises liabilities for anticipated tax audit issues based on estimates of whether additional taxes will be due. Where the final tax outcome of these matters is different from the amounts that were initially recorded, such differences will impact the income tax and deferred tax provisions in the period in which such determination is made.

The Group recognises the net future tax benefit related to deferred income tax assets to the extent that it is probable that the deductible temporary differences will reverse in the foreseeable future. Assessing the recoverability of deferred income tax assets requires the Group to make significant estimates related to expectations of future taxable income. Estimates of future taxable income are based on forecasted cash flows from operations and the application of existing tax laws in each jurisdiction. To the extent that future cash flows and taxable income differ significantly from estimates, the ability of the Group to realise the net deferred tax assets recorded at the reporting date could be impacted.

1.3 Property, plant and equipment

Property, plant and equipment is initially measured at cost.

Costs include costs incurred initially to acquire or construct an item of property, plant and equipment and costs incurred subsequently to add to it. The cost of self-constructed assets includes the cost of materials and direct labour, any other costs directly attributable to bringing the assets to a working condition for their intended use, the costs of dismantling and removing the items and restoring the site on which they are located and borrowing costs on qualifying assets.

Property, plant and equipment is carried at cost less accumulated depreciation and any impairment losses.

Item	Average useful life
Forklifts	8 Years
Furniture and fixtures	6 Years
IT equipment	3 Years
Motor vehicles	5 Years
Leasehold improvements	5 Years

The residual value, useful life and depreciation method of each asset is reviewed at the end of each reporting period. If the expectations differ from previous estimates, the change is accounted for as a change in accounting estimate.

The depreciation charge for each period is recognised in profit and loss. The depreciation commences when the asset is available for use and ceases when the asset is derecognised.

The gain or loss arising from the de-recognition of an item of property, plant and equipment is included in profit and loss when the item is derecognised. The gain or loss arising from the de-recognition of an item of property, plant and equipment is determined as the difference between the net disposal proceeds, if any, and the carrying amount of the item.

The proceeds of second hand forklifts that are routinely sold when they cease to be rented are recognised as revenue. Second hand forklifts are all held for rental and a sale is only recognised when risks and rewards have been transferred in terms of a sale transaction. These assets that are transferred to trading operations are processed at their carrying values.

1.4 Intangible assets

Intangible assets are carried at cost less any accumulated amortisation and any impairment losses.

Item	Average useful life
Software	3 Years

The amortisation period, the amortisation method and the residual values for intangible assets are reviewed every period-end.

The amortisation charge for each period is recognised in profit and loss. The amortisation commences when the asset is available for use and ceases when the asset is derecognised.

The impairment test for intangible assets not yet ready for use is performed annually by comparing their carrying amounts with the recoverable amounts.

Goodwill

Goodwill is tested annually for impairment losses. Impairment losses recorded are not subsequently reversed. Gains and losses on 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.

1.5 Financial instruments

1.5.1 Initial recognition

The Group classifies financial instruments, or their component parts, on initial recognition as a financial asset, a financial liability or an equity instrument in accordance with the substance of the contractual arrangement.

Financial instruments are initially measured at fair value.

For financial instruments which are not at fair value through profit or loss, transaction costs are included in the initial measurement of the instrument.

1.5.2 Subsequent measurement

1.5.2.1 Financial assets

Financial instruments at fair value through profit or loss are subsequently measured at fair value with gains and losses arising from changes in fair value being included in profit and loss for the period.

Most of the Group's financial instruments are classified as loans and receivables and are measured at amortised cost.

1.5.2.2 Financial liabilities

All of the Group's financial liabilities are classified as financial liabilities at amortised cost using the effective interest rate method.

1.6 Taxation

1.6.1 Current tax liabilities and assets

Current tax for current and prior periods is, to the extent unpaid, recognised as a liability. If the amount already paid in respect of current and prior periods exceeds the amount due for those periods, the excess is recognised as an asset.

Current tax liabilities (assets) for the current and prior periods are measured at the amount expected to be paid to (recovered from) the tax authorities, using the tax rates (and tax laws) that have been enacted or substantively enacted by the reporting date.

1.6.2 Deferred tax liabilities and assets

A deferred tax liability is recognised for all taxable temporary differences, except to the extent that the deferred tax liability arises from the initial recognition of an asset or liability in a transaction which, at the time of the transaction, affects neither accounting profit nor taxable profit (tax loss).

A deferred tax asset is recognised for all deductible temporary differences to the extent that it is probable that taxable profit will be available against which the deductible temporary difference can be utilised. A deferred tax asset is not recognised when it arises from the initial recognition of an asset or liability in a transaction which, at the time of the transaction, affects neither accounting profit nor taxable profit (tax loss).

A deferred tax asset is recognised for the carry forward of unused tax losses to the extent that it is probable that future taxable profit will be available against which the unused tax losses can be utilised.

Deferred tax assets and liabilities are measured at the tax rates that are expected to apply to the period when the asset is realised or the liability is settled, based on tax rates (and tax laws) that have been enacted or substantively enacted by the reporting date.

1.6.3 Tax expenses

Current and deferred taxes are recognised as income or an expense and included in profit and loss for the period, except to the extent that the tax arises from:

- a transaction or event which is recognised, in the same or a different period, directly in equity or other comprehensive income, or
- a business combination.

1.7 Leases

A lease is classified as a finance lease if it transfers substantially all the risks and rewards incidental to ownership. A lease is classified as an operating lease if it does not transfer substantially all the risks and rewards incidental to ownership.

1.7.1 Finance leases – lessee

Finance leases are recognised as assets and liabilities in the statement of financial position at amounts equal to the fair value of the leased property or, if lower, the present value of the minimum lease payments. The corresponding liability to the lessor is included in the statement of financial position as other financial liabilities.

The lease payments are apportioned between the finance charge and the reduction of the outstanding liability. The finance charge is allocated to each period during the lease term so as to produce a constant periodic rate on the remaining balance of the liability.

1.7.2 Operating leases - lessor

Operating lease income is recognised as income on a straight-line basis over the lease term. The difference between the receipts recognised as an income and the contractual receipts are recognised as an operating lease asset.

1.7.3 Operating leases – lessee

Operating lease payments are recognised as an expense on a straight-line basis over the lease term. The difference between the payments recognised as an expense and the contractual payments are recognised as an operating lease liability.

1.8 Impairment of non-financial assets

The Group assesses, at each reporting date, whether there is any indication that an asset may be impaired. If any such indication exists, the Group estimates the recoverable amount of the asset.

If it is not possible to estimate the recoverable amount of the individual asset, the recoverable amount of the cash-generating unit to which the asset belongs, is determined.

The recoverable amount of an asset or a cash-generating unit is the higher of its fair value less costs to sell and its value in use.

If the recoverable amount of an asset is less than its carrying amount, the carrying amount of the asset is reduced to its recoverable amount. That reduction is an impairment loss.

An impairment loss of assets carried at cost less any accumulated depreciation or amortisation is recognised immediately in profit and loss.

An entity assesses, at each reporting date, whether there is any indication that an impairment loss recognised in prior periods for assets may no longer exist or may have decreased. If any such indication exists, the recoverable amounts of those assets are estimated.

The increased carrying amount of an asset attributable to a reversal of an impairment loss does not exceed the carrying amount that would have been determined had no impairment loss been recognised for the asset in prior periods.

A reversal of an impairment loss of assets carried at cost less accumulated depreciation or amortisation is recognised immediately in profit and loss.

1.9 Inventories

Inventories are measured at the lower of cost and net realisable value. The cost of inventories includes expenditure incurred in acquiring the inventories, production or conversion costs and other costs incurred in bringing them to their existing location and condition.

Net realisable value is the estimated selling price in the ordinary course of business, less estimated costs of completion and selling expenses. Refer to note 13 of the notes to the consolidated financial statements.

1.10 Employee benefits

Short-term employee 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) is recognised in the period in which the service is rendered and is not discounted.

The expected cost of compensated absences is recognised as an expense as the employees render services that increase their entitlement 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.

1.11 Revenue

Revenue is recognised to the extent that it is probable that the economic benefits will flow to the Group and that revenue can be measured reliably. Revenue is measured at the fair value of the consideration received or receivable. Value added tax is excluded.

Revenue is recognised on the following basis:

- Sale of forklifts is recognised when the significant risks and rewards of ownership of the goods are transferred to the buyer;
- Rendering of services and maintenance relates to maintenance of forklifts and corporate management and is recognised when the service has been provided;
- Rental income arising from operating leases on forklift trucks is accounted for on a straight –line basis over the lease terms; and
- Interest income is recognised on instalment sale agreements as interest accrues using the effective interest method.

1.12 Sale and leaseback arrangements

Sale and leaseback transactions with banking institutions in respect of forklift trucks results in finance leases. These sales are not recognised as revenue. No excess sales over cost of sales arise on these transactions.

1.13 Investment income

Investment income is recognised on a time proportion basis, taking account of the principal outstanding and the effective rate over the period to maturity, when it is determined that such income will accrue to the Group. When a receivable is impaired, the Group reduces the carrying value to its recoverable amount, being the estimated future cash flows discounted at the original effective interest rate of the instrument, and continues to unwind the discount as investment income.

1.14 Earnings per share

The calculation of earnings per share is based on the profit/(loss) for the period attributable to ordinary shareholders and the weighted average number of ordinary shares in issue during the period. Headline earnings per share is calculated in accordance with circular 2/2015 issued by the South African Institute of Chartered Accountants.

1.15 Black economic empowerment (BEE) transaction

Where the Group disposes of a portion of its shares to a BEE company at a discount to fair value, the transaction is considered to be a share-based payment (in line with the SAICA financial reporting guide 2). The discount provided or value given is calculated in accordance with IFRS 2 and included in profit or loss as a share based payment expense. Refer to note 36 of the notes to the consolidated financial statements.

1.16 Statements issued but not yet effective

The Group will comply with the new standard and interpretations from the effective date unless otherwise noted:

IFRS 15 Revenue from contracts with customers

The standard is effective for years commencing on or after 1 January 2018. The standard will be adopted by the Group for the financial reporting period commencing 1 December 2018.

IFRS 15 requires an entity to recognise revenue in such a manner as to depict the transfer of the goods or services to customers, at an amount representing the consideration to which the entity expects to be entitled in exchange for those goods or services. The standard has a 5-step process to be applied to all contracts with customers. The standard provides guidance for identifying the contract with the customer, identification of the deliverables (performance obligations), determination of the transaction price (including the treatment of variability in the transaction price, and significant financing components), how to allocate the transaction price, and when to recognise revenue.

GAM has assessed its significant contracts with customers in line with the new standard. The outcomes of the assessment indicate the pattern of revenue recognition will remain unchanged under IFRS 15. The Group is still to make a decision on the transition method to be applied.

IFRS 16 Leases

The standard is effective for years commencing on or after 1 January 2019. The standard will be adopted by the Group for the financial reporting period commencing 1 December 2019.

IFRS 16 requires a lessee to recognize a right of use asset and lease obligations for all leases except for short term leases, or leases of low value assets which leases may be treated similarly to operating leases under the current standard IAS 17 if the exceptions are applied. A lessee measures its lease obligation at the present value of future lease payments, and recognises a right of use asset initially measured at the same amount as the lease obligation including costs directly related to entering into the lease. Right of use assets are subsequently treated in a similar way to other assets such as Property, plant and equipment or intangible assets dependent on the nature of the underlying item.

The Group has a property rental agreement in place. In accordance with the above, a right of use asset and lease obligation associated to this rental would be recognised in the statement of financial position. Management is in the process of quantifying this adjustment.

The Group is still to make a decision on the transition method to be applied or the application of exceptions related to short term and low value asset leases.

IFRS 9 Financial instruments

The standard is effective for years commencing on or after 1 January 2018. The standard will be adopted by the Group for the financial reporting period commencing 1 December 2018.

IFRS 9 provides guidance on the classification, measurement and recognition of financial assets and financial liabilities and replaces IAS 39. The standard establishes three measurement categories for financial assets: amortised cost, fair value through other comprehensive income and fair value through profit and loss. Classification of financial assets into these categories is dependent on the entity's business model (which depicts its objectives with respect to the management of financial assets as a whole) and the characteristics of the contractual cash flows of the specific financial asset. There were no significant changes to the classification guidance for financial liabilities.

IFRS 9 introduces a new expected credit loss impairment model that replaces the incurred loss impairment model used in IAS 39.

The Group will have to design impairment models incorporating new principles such as 12 months expected credit loss, life time expected credit loss, forward looking information and time value of money in order to comply with expected credit loss impairments under IFRS 9. The Group is still in the process of quantifying the impacts of this change.

The Group is still to make a decision on the transition method to be applied.

Statements not expected to have a material impact on the Group

Standard	Details of Amendment	Annual periods beginning on or after
IAS 7 Statement of cash flows	• Disclosure Initiative: Amendments requiring entities to disclose information about changes in their financing liabilities. The additional disclosures will help investors to evaluate changes in liabilities arising from financing activities, including changes from cash flows and non-cash changes (such as foreign exchange gains or losses).	1 January 2017
IAS 12 Income taxes	• Recognition of deferred tax assets for unrealised losses (Amendments to IAS 12): Narrow-scope amendment to clarify the requirements on recognition of deferred tax assets for unrealised losses on debt instruments measured at fair value.	1 January 2017
IAS 28 Investments in associates and joint ventures	• Sale or contribution of assets between an Investor and its associate or joint venture (Amendments to IFRS 10 and IAS 28): Narrow scope amendment to address an acknowledged inconsistency between the requirements in IFRS 10 and those in IAS 28 (2011), in dealing with the sale or contribution of assets between an investor and its associate or joint venture.	The effective date of this amendment has been deferred indefinitely until further notice

Interpretations		Annual periods beginning on or after
IFRIC 23 Uncertainty over Income Tax Treatments	• The interpretation specifies how an entity should reflect the effects of uncertainties in accounting for income taxes.	1 January 2019

2 Property, plant and equipment

2017	Cost	Accumulated depreciation	Carrying value
	R'	R'	R'
Forklifts	669 643 635	(270 682 114)	398 961 521
Furniture and fittings	59 317	(58 836)	481
IT equipment	532 425	(362 113)	170 312
Motor vehicles	428 465	(89 591)	338 874
Plant under construction	13 453 882	-	13 453 882
Leasehold improvements	816 224	(98 560)	717 664
	684 933 948	**(271 291 214)**	**413 642 734**

2016	Cost	Accumulated depreciation	Carrying value
	R'	R'	R'
Forklifts	673 797 487	(248 768 448)	425 029 039
Furniture and fittings	97 019	(94 800)	2 219
IT equipment	367 472	(338 641)	28 831
Motor vehicle	158 500	(42 267)	116 233
Plant under construction	15 099 049	-	15 099 049
	689 519 527	**(249 244 156)**	**440 275 371**

Carrying amounts of Property, plant and equipment can be reconciled as follows:

2017	Carrying value opening balance	Additions	Impairment	Disposals*	Transfers to trading operations**	Depreciation	Carrying value closing balance
	R'	R'	R'	R'	R'	R'	R'
Forklifts	425 029 039	71 994 300	(382 607)	-	(31 780 646)	(65 898 565)	398 961 521
Furniture and fittings	2 219	-	-	-	-	(1 738)	481
IT equipment	28 831	164 953	-	-	-	(23 472)	170 312
Motor vehicles	116 233	269 966	-	-	-	(47 325)	338 874
Plant under construction	15 099 049	7 995 622	-	(9 640 789)	-	-	13 453 882
Leasehold improvements	-	816 224	-	-	-	(98 560)	717 664
	440 275 371	**81 241 065**	**(382 607)**	**(9 640 789)**	**(31 780 646)**	**(66 069 660)**	**413 642 734**

2016	Carrying value opening balance	Additions	Impairment	Transfers to inventories	Transfers to trading operations**	Depreciation	Carrying value closing balance
	R'	R'	R'	R'	R'	R'	R'
Forklifts	435 178 382	87 403 891	(1 161 384)	(2 593 022)	(27 978 201)	(65 820 627)	425 029 039
Furniture and fittings	7 503	-	-	-	-	(5 284)	2 219
IT equipment	13 301	31 394	-	-	-	(15 864)	28 831
Motor vehicle	147 933	-	-	-	-	(31 700)	116 233
Plant under construction	4 623 259	10 475 790	-	-	-	-	15 099 049
	439 970 378	**97 911 075**	**(1 161 384)**	**(2 593 022)**	**(27 978 201)**	**(65 873 475)**	**440 275 371**
Note:				13			

* *Disposals of plant under construction relates to the de recognition of Enviroprotek (Pty) Ltd as subsidiary due to the change in control.*

** *Transfers to trading operations refer to the actual sales of new and used forklift trucks during the period under review.*

Pledged as security

Forklift trucks per property, plant and equipment to the value of R 333 205 950 (2016: R 385 630 026) are pledged as security for the loans as per note 16 of the notes to the consolidated financial statements respectively.

Commitments

There is no commitment at 30 November 2017 for property plant and equipment.

Plant under construction

The Group commenced construction of various plants and the costs incurred up to the reporting date totalled R 13 453 882 (2016: R 15 099 049). Costs include the capitalisation of labour costs in 2017 and 2016, and borrowing costs in 2016.

No additional borrowing costs were capitalised and included in plant construction costs for the period ended 30 November 2017. The capitalised borrowing costs included in plant construction costs amounted to R 506 185 (2016: R 506 185) with a capitalisation interest rate of 12.5% (2016:12.5%) per annum.

Impairment loss

The Group reviewed the carrying value of forklift trucks where the recoverable amount of the asset represents the fair value less cost to sell. The basis used to determine the fair value less cost to sell is determined by reference to an active market. An impairment loss on the re-measurement to its fair value less costs to sell was recognised in operating profit. Refer to note 23 of the notes to the consolidated financial statements for impairment loss disclosure. The fair value of the asset is categorised as Level 2 of the fair value hierarchy.

This asset belongs to the rental and maintenance segment. Refer to note 30 of the notes to the consolidated financial statements for segmental reporting disclosure.

3 Business combination

Acquisition of a controlling interest in Earthwize Energy Holdings (Pty) Ltd ("EWEH")

During the 2016 financial year the Group has acquired a 95.25% interest in the business of EWEH which is engaged in plastic to oil proprietary technology development. This technology comprises converting plastic to oil.

In the 2015 financial year the Group held a 5% interest in EWEH. In December 2015, in two separate agreements, Global increased its interest by 5% (at a cost of R 2 million) and 85.25% (at a cost of R 35 012 373) resulting in a total interest of 95.25% at financial year end.

The following summarises the major classes of consideration transferred and the recognised amounts of the assets acquired and liabilities assumed at the acquisition date:

Consideration transferred:

	2017	2016
	R'	R'
8 111 309 shares	-	23 236 966
Cash consideration (Refer to note 19)	-	2 368 055
Contingent consideration (Refer to note 17)	-	2 551 152
Shares in a subsidiary transferred to vendors	-	6 021 152
Acquisition of 5% in a separate agreement (Refer to note 19)	-	2 000 000
Previously held interest of 5% (Refer to note 6)	-	2 000 000
Less acquisition of loans acquired	-	(1 164 952)
	-	**37 012 373**

8 111 309 Global shares were issued for a consideration of R 23 236 966 and 9.5% of the shares in a subsidiary were transferred to the value of R 6 021 152.

Identifiable assets and liabilities acquired:

	2017	2016
	R'	R'
Property, plant and equipment	-	2 113 966
Loans and borrowings	-	(1 173 501)
Cash and cash equivalents	-	12 809
Total net identifiable assets	**-**	**953 274**

Goodwill recognised as a result of the acquisition:

	2017	2016
	R'	R'
Investment in Earthwize Energy Holdings (Pty) Ltd		
Consideration paid	-	37 012 373
Non-controlling interest	-	1 900 000
Less, fair value of assets acquired	-	(953 274)
Goodwill (Refer to note 4)	**-**	**37 959 099**

The price in a recent transaction at or around the acquisition date between unrelated parties was used as measurement basis in determining the value of non-controlling interest and is considered to be a reasonable approximation of its fair value.

For the fair value of the investment before date of the acquisition, refer to note 6 of the notes to the consolidated financial statements.

4 Goodwill

Goodwill arising on the acquisition of subsidiary at cost:

	2017	2016
	R'	R'
Goodwill	37 959 099	37 959 099

Goodwill arising on business combinations is not amortised but is reviewed for impairment on an annual basis, or more frequently if there are indications that goodwill may be impaired.

Impairment testing for cash-generating units containing goodwill:

GAM management has determined Earthwize Energy Holdings (Pty) Ltd ("EWEH") to be part of the "Renewable energy" cash generating unit ("CGU"). The Renewable energy CGU comprises Plastics Green Energy (Pty) Ltd, a subsidiary of EWEH, and EWEH itself. The assumptions below have been applied to calculate the recoverable amount of the CGU on an income approach.

The recoverable amount of the Renewable energy CGU to Global Asset Management Ltd has been determined, based on a fair value less cost to sell calculation, for the forecast period with the assistance of independent engineers.

The fair value was determined by discounting the future cash flows generated from the continuing use of the unit assuming that the production line will go live in 2018. The calculation of fair value less cost of disposal was based on the following key assumptions:

- The growth rate of 5% (2016:5%) applied is based on the production of oil growth for the forecast period of 10 years. A 10 year forecast period was used to provide time for the CGU to achieve full production given the current stage of development of the plant under construction.

- A discount rate of 24.1% (2016:22.7%) was used. This discount rate is derived from the CGU adjusted cost of equity. Adjustments to the cost of equity include small stock and a premium on start-ups, significant growth expectations and a lack of track record, as published by an independent source.
- A growth rate of 4% (2016:2%) was applied to determine the terminal value at the end of the projected forecast. The 4% (2016:2%) growth rate is based on the South African economy's long term growth rate as published by an independent source, adjusted by the growth rate expected by management. Management's expected growth rate is based on future trends in the renewable energy industry.

The values assigned to key assumptions represent management's assessment of the renewable energy industry and are based on both external sources and internal sources. Management does not expect there to be a reasonably possible change in any key assumptions to cause the carrying amount to exceed its recoverable amount.

5 Intangible asset

	2017			2016		
	Cost	Accumulated amortisation	Carrying value	Cost	Accumulated amortisation	Carrying value
	R'	R'	R'	R'	R'	R'
Software	1 208 407	(384 243)	824 164	1 075 074	-	1 075 074
	1 208 407	**(384 243)**	**824 164**	**1 075 074**	**-**	**1 075 074**

Carrying amount of the Intangible asset can be reconciled as follows:

2017	Carrying value opening balance	Amortisation	Additions	Carrying value closing balance
	R'	R'	R'	R'
Software	1 075 074	(384 243)	133 333	824 164
	1 075 074	**(384 243)**	**133 333**	**824 164**

2016	Carrying value opening balance	Amortisation	Additions	Carrying value closing balance
	R'	R'	R'	R'
Software	1 075 074	-	-	1 075 074
	1 075 074	**-**	**-**	**1 075 074**

Software

Software is an operating system which has been developed for own use. The system became available for use at the end of the 2016 financial year. The software development was contracted with a third party.

Pledged as security

Software per intangible asset is not pledged as security at 30 November 2017.

Commitment

There is no material commitment at 30 November 2017 for intangible assets.

6 Investment in financial asset

	2017	2016
	R'	R'
Investment in Earthwize Energy Holdings (Pty) Ltd		
Opening balance	-	2 250 000
Fair value adjustment	-	(250 000)
Acquisition of a controlling interest	-	(2 000 000)
Closing balance	-	-

During the 2016 financial year, Group acquired control over Earthwize Energy Holdings (Pty) Ltd by increasing its interest from 5% to 95.25%.

The carrying amount of the financial asset is shown at fair value. The fair value of the investment was determined with reference to the prices in recent transactions at or around the reporting date between unrelated parties.

Refer to note 3 of the notes to the consolidated financial statements for business combination disclosures.

The re-measurement to fair value of the Group's existing 5% interest in the acquiree resulted in a loss of R 250 000, which has been recognised in operating profit in the 2016 financial year. Refer to note 23 of the notes to the consolidated financial statements for operating profit disclosure.

Refer to note 30 of the notes to the consolidated financial statements for risk management disclosures.

7 Investment in associate and joint venture

The following amounts represent the Group's share of the aggregate carrying amount of the assets and liabilities and income and expenses in the associate and joint venture.

	Percentage held		Issued shares		At cost R'	
Name of business	**2017**	**2016**	**2017**	**2016**	**2017**	**2016**
Direct interest in associate						
Heliosek (Pty) Ltd	49.00%	49.00%	100	100	49	49
Indirect interest in joint venture						
Enviroprotek (Pty) Ltd (Refer to note 22)	44.35%	-	20 900	-	204 912	-
					204 961	**49**

2017	Current assets	Non-current assets	Cash and cash equivalents	Current liabilities	Non-current liabilities	Revenue	Interest income	Interest expense	Taxation	Total Comprehensive loss
	R'	R'	R'	R'	R'	R'	R'	R'	R'	R'
Direct interest in associate										
Heliosek (Pty) Ltd	220 140	1 575 360	91 197	(2 563 171)	-	69 580	-	(151 888)	145 849	(376 876)
Indirect interest in joint venture										
Enviroprotek (Pty) Ltd	274 595	6 360 645	98 561	(7 325 267)	(1 350 583)	343 530	1 963	(17 919)	321 265	(764 299)
	494 735	**7 936 005**	**189 758**	**(9 888 438)**	**(1 350 583)**	**413 110**	**1 963**	**(169 807)**	**467 114**	**(1 141 175)**

2016	Current assets	Non-current assets	Cash and cash equivalents	Current liabilities	Non-current liabilities	Revenue	Interest income	Interest expense	Taxation	Total Comprehensive loss
	R'	R'	R'	R'	R'	R'	R'	R'	R'	R'
Direct interest in associate										
Heliosek (Pty) Ltd	1 482	187 890	3 025	(23 993)	(556 174)	-	5	-	133 661	(229 932)
	1 482	**187 890**	**3 025**	**(23 993)**	**(556 174)**	**-**	**5**	**-**	**133 661**	**(229 932)**

There were no contingent liabilities or commitments in the associate or the joint venture.

There were no unrecognised share of losses realised during the period under review.

Enviroprotek (Pty) Ltd has commissioned two rubber to oil pyrolysis reactors which are operational and is planning to launch a further two reactors for commissioning in the 3rd quarter of 2018.

Heliosek (Pty) Ltd is launching its first small scale commercial Concentrated Solar Power plant with commissioning planned for the 3rd quarter of 2018.

The principle place of business for the associate and joint venture is 1 Plover Street, Struisbult, Springs.

8 Loans and advances to customers

	2017	2016
	R'	R'
Instalment sales at amortised cost to customers	30 386 688	20 896 855
Instalment sales at amortised cost transferred to trade and other receivables (Refer to note 10)	(9 228 802)	(7 215 277)
	21 157 886	**13 681 578**
Unearned future finance charges	**4 883 700**	**2 525 422**

Instalment sales that are receivable within the next 12 months are transferred to Trade and other receivables.

Loans and advances to customers past due but not impaired

Loans and advances at amortised cost to customers bear interest at a variable rate and are linked to the prime interest rate. In terms of the Group's credit policy management may on default use the forklift truck as collateral.

No loans and advances to customers at amortised cost are considered to be impaired. At 30 November 2017 and 30 November 2016 there were no loans and advances to customers past the due date.

The net carrying value of loans and advances to customers are considered to be a reasonable approximation of their fair value.

Refer to note 30 of the notes to the consolidated financial statements for risk management disclosures.

9 Deferred tax

	2017	2016
	R'	R'
Deferred tax asset		
Tax losses available for set off against future taxable income	3 074 066	3 310 006
Working capital (Temporary differences on accruals)	62 722	81 270
Capital gains tax	-	(268 531)
	3 136 788	**3 122 745**
Deferred tax liability		
Tax losses available for set off against future taxable income	534 514	2 695 457
Working capital (Temporary differences on accruals)	108 061	379 088
Temporary differences on trucks	(43 421 511)	(44 564 670)
	(42 778 936)	**(41 490 125)**
Total deferred tax	**(39 642 148)**	**(38 367 380)**

Deferred tax reconciliation:

2017	Opening balance	Recognised in profit and loss	Closing balance
	R'	R'	R'
Deferred tax assets/(liabilities) arise from the following:			
Capital gains	(268 531)	268 531	-
Working capital	460 358	(289 575)	170 783
Trucks owned	(35 094 830)	(1 140 060)	(36 234 890)
Trucks under finance leases	(9 469 840)	2 283 220	(7 186 620)
Tax losses	6 005 463	(2 396 884)	3 608 579
	(38 367 380)	**(1 274 768)**	**(39 642 148)**

2016	Opening balance	Recognised in profit and loss	Closing balance
	R'	R'	R'
Deferred tax assets/(liabilities) arise from the following:			
Capital gains	(315 151)	46 620	(268 531)
Working capital	600 258	(139 900)	460 358
Trucks owned	(37 685 659)	2 590 829	(35 094 830)
Trucks under finance leases	(5 878 180)	(3 591 660)	(9 469 840)
Tax losses	4 752 947	1 252 516	6 005 463
	(38 525 785)	**158 405**	**(38 367 380)**

Recognition of deferred tax asset

The Group recognised the amount of the deferred tax asset after assessing future profitability.

Management is confident that the future forklift rental income and plant under construction, once commissioned, will generate sufficient taxable profits in the foreseeable future against which the Company and its subsidiaries can utilise the deferred tax asset.

10 Trade and other receivables

	2017	2016
	R'	R'
Trade receivables	24 657 523	34 506 190
Instalment sales at amortised cost transferred from loans and advances to customers (Refer to note 8)	9 228 802	7 215 277
Deposit towards commitment (Refer to 34)	5 659 002	-
Other receivables	2 307 156	2 118 442
	41 852 483	**43 839 909**

The carrying value of trade and other receivables is considered to be a reasonable approximation of its fair value.

The credit quality of the debtors not yet past due date and not yet impaired is considered to be satisfactory based on our credit evaluation.

Trade receivables past due date but not impaired

In terms of the credit policy management may, on default, use the forklift truck as collateral for trade receivables and instalment sale transferred from loans and advances to customers.

At 30 November 2017, R 9 848 391 (2016: R 11 924 834) were past due but not impaired of which R 5 496 309 (2016: R 6 518 297) relates to rental income and R 4 352 082 (2016: R 5 406 537) to corporate management services.

The ageing of amounts past due but not impaired is as follows:

	2017	2016
	R'	R'
1 month past due	335 878	556 974
2 months past due	855 196	477 871
3 months and more past due	8 657 317	10 889 989
	9 848 391	**11 924 834**

An impairment of R 221 141 (2016: R 215 174) was provided for:

	2017	2016
	R'	R'
Opening balance	215 174	555 104
Provision for bad debts	221 141	215 174
Utilised during the year	(215 174)	(555 104)
Closing balance	**221 141**	**215 174**

Refer to note 30 of the notes to the consolidated financial statements for risk management disclosures.

11 Other financial assets

	2017	2016
	R'	R'
Enviroprotek (Pty) Ltd (Refer to note 29)	16 137 495	-
Heliosek (Pty) Ltd (Refer to note 29)	5 145 441	1 135 050
Other loan receivable	223 548	187 933
These loans are unsecured, bear interest and are repayable on demand.		
	21 506 484	**1 322 983**
Current asset	**21 506 484**	**1 322 983**

The fair value of the loans approximate the carrying values as stated.

Management is confident that the successful commissioning of rubber to oil pyrolysis reactors in Enviroprotek (Pty) Ltd and the plant under construction in Heliosek (Pty) Ltd once commissioned, will generate sufficient profits in the foreseeable future against which the Company will recover its loans to the joint venture and the associate.

Refer to note 30 of the notes to the consolidated financial statements for risk management disclosures.

12 Cash and cash equivalents

	2017	2016
	R'	R'
Consists of:		
Bank balances	38 814 831	7 696 828
Short term deposit	612 906	523 948
	39 427 737	8 220 776
Current asset	**39 427 737**	**8 220 776**

The net carrying value of cash and cash equivalents is considered to be a reasonable approximation of its fair value.

Refer to note 30 of the notes to the consolidated financial statements for risk management disclosures.

13 Inventories

	2017	2016
	R'	R'
Forklift trucks (Refer to note 2)	-	2 593 022
Raw materials	1 060 120	404 382
	1 060 120	**2 997 404**

Certain of the forklift truck assets were classified as inventories following the commitment of the Group's management to sell forklift truck assets to "right size" the current fleet of forklift truck assets. An impairment loss of R - (2016: R 192 865) on the re-measurement to its net realisable value was recognised in operating profit.
Raw materials consisted of inventories for renewable energy manufacturing.

14 Share capital

Authorised:

1 000 000 000 Ordinary shares at no par value
1 000 000 000 Class A (fixed rate), 1 000 000 000 Class B (zero rate), 1 000 000 000 Class C (variable rate), five year, redeemable, convertible, non-voting, non-participating preference shares at no par value.

There are 926 518 754 (2016: 942 842 425) unissued ordinary shares in terms of the memorandum of incorporation.

	2017	2016	2017	2016
'	**Number of shares**	**Number of shares**	**R'**	**R'**
Issued:				
Opening balance	54 157 575	46 046 266	57 207 811	34 795 085
Issued	19 323 671	8 111 309	39 791 319	22 412 726
Closing balance	**73 481 246**	**54 157 575**	**96 999 130**	**57 207 811**

Issued share capital consists of 73 481 246 (2016: 54 157 575) ordinary shares at no par value.

15 Subsidiaries and non-controlling interest

Details of the Group's subsidiaries at the end of the reporting period are as follows:

Name	%	Holding	Activity
LFS Assets (Pty) Ltd	100	Direct	Asset finance
LFS Assets Namibia (Pty) Ltd	100	Indirect	Asset finance
GAM New Energy (Pty) Ltd	100	Direct	Renewable energy
Total Rubber Recycle (Pty) Ltd	90.50	Direct	Rubber to oil pyrolysis
Earthwize Energy Holdings (Pty) Ltd	95.25	Direct	Plastic to oil pyrolysis
Plastics Green Energy (Pty) Ltd	26.67	Indirect	Plastic to oil pyrolysis

Details of a non-wholly owned subsidiary that have a material non-controlling interest

The table below shows details of a non-wholly owned subsidiary of the Group that has a material non-controlling interest:

	Percentage held by non-controlling interest		Profit(loss) allocated to non-controlling interests		Accumulated non-controlling interests	
Name of business	**2017**	**2016**	**2017**	**2016**	**2017**	**2016**
			R'	**R'**	**R'**	**R'**
Plastics Green Energy (Pty) Ltd	73.33%	-%	(773 077)	-	32 139 255	-
Individually immaterial subsidiaries with non-controlling interests			235 920	(209 251)	1 883 247	1 461 073
			(537 157)	**(209 251)**	**34 022 502**	**1 461 073**

Summarised financial information in respect of the Group's subsidiary that has a material non-controlling interest is set out below. The summarised financial information below represents amounts before intragroup eliminations.

Plastics Green Energy (Pty) Ltd	2017	2016
	R'	R'
Summarised Statement of Financial Position:		
Current Assets	32 817 858	234 372
Non-current assets	12 001 298	808 573
Current liabilities	(652 840)	(2 202 911)
Total equity	**44 166 316**	**(1 159 966)**
Equity attributable to owners of the company	12 027 061	(1 159 966)
Non-controlling interests	32 139 255	-
Summarised Statement of Financial Performance:		
Expenses	(2 686 200)	(1 540 584)
Investment income	1 181 255	-
Taxation	431 226	380 617
Loss and total comprehensive loss for the year	**(1 073 719)**	**(1 159 967)**
Loss and total comprehensive loss attributable to:		
Equity holders of the parent	300 642	(1 159 967)
Non-controlling interest	773 077	-
Summarised Statement of Cash Flows:		
Net cash outflow from operating activities	(3 360 973)	(1 752 156)
Net cash (outflow)/inflow from investing activities	(12 941 611)	1 752 156
Net cash inflow from financing activities	46 400 000	-
Net cash inflow	**30 097 416**	**-**

The Group owns 26.67% equity shares of Plastics Green Energy (Pty) Ltd ("PGE"). The Directors of the Group concluded that the Group has control in terms of IFRS10: *Consolidated financial statements* over PGE and that PGE is consolidated in these financial statements due to the following reasons:

- the Group's Directors are the only appointees to the PGE Board of Directors at financial year end;
- PGE is dependent on GAM for providing key management services and vital expertise and the PGE operations are dependent on GAM's key management personnel;
- GAM is the only appointee of key management personnel and the PGE business is run by GAM appointed personnel;
- the Group is responsible to secure PGE's suppliers and customers;
- the Group's exposure to variable returns disproportionately exceeds the exposure of the other investors due to a significant management fee being charged.

Non-controlling interest

Change in the Group's ownership interest in a subsidiary

In May 2017, the Group together with Futuregrowth Asset Management (Pty) Ltd ("Futuregrowth") subscribed to 55% and 45% of the total issued shares in PGE for a consideration of R 26.5 million and R 20.5 million respectively, reducing the Groups' interest to 55%. The total proceeds from the subscription of R 47 million were received in cash. An amount of R 19 708 015 (being the proportionate share of the carrying amount of the net assets of PGE, attributable to Futuregrowth) has been transferred to non-controlling interest.

In November 2017, African Rainbow Capital Ltd through UBI General Partner (Pty) Ltd ("ARC") bought 219 shares PGE from EWEH for R 12 702 000 which amount was received in cash. Prior to this agreement GAM effectively owned 52.39% (95.25% x 55%) in PGE. The purchase of shares by ARC resulted in GAM effectively owning 26.67% (95.25% x 28%) in PGE. An amount of R 12 431 240 (being the proportionate share of the carrying value of the net assets of PGE, attributable to ARC) has been transferred to non-controlling interest.

Non-controlling interest	2017	2016
	R'	R'
Balance at beginning of year	1 461 073	-
Acquisition of non-controlling interest	-	1 900 000
Non-controlling interest arising from a change in ownership interests that does not result in a loss of control	32 912 332	-
Additional non-controlling interest in subsidiaries	-	(229 676)
De-recognition due to change in control	186 254	-
Share of profit for the year	(537 157)	(209 251)
Balance at end of year	**34 022 502**	**1 461 073**

16 Loans payable

	2017	2016
	R'	R'
Mercantile Bank	150 681 603	145 638 330
Interest at a variable rate linked to prime		
Monthly capital repayment at 30 November: R 4 157 094 (2016: R 3 689 205)		
Rand Merchant Bank	1 388 860	9 515 925
Interest at a variable rate linked to prime		
Monthly capital repayment at 30 November: R 494 702 (2016: R 673 649)		
Nedbank	8 157 716	12 534 424
Interest at a variable rate linked to prime		
Monthly capital repayment at 30 November: R 285 543 (2016: R 342 897)		
Standard Bank	122 698 443	146 453 428
Interest at a variable rate linked to prime		
Monthly capital repayment at 30 November: R 2 684 075 (2016: R 3 369 087)		
	282 926 622	**314 142 107**
Non-current liabilities	192 623 561	204 683 798
Current liabilities	90 303 061	109 458 309
Loans at amortised cost	**282 926 622**	**314 142 107**

The borrowings arose from the purchase of assets and the financing of installment sale agreements and the total facility available at each bank is considered on a case by case basis.

These loans are secured over forklift trucks per note 2 of the notes to the consolidated financial statements and are repayable in monthly instalments over periods from 12 to 60 months.

The carrying amount of the loans approximates its fair value. The interest rates are at market related rates. Consequently the amortised cost approximates fair value excluding any noticeable deterioration in own credit risk of the rental and maintenance segment which there has been none as reflected by unchanged credit spreads on current or quoted facilities.

Refer to note 30 of the notes to the consolidated financial statements for risk management disclosures.

17 Contingent consideration payable

	2017	2016
	R'	R'
GAM shares – Liability	546 444	1 724 567
Cash consideration	774 579	826 585
	1 321 023	**2 551 152**

The contingent consideration payable forms part of the consideration transferred in acquiring the controlling interest in Earthwize Energy Holdings (Pty) Ltd ("EWEH"). Refer to note 3 of the notes to the consolidated financial statements for business combination disclosure where GAM will allot shares and make a cash payment of R 4 559 891 if certain performance criteria is met within 6 years (from December 2015) of acquiring the majority interest in EWEH.

The contingent consideration was measured at fair value.

The fair value of the contingent consideration is categorised as Level 3 of the fair value hierarchy.

Refer to note 30 of the notes to the consolidated financial statements for risk management disclosures.

18 Trade and other payables

	2017	2016
	R'	R'
Trade payables	18 727 578	28 160 415
Other payables	1 541 692	2 512 052
	20 269 270	**30 672 467**

The fair value of the trade and other payables approximates the carrying value due to its short term nature.

Refer to note 30 of the notes to the consolidated financial statements for risk management disclosures.

19 Other financial liabilities

	2017	2016
	R'	**R'**
Other loans payable*	3 154 763	4 679 901
The loans are unsecured, bear interest and are repayable on demand.		
ARC	-	10 555 762
The loan is secured, bears interest and is repayable on demand.		
	3 154 763	**15 235 663**
Current liabilities	**3 154 763**	**15 235 663**

** Included in other loans payable is R - (2016: R 2 368 055) as a cash consideration payable which forms part of the total consideration payable for the acquisition of 85.25% in Earthwize Energy Holdings (Pty) Ltd ("EWEH"), R 2 million (2016: R 2 million) payable for the acquisition of the 5% interest in EWEH as part of a separate agreement and interest at a variable rate and are linked to the prime interest rate of R 694 651 (2016: R 311 846) payable on the total cash consideration of R 2 million (2016: R 4 368 055). Refer to note 3 of the notes to the consolidated financial statements for business combination disclosures.*

The fair values of the loans are considered to approximate the carrying values. Refer to note 30 of the notes to the consolidated financial statements for risk management disclosures.

20 Revenue

	2017	2016
	R'	R'
Sales of forklift trucks (new and used)	32 930 636	24 766 442
Rental income	124 009 068	124 473 001
Maintenance of forklift trucks	36 971 113	44 225 420
Rendering of services	2 400 900	878 258
Interest received (trading)	1 574 789	2 757 626
	197 886 506	**197 100 747**

21 Other income

	2017	2016
	R'	R'
Fair value adjustment on contingent consideration payable (Refer to note 17)	1 230 129	-
Compensation arising from rental contract	-	929 023
Sundry income	1 115 371	257 143
	2 345 500	**1 186 166**

22 Gain due to change in control

Change in control	2017	2016
	R'	R'
Enviroprotek (Pty) Ltd	3 709 422	-
Gain on change in control	**3 709 422**	**-**

Enviroprotek (Pty) Ltd ("EPT"):

ARC subscribed for 9 614 shares in EPT for R 9 614 in May 2017. Prior to the ARC subscription, GAM effectively owned 82.12% (90.50% x 90.74%) in EPT. Due to GAM having control, EPT was consolidated. The subscription by ARC resulted in GAM effectively owning 44.35% (90.50% x 49%) in EPT. GAM lost control of EPT through certain reserved matters requiring approval of both GAM and ARC and as a result of this the 44.35% is now equity accounted for as an investment in a joint venture. The change in control resulted in the following gain:

Change in control	**2017**	**2016**
	R'	**R'**
Fair value of remaining interest (Refer to note 7)	204 912	-
Non-controlling interest	(186 254)	-
Net liabilities disposed	(3 728 080)	-
Profit on change in control	**(3 709 422)**	**-**

The fair value was determined using a market approach method. The method takes into account the loans payable. The fair value of the EPT share was determined by using an enterprise value/ sales multiple.

The calculation of the fair value was based on the following key assumptions:

- The revenue forecast for the current period.
- A weighted average enterprise value/ sale multiple as published by an independent source.

23 Income from operations

	2017	2016
	R'	R'
Operating profit for the year is stated after accounting for the following:		
Operating lease charges		
Premises		
Contractual amounts	2 652 625	1 201 837
Equipment		
Contractual amounts	149 321	129 644
	2 801 946	**1 331 481**
Depreciation – Cost of sales	65 898 565	65 820 627
Depreciation – Operational expenses	171 095	52 848
Employee costs	10 815 924	9 834 586
Impairment of property, plant and equipment (Refer to note 2)	382 607	1 161 384
Fair value adjustment (Refer to note 6)	-	250 000
Share based payments (Refer to note 36)	1 040 552	-

24 Finance costs

	2017	2016
	R'	R'
Interest bearing borrowings	30 582 104	31 164 902
	30 582 104	**31 164 902**

Refer to note 2 of the notes to the consolidated financial statements for borrowing costs capitalised.

25 Taxation

South African – Normal taxation

Components of the tax expense	**2017**	**2016**
	R'	**R'**
Current		
Normal tax	365 046	(146 483)
Deferred	1 274 768	(158 405)
Tax per the profit and loss for the year	**1 639 814**	**(304 888)**

Reconciliation of taxation expense

Standard tax rate	28.00%	28.00%
Unrecognised tax losses	7.37%	-
Share based payments	3.61%	-
Gain on change of control	(12.87%)	-
Other disallowed expenses	(0.91%)	(1.12%)
Effective rate	**25.20%**	**26.88%**

26 Basic and diluted earnings/ (loss) per share (cents)

Basic, diluted and headline earnings	2017	2016
	R'	R'
Basic earnings/(loss)	**6 967 961**	**(619 911)**
Adjusted for:		
Impairment of property pant and equipment (Refer to note 2)	382 607	1 161 384
Tax effect on the impairment of used forklift trucks	(107 130)	(325 188)
Gain on change in control (Refer to note 22)	(3 709 422)	-
Non-controlling interest	352 395	-
Headline earnings	**3 886 411**	**216 285**

Weighted average number of ordinary shares	2017	2016
Weighted average number of ordinary shares	**64 216 472**	**53 647 848**

Basic and diluted earnings per share	2017	2016
Basic and diluted earnings/(loss) per share (cents)	**10.9**	**(1.2)**

Headline earnings per share	2017	2016
Headline earnings per share (cents)	**6.1**	**0.4**

There are no instruments in issue that would cause a dilutive effect.

27 Cash generated from operations

	2017	2016
	R'	R'
Profit/(loss) before taxation from operations	**8 070 618**	**(1 134 050)**
Adjusted for:		
Interest received	(1 574 791)	(307 559)
Finance costs	30 582 104	31 164 902
Adjusted for non cash transactions:		
Depreciation	66 069 660	65 873 475
Impairment of property, plant and equipment	382 607	1 161 384
Fair value adjustment on financial asset	-	250 000
Gain on change of control	(3 709 422)	-
Fair value adjustment on contingent consideration payable	(1 230 129)	-
Share based payments	1 040 552	-
Changes in working capital		
Transfer from property, plant and equipment to trading operations	31 780 646	27 978 201
Inventories	1 936 903	(367 981)
Trade and other receivables	(5 488 882)	9 598 079
Trade and other payables	(10 403 197)	1 799 457
	117 456 669	**136 015 908**

28 Taxation paid

	2017	2016
	R'	R'
Balance at the beginning of the year	46 200	192 682
Current tax for the year recognised in profit and loss	(365 046)	146 484
Balance at the end of the year	1 789 561	46 200
	1 470 715	**385 366**

29 Related parties

Relationships

Shareholders	Inshare (Pty) Ltd*
	UBI General Partner (Pty) Ltd obo the ARC Fund, an en commandite partnership, associated with African Rainbow Capital Ltd
Fellow subsidiaries of Inshare (Pty) Ltd:	Reshare (Pty) Ltd previously known as Inshare Asset Finance Holdings (Pty) Ltd
	Ocean Crest Trading 11 (Pty) Ltd
	Ericode (Pty) Ltd
	Dalton Sugar Company (Pty) Ltd
Joint venture:	Enviroprotek (Pty) Ltd
Associate:	Heliosek (Pty) Ltd

** The relationship changed from being the ultimate holding company to being an indirect shareholder through Insure Group Managers Ltd during the previous financial year.*

Related party transactions were as follows:

	2017	2016
	R'	R'
Inshare (Pty) Ltd		
Loan repaid	-	251 841
Interest received	-	(203 246)
Enviroprotek (Pty) Ltd		
Loan balance owing by (Refer to note 11)	16 137 495	-
Interest received	(77 255)	-
Management fee received	(300 000)	-
Heliosek (Pty) Ltd		
Loan balance owing by (Refer to note 11)	5 145 441	1 135 050
Loan advanced	(4 010 391)	(1 032 099)
Interest received	(96 327)	-
Management fee received	(600 000)	(513 000)
Ericode (Pty) Ltd		
Trade receivable balance owing by	4 352 082	5 406 537
Repayment of trade receivable	-	2 321 063
Rent paid	1 054 455	537 400
UBI General Partner (Pty) Ltd obo the ARC Fund, an en commandite partnership, associated with African Rainbow Capital Ltd		
Proceeds from part disposal of subsidiary	12 702 000	-
Management fee paid	100 000	-
Ocean Crest Trading 11 (Pty) Ltd		
Rent paid	177 156	805 255
Dalton Sugar Company (Pty) Ltd		
Management fee received	-	(500 000)
Reshare (Pty) Ltd previously known as Inshare Asset Finance Holdings (Pty) Ltd		
Management fee paid	1 069 000	1 928 899

Related party transactions are at arm's length.

Key management personnel compensation comprised:

	2017	2016
	Services	Services
	R'	R'
Non-Executive		
GK Cunliffe	365 385	365 385
GT Magomola	120 000	120 000
AJ Naidoo	120 000	120 000
MJ Reyneke	50 000	-
NB Matyolo	50 000	-
Executive		
N Penzhorn	1 558 148	1 513 642
MCC van Ettinger	600 000	604 008
WP Basson	893 979	569 872
Total	**3 757 512**	**3 292 907**

** Services only include a guaranteed fixed remuneration.*

Directors' interest in the issued ordinary shares

As at 30 November 2017, the Directors' interests were as follows:

	2017		2016	
Beneficial	**Indirect**	**%***	**Indirect**	**%***
N Penzhorn	4 334 404	5.90	4 334 404	8.00
MCC van Ettinger	5 706 051	7.77	5 706 051	10.54
Total	**10 040 455**	**13.67**	**10 040 455**	**18.54**

** Based on 73 481 246 (2016: 54 157 575), being the total number of shares in issue.*

30 Risk management

Financial risk management

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

Categories of financial instruments at year end were as follows:

2017	Loans, receivables and payables	Financial liability at fair value through profit or loss	Non-financial asset/ liabilities	Total
	R'	R'	R'	R'
Financial assets:				
Loans and advances to customers (Refer to note 8)	21 157 886	-	-	21 157 886
Other financial assets (Refer to note11)	21 506 484	-	-	21 506 484
Trade and other receivables (Refer to note10)	40 022 014	-	1 830 469	41 852 483
Cash and cash equivalents (Refer to note 12)	39 427 737	-	-	39 427 737
	122 114 121	**-**	**1 830 469**	**123 944 590**
Financial liabilities:				
Contingent consideration (Refer to note17)	-	1 321 023	-	1 321 023
Loans payable (Refer to note 16)	282 926 622	-	-	282 926 622
Other financial liabilities (Refer to note19)	3 154 763	-	-	3 154 763
Trade and other payables (Refer to note 18)	19 993 156	-	276 114	20 269 270
	306 074 541	**1 321 023**	**276 114**	**307 671 678**

2016	Loans, receivables and payables	Financial liability at fair value through profit or loss	Non-financial asset/ liabilities	Total
	R'	R'	R'	R'
Financial assets:				
Loans and advances to customers (Refer to note 8)	13 681 578	-	-	13 681 578
Other financial assets (Refer to note11)	1 322 983	-	-	1 322 983
Trade and other receivables (Refer to note10)	42 564 220	-	1 275 689	43 839 909
Cash and cash equivalents (Refer to note 12)	8 220 776	-	-	8 220 776
	65 789 557	**-**	**1 275 689**	**67 065 246**
Financial liabilities:				
Contingent consideration (Refer to note17)	-	2 551 152	-	2 551 152
Loans payable (Refer to note 16)	314 142 107	-	-	314 142 107
Other financial liabilities (Refer to note19)	15 235 663	-	-	15 235 663
Trade and other payables (Refer to note 18)	30 672 467	-	-	30 672 467
	360 050 237	**2 551 152**	**-**	**362 601 389**

Liquidity risk

The Group manages liquidity risk through an ongoing review of future commitments, credit facilities and operations. In addition the obligations are met through the renting of forklifts trucks (which are classified as non-current assets). Management is confident that this will result in the Group being able to meet future obligations.

Forklifts are financed with banking institutions, usually over a 5 year period. The asset is classified as a non-current asset and the liability is disclosed as either non-current or current (payable within one year). Current assets only get raised as rentals to customers are raised resulting in the current assets being less than the current liabilities.

The table below analyses the Group's financial liabilities consisting of non-derivative financial liabilities only, into relevant maturity groupings based on the remaining period at the reporting date to the contractual maturity date including estimated interest payments. The amounts disclosed in the table are the contractual undiscounted cash flows.

2017	Less than 1 year	Between 1 and 2 years	Between 2 and 5 years	Over 5 years
	R'	R'	R'	R'
Loans payable	97 596 150	62 472 541	145 774 987	-
Contingent consideration payable	-	-	-	1 321 023
Other financial liabilities	3 154 763	-	-	-
Trade and other payables	19 993 156	-	-	-

2016	Less than 1 year	Between 1 and 2 years	Between 2 and 5 years	Over 5 years
	R'	R'	R'	R'
Loans payable	120 502 028	83 194 028	142 218 158	-
Contingent consideration payable	-	-	-	2 551 152
Other financial liabilities	15 235 663	-	-	-
Trade and other payables	30 672 467	-	-	-

Interest rate risk

The Group has significant interest-bearing assets and liabilities. The Group is exposed to cash flow interest rate risk but it is mitigated by virtue of adjustments that are made on the contracts with customers. An interest rate fluctuation is counter balanced by increasing the rates on the rental and finance agreements with customers.

Credit risk

Credit risk arises from cash and cash equivalents, loans advanced and receivables.

The Group only deposits short term cash surpluses with major banks of high quality credit and excellent standing.

Loans and advances consist of credit instalment agreements in respect of the sale of forklift trucks and are secured by these assets.

Trade and other receivables consist mainly of operating rental income and maintenance contracts. At 30 November 2017 there are three debtors totalling R 12 782 343 exceeding 5% of the total debtors' book and at 30 November 2016 there were two debtors totalling R 14 619 728 exceeding 5% of the total debtors' book.

These are subject to credit granting procedures and rigorous monitoring. Financial instruments impaired are detailed in the notes to the consolidated financial statements.

Financial assets exposed to credit risk at year end were as follows:

	2017	2016
	R'	R'
Loans and advances to customers	21 157 886	13 681 578
Loans receivable	21 506 484	1 322 983
Trade and other receivables	40 022 014	42 564 220
Cash and cash equivalents	39 427 737	8 220 776

Fair value hierarchy of financial assets and liabilities at fair value through profit or loss

For financial assets recognised at fair value, disclosure is required of a fair value hierarchy which reflects the significance of the inputs used to make the measurements.

Level 1 represents those assets which are measured using unadjusted quoted prices for identical assets.

Level 2 applies inputs other than quoted prices that are observable for the assets either directly (as prices) or indirectly (derived from prices).

Level 3 applies inputs which are not based on observable market data.

Financial asset	2017	2016
	R'	R'
Level 2		
Earthwize Energy Holdings (Pty) Ltd shares		
Opening balance	-	2 250 000
Fair value adjustment on financial asset	-	(250 000)
Deemed sale of investment in financial asset (Refer to note 6)	-	(2 000 000)
Closing balance	-	-

Financial liability	2017	2016
	R'	R'
Level 3		
Contingent consideration payable:		
Opening balance	2 551 152	-
GAM shares (Refer to note 17)	(1 178 123)	1 724 567
Cash consideration (Refer to note 17)	(52 006)	826 585
Closing balance	**1 321 023**	**2 551 152**

Sensitivity analysis

An increase in the probability of achieving the target as indicated below would have increased/ (decreased) non-current liabilities and profit and loss by the amounts shown below. This analysis is based on the probability that the target internal rate of return would be met. The analysis assumes that all other variables, in particular the discount rate, remain constant.

2017	Non-current liability	Profit and loss
GAM shares and cash consideration	**R'**	**R'**
Probability:		
25% strengthening	278 085	(278 085)
50% strengthening	608 340	(608 340)

2016	Non-current liability	Profit and loss
GAM shares and cash consideration	**R'**	**R'**
Probability:		
25% strengthening	637 788	(637 788)
50% strengthening	1 275 576	(1 275 576)

A weakening of the probability against achieving the target would have had an equal but opposite effect on the above probabilities to the amounts shown above, on the basis that all other variables remain constant.

Capital management

The Group's objectives when managing capital are to safeguard its ability to continue as a going concern in order to provide returns for shareholders and benefits for other stakeholders and to maintain an optimal capital structure to reduce the cost of capital. The capital structure of the Company consists of debt, which includes the borrowings, cash and cash equivalents and equity as disclosed in the statement of financial position. In order to maintain or adjust the capital structure, the Group may issue new shares or sell assets to reduce debt. The Group monitors capital on the basis of cash flows. There are no loan covenants imposed to meet borrowing requirements.

31 Segment report

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 the performance of the operating segments, has been identified as the executive management committee that makes strategic decisions.

Segmental revenue, segmental expenses and segmental results include arm's-length transfers between business segments. Such transfers are accounted for at competitive market prices charged to unaffiliated customers for similar goods. Those transfers are eliminated on consolidation.

All segmental revenue and expenses are directly attributed to the segment. Segmental assets include all operating assets used by a segment and consist principally of operating cash, trade receivables and property, plant and equipment, net of allowances and provisions. Segmental liabilities include all operating liabilities and consist principally of trade payables.

The income format reflects the basis on which the Group reports its segment information.

Segment reporting is not presented on a geographical basis as it is impractical.

Rentals and maintenance:	This segment reflects rentals and maintenance income earned from customers.
Sale of forklifts:	This segment reflects sales income earned from customers.
Renewable energy:	This segment reflects operational expenses incurred in developing the renewable energy sector.
Other:	This segment reflects project management, corporate services and any other income and expenses.

2017	Rentals and maintenance	Sale of forklifts	Renewable energy	Other	Intergroup	Total
	R'	R'	R'	R'	R'	R'
Revenue	181 819 162	32 930 636	-	11 957 474	(28 820 766)	197 886 506
Cost of sales	(130 253 298)	(31 809 933)	-	-	20 838 981	(141 224 250)
Gross profit/(loss)	**51 565 864**	**1 120 703**	**-**	**11 957 474**	**(7 981 785)**	**56 662 256**
Interest income	-	-	1 408 547	1 860 609	(1 694 365)	1 574 791
Interest expense	(29 839 103)	-	(1 686 837)	(750 529)	1 694 365	(30 582 104)
Operating expense and other income	(16 191 683)	-	(7 037 794)	(4 336 633)	7 981 785	(19 584 325)
Taxation	(1 124 635)	(227 708)	1 486 505	(1 773 976)	-	(1 639 814)
Profit/(loss) after tax	**4 410 443**	**892 995**	**(5 829 579)**	**6 956 945**	**-**	**6 430 804**
Depreciation and impairment	**(66 281 172)**	**-**	**-**	**(171 095)**	**-**	**(66 452 267)**
Additional information						
Additions to property plant and equipment	71 994 300	-	8 130 906	1 115 859	-	81 241 065
Investment in associate and joint venture	-	-	204 961	-	-	204 961
Share of loss of equity method investees	-	-	(1 141 175)	-	-	(1 141 175)
Total segment assets	**456 020 000**	**-**	**65 959 377**	**163 108 496**	**(104 315 417)**	**580 772 456**
Segment assets	456 020 000	-	62 822 589	163 108 496	(104 315 417)	577 635 668
Deferred tax asset	-	-	3 136 788	-	-	3 136 788
Total segment liabilities	**(363 609 035)**	**-**	**(41 977 238)**	**(11 339 866)**	**64 685 964**	**(352 240 175)**
Segment liabilities	(311 908 919)	-	(41 977 238)	(11 339 866)	55 764 784	(309 461 239)
Deferred tax liability	(51 700 116)	-	-	-	8 921 180	(42 778 936)

2016	Rentals and maintenance	Sale of forklifts	Renewable energy	Other	Intergroup	Total
	R'	R'	R'	R'	R'	R'
Revenue	197 419 648	25 704 224	-	3 473 996	(29 497 121)	197 100 747
Cost of sales	(142 560 798)	(27 978 201)	-	-	24 744 036	(145 794 963)
Gross profit/(loss)	**54 858 850**	**(2 273 977)**	**-**	**3 473 996**	**(4 753 085)**	**51 305 784**
Interest income	-	-	65 013	265 403	(22 857)	307 559
Interest expense	(30 803 594)	-	-	(384 165)	22 857	(31 164 902)
Operating expense and other income	(17 235 515)	-	(6 215 439)	(2 884 622)	4 753 085	(21 582 491)
Taxation	(1 833 479)	611 355	1 653 535	(126 523)	-	304 888
Profit/(loss) after tax	**4 986 262**	**(1 662 622)**	**(4 496 891)**	**344 089**	**-**	**(829 162)**
Depreciation and impairment	**(66 982 011)**	**-**	**-**	**(52 848)**	**-**	**(67 034 859)**
Additional information						
Additions to property plant and equipment	87 403 891	-	10 475 790	31 394	-	97 911 075
Investment in associate	-	-	49	-	-	49
Share of loss of equity method investee	-	-	(229 932)	-	-	(229 932)
Total segment assets	**485 254 857**	**-**	**14 389 123**	**135 599 194**	**(82 748 186)**	**552 494 988**
Segment assets	485 254 857	-	11 266 378	135 599 194	(82 748 186)	549 372 243
Deferred tax asset	-	-	3 122 745	-	-	3 122 745
Total segment liabilities	**(400 145 424)**	**-**	**(21 176 786)**	**(26 054 603)**	**43 239 099**	**(404 137 714)**
Segment liabilities	(349 355 559)	-	(21 176 786)	(26 054 603)	33 939 359	(362 647 589)
Deferred tax liability	(50 789 865)	-	-	-	9 299 740	(41 490 125)

The Group's revenue from external customers for each key group of product and service is disclosed in note 20 of the notes to the consolidated financial statements.

32 Going concern

As per the announcements dated the 24st of May 2017 (Fulfilment of conditions precedent to the issue of shares from cash to ARC, ARC has subscribed for a 26.3% stake in GAM for R 40 million. The announcement also referred to Futuregrowth subscribing for a 45% stake in PGE for R 20.5 million. The funds raised were employed to fund the various initiatives focussing on the establishment of waste-to-energy businesses in line with its medium term strategy at the time of its listing on the JSE.

The Company also announced on the 26th of January 2018 (Cautionary announcement relating to the intended raising of capital by way of rights offer) its intention to raise further capital by way of a rights offer in order to fund the expansion of its waste-to-energy businesses.

The Group has secured borrowing facilities to finance the purchase of forklift trucks.

Management is satisfied, based on cash flow forecasts and borrowing facilities that the Group will continue as a going concern in the foreseeable future.

33 Events after the reporting period

The Group acquired all the shares in issue of Jabumart (Pty) Ltd for a consideration of R 7 244 000. The transaction had certain conditions precedent of which the final condition, being the transfer of a property into Jabumart (Pty) Ltd was met on 11 December 2017, subsequent to the Group's financial year end. Jabumart (Pty) Ltd does not constitute a business combination as there were no set of activities in the company up to the date of transfer. The property will be used by the Group to further develop its plastic to oil and rubber to oil pyrolysis operations. An estimate of the financial effect cannot be made yet.

There are no other major events subsequent to 30 November 2017 that require disclosure.

34 Commitment

The Group had a commitment of R 7 244 000 towards the purchase of Jabumart (Pty) Ltd subject to certain conditions president at 30 November 2017. Refer to note 33 of the notes to the consolidated financial statements. A deposit of R 5 659 002 was paid towards this commitment. Refer to note 10 of the notes to the consolidated financial statements.

35 Minimum contracted rental

Operating lease as lessor

The Group as lessor leases forklift trucks under operating leases. Leases typically run for a period of five years. Future contractual amounts due in terms of operating lease agreements are as follows:

2017	Total	Less than 1 year	Between 1 and 5 years
	R'	R'	R'
Minimum contractual rental income	236 503 568	99 622 553	136 881 015

2016	Total	Less than 1 year	Between 1 and 5 years
	R'	R'	R'
Minimum contractual rental income	279 022 001	108 613 819	170 408 182

Operating lease as lessee

Since March 2017 the Group as lessee leases a property under operating lease. The lease runs for a period of five years. The future contractual amount due in terms of operating lease agreement is as follows:

2017	**Total**	**Less than 1 year**	**Between 1 and 5 years**
	R'	**R'**	**R'**
Minimum contractual rental expense	3 503 480	703 300	2 800 180

Finance lease as lessee

The Group as lessee leases forklift trucks under finance leases. Leases typically run for a period of five years. Future contractual amounts due in terms of finance lease agreements are as follows:

2017	**Total**	**Less than 1 year**	**Between 1 and 5 years**
	R'	**R'**	**R'**
Minimum contractual rental expense	144 268 913	48 055 395	96 213 518
Unearned finance charge	(13 412 754)	(4 467 735)	(8 945 019)
Present value of minimum lease payments	**130 856 159**	**43 587 660**	**87 268 499**

2016	**Total**	**Less than 1 year**	**Between 1 and 5 years**
	R'	**R'**	**R'**
Minimum contracted rental expense	174 468 762	63 767 268	110 701 494
Unearned finance charge	(15 480 910)	(5 652 632)	(9 828 278)
Present value of minimum lease payments	**158 987 852**	**58 114 636**	**100 873 216**

The interest inherent in the leases in variable at the contract date of the leases.

The average effective interest rate contracted is prime linked per annum.

The finance payable at the end of the reporting period is neither past due nor impaired.

36 BEE transaction

In May 2017, ARC subscribed for 19 323 671 ordinary shares (constituting approximately 26.3% of Global's shares following such subscription) for a consideration of R 40 million in GAM at subscription price of R 2.07 per share. On subscription date, the share price on the JSE was R 3.90 and the value per share based on net asset value ("NAV") was R 2.82.

GAM shares were not actively trading thus the fair value was not based on JSE prices but was determined using valuation techniques. The fair value was determined using a discounted cash flow method. The method doesn't take into account the expected dividends. The fair value of the GAM shares was determined by discounting the future free cash flows generated by the Group.

The calculation of the fair value was based on the following key assumptions:

- The growth rate 5% applied is based on the production of oil growth for the forecast period of 5 years.
- A discount rate of 24.1% was used. This discount rate is derived from the Group's adjusted cost of equity. Adjustments to the cost of equity include an illiquid stock adjustment as published by an independent source.
- The forecast is for a period of 5 years. A growth rate of 4% was applied to determine the terminal value at the end of the projected forecast. The 4% growth rate is based on the South African economy's long term growth rate as published by an independent source adjusted by the growth rate expected by management. Management's expected growth rate is based on future trends in the renewable energy industry.

The respective share based payment expense was determined as follows:

	Per Share	Total
ARC interest in GAM	**R'**	**R'**
Fair value	2.11	40 857 801
Consideration received	(2.07)	(40 000 000)
Share based payment	**0.04**	**857 801**

In May 2017, ARC also subscribed for 9 614 ordinary shares (constituting 46% of EPT shares following such subscription) for a consideration of R 9 614 in EPT at subscription price of R 1.00 per share.

The fair value was determined using a market approach method. The method takes into account the loans payable. The fair value of the EPT share was determined by using an enterprise value/ sales multiple.

The calculation of the fair value was based on the following key assumptions:

- The revenue forecast for the current period.
- A weighted average enterprise value/ sale multiple as published by an independent source.

The respective share based payment expense was determined as follows:

	Per Share	Total
ARC interest in EPT	**R'**	**R'**
Fair value	20.00	192 365
Consideration received	(1.00)	(9 614)
Share based payment	**19.00**	**182 751**
Total share based payments (Refer to note 23)		**1 040 552**

ANALYSIS OF ORDINARY SHAREHOLDERS

as at 30 November 2017

Shareholders of more than 5% of total issued share capital

Shareholder	Number of shares	% of issued capital
Insure Group Managers Ltd	22 660 571	30.84%
UBI General Part (Pty) Ltd OBO ARC	19 323 671	26.30%
Oakleaf Insurance Company Ltd	8 695 652	11.83%
Conceptual Technologies Africa (Pty) Ltd	5 706 051	7.77%
Earthwize Recycling (Pty) Ltd – Pledged	4 334 404	5.90%
The Altena Investments Trust	3 915 476	5.33%
Total ordinary shareholders	**64 635 825**	**87.97%**

Categories of shareholders

Shareholder type	Number of holders	30 Nov 2017	30 Nov 2016
Public	168	12 760 897	12 760 897
Non-public			
- Directors	2	10 040 455*	10 040 455*
- Shareholders holding more than 10%			
Insure Group Managers Ltd	1	22 660 571	22 660 571
UBI General Part (Pty) Ltd obo ARC	1	19 323 671	-
Oakleaf Insurance Company Ltd	1	8 695 652	8 695 652
Total shareholders	**173**	**73 481 246**	**54 157 575**

* *N Penzhorn and MCC Van Ettinger are Directors and shareholders in Earthwize Recycling (Pty) Ltd and Conceptual Technologies (Pty) Ltd respectively.*

Categories of shareholders

Shareholder type	Number of holders	Number of shares	% of issued capital
Individuals	142	4 477 967	6.09%
Trusts	11	5 617 953	7.65%
Close Corporations	3	7 704	0.01%
Companies	17	63 377 622	86.25%
Total ordinary shareholders	**173**	**73 481 246**	**100.00%**

Registered shareholder spread

Shareholder spread	Number of holders	Number of shares	% of issued capital
1 - 1 000	59	37 466	0.05%
1 001 - 10 000	70	377 622	0.51%
10 001 - 100 000	25	763 917	1.04%
100 001 - 1 000 000	12	5 291 416	7.20%
1 000 001 and over	7	67 010 825	91.20%
Total	**173**	**73 481 246**	**100.00%**

Geographical split of shareholders

Region	Number of holders	Number of shares	% of issued capital
South Africa	171	72 806 646	99.08%
Australia	1	17 600	0.02%
Bermuda	1	657 000	0.90%
Total	**173**	**73 481 246**	**100.00%**

(Prepared based on the share register dated 24 November 2017)

DEFINITIONS

for the year ended 30 November 2017

ARC	UBI General Partner (Pty) Ltd obo the ARC Fund, an en commandite partnership, associated with African Rainbow Capital Ltd
BBBEE	Broad Based Black Economic Empowerment
BCM	Business Continuity Management
Board	Board of Directors of Global
Companies Act	Companies Act No 71 of 2008 as amended
CSP	Concentrated Solar Power
CPI	Consumer Price Index
DRP	Disaster Recovery Plan
EPT	Enviroprotek (Pty) Ltd
EWEH	Earthwize Energy Holdings (Pty) Ltd
FSC	Financial Sector Charter
Global/ GAM	Global Asset Management Ltd and its subsidiaries
HIV/Aids	Human Immunodeficiency Virus/Acquired Immune Deficiency Syndrome
IASB	International Accounting Standards Board
IFRS	International Financial Reporting Standards

IT	Information Technology
JSE	Johannesburg Stock Exchange
King IV	King Report on Corporate Governance for South Africa issued in 2016
KPA	Key Performance Area
LFS	LFS Assets (Pty) Ltd
MOI	Memorandum of Incorporation
NCA	National Credit Act
NCR	National Credit Regulator
OECD	Organisation for Economic Co-operation and development
PGE	Plastics Green Energy (Pty) Ltd
SME	Small and Medium Enterprise
SRM	Social Responsibility Management
the Company	Global Asset Management Ltd
the Group	Global/ GAM
TRR	Total Rubber Recycle (Pty) Ltd
UNGCP	United Nations Global Company Principles

NOTICE OF ANNUAL GENERAL MEETING OF THE SHAREHOLDERS OF THE COMPANY

for the year ended 30 November 2017

GLOBAL ASSET MANAGEMENT LIMITED

(Incorporated in the Republic of South Africa)

(Registration number 2002/003192/06)

("Global" or "the Company")

JSE code: GAM ISIN code: ZAE000173498

Directors	
GK Cunliffe (Chairman)*#	MCC van Ettinger (Chief Operations Officer)
N Penzhorn (Chief Executive Officer)	GT Magomola*#
WP Basson (Chief Financial Officer)	AJ Naidoo*#
NB Matyolo*	MJ Reyneke*
CJP Cilliers*	

** Non-Executive, #Independent*

Notice is hereby given that the Annual General Meeting ("AGM") of shareholders of the Company will be held at 10:00 on Wednesday, 11 July 2018 at IOM House, 6 St Giles Street, Randburg to consider, and if deemed fit, to pass, with or without modifications, the resolutions set out below.

Record Dates

The Board of Directors of the Company has determined that the record date for the purpose of determining which shareholders of the Company are entitled to receive notice of this AGM is Friday, 13 April 2018 and the record date for purposes of determining which shareholders of the Company are entitled to participate in and vote at the AGM is Friday, 6 July 2018. Accordingly, only shareholders who are registered in the register of members of the Company on Tuesday, 3 July 2018 will be entitled to participate in and vote at the AGM.

Who May Attend

1. **If you are the registered holder of certificated shares or you hold dematerialised shares with "own name" registration:**
   - you may attend the AGM in person; or
   - you may appoint a proxy to represent you at the AGM by completing the attached form of proxy in accordance with the instructions contained therein and by returning it to the transfer secretaries to be received no later than 10:00 on, Monday, 9 July 2018 for administrative purposes or thereafter to the Company by hand by no later than 10:00 on Wednesday, 11 July 2018.

A proxy need not be a shareholder of the Company.

Certificated Shareholders or Own-name Dematerialised Shareholders may attend and vote at the AGM, or alternatively appoint a proxy to attend, speak and, in respect of the applicable resolutions, vote in their stead by completing the attached form of proxy and returning it to the Company's transfer secretaries, Link Market Services South Africa Proprietary Limited, at 13th Floor, 19 Ameshoff Street, Braamfontein, Johannesburg, 2001, or posting to the transfer secretaries at PO Box 4844, Johannesburg, 2000, to be received by no later than 10:00 on Monday, 9 July 2018 for administrative purposes or thereafter to the Company by hand by no later than 10:00 on Wednesday, 11 July 2018.

2. **If you hold dematerialised shares which are not registered in your name:**

- and you wish to attend the AGM in person, you must obtain the necessary letter of representation from your Central Securities Depository Participant ("CSDP") or broker or nominee (as the case may be); or
- if you do not wish to attend the AGM but would like your vote to be recorded at the meeting, you should contact your CSDP or broker or nominee (as the case may be) and furnish them with your voting instructions; and
- you must not complete the attached proxy form.

Electronic Participation at the AGM

In accordance with the provisions of section 61(10) of the Companies Act, the Company intends to make provision for shareholders and their proxies to participate in the AGM by way of telephone conference call. Shareholders wishing to do so:

- must contact the Chief Financial Officer at +27 11 662 3800 by not later than 10:00 on Monday, 9 July 2018, to obtain a pin number and dial-in details for the conference call;
- will be required to provide reasonably satisfactory identification;
- will be billed separately by their own telephone service providers for the telephone call to participate in the AGM; and
- must submit their voting proxies to the transfer secretaries, Link Market Services South Africa Proprietary Limited, 13th Floor, 19 Ameshoff Street, Braamfontein, Johannesburg, 2001 (PO Box 4844, Johannesburg, 2000) (Tel: (011) 713 0800) by no later than 10:00 on Monday, 9 July 2018 for administrative purposes on commencement of the AGM on Wednesday, 11 July 2018. No changes to voting instructions after this time and date can be accepted unless the Chairman of the meeting is satisfied as to the identification of the electronic participant.

Purpose of the AGM

The purpose of the AGM is to present to the shareholders of the Company:

- the Group audited annual financial statements for the year ended 30 November 2017;
- the Directors' Report;
- the Report of the Audit Committee;
- the Report of the Social & Ethics Committee; and
- to deal with any other business that may lawfully be dealt with at the AGM, and to consider and, if deemed fit, to pass, with or without modification, the resolutions set out below:

1. Ordinary resolution number 1 – Annual financial statements

"RESOLVED THAT, the annual financial statements of the Company and its subsidiaries for the year ended 30 November 2017, including the Directors' Report, the Independent Auditors' Report, the Audit and Risk Committee Report and the Social and Ethics Committee Report, be received, considered and adopted."

Explanatory Note:

The annual financial statements are required to be approved in terms of the Companies Act, 2008 (No 71 of 2008) ("the Companies Act").

The minimum percentage of voting rights that is required for ordinary resolution 1 to be adopted is 50% (fifty percent) of the voting rights plus 1 (one) vote to be cast on this resolution.

2. Ordinary resolution number 2 – Director appointment – NB Matyolo

"RESOLVED THAT, the interim appointment of NB Matyolo, as a Non-Executive Director of the Company with effect from 19 July 2017 be and is hereby approved".

Ms Matyolo's curriculum vitae is set out on page 194 of this Integrated Annual Report.

3. Ordinary resolution number 3 – Director appointment – MJ Reyneke

"RESOLVED THAT, the interim appointment of MJ Reyneke, as a Non-Executive Director of the Company with effect from 19 July 2017 be and is hereby approved".

Mr Reyneke's curriculum vitae is set out on page 194 of this Integrated Annual Report.

4. Ordinary resolution number 4 – Director appointment – CJP Cilliers

"RESOLVED THAT, the interim appointment of CJP Cilliers, as a Non-Executive Director of the Company with effect from 21 February 2018 be and is hereby approved".

Mr Cilliers' curriculum vitae is set out on page 195 of this Integrated Annual Report.

Explanatory note for ordinary resolutions 2 to 4:

In terms of article 26.1.2 of the Company's Memorandum of Incorporation ("MOI"), all Directors appointed to fill a casual vacancy or an interim appointment shall be elected by an ordinary resolution of the shareholders at the next general or Annual General Meeting of the Company.

In order for these resolutions to be adopted, the support of more than 50% of the voting rights exercised on the resolutions by shareholders present or represented by proxy at the AGM and entitled to exercise voting rights on the resolutions is required.

5. Ordinary resolution number 5 – Director retirement and re-election – GK Cunliffe

"RESOLVED THAT, GK Cunliffe, which Director retires in terms of the Company's MOI and, being eligible, offers himself for re-election as a Director of the Company be and is hereby approved."

Mr GK Cunliffe's curriculum vitae is set out on page 197 of this Integrated Annual Report.

Explanatory Note:

In accordance with the MOI of the Company, one-third of the Non-Executive Directors or any interim appointed Directors are required to retire at each meeting and may offer themselves for re-election. In terms of the MOI of the Company the Executive Directors, during the period of their service contract, are not taken into account when determining which Directors are to retire by rotation.

With reference to The King Code Governance Principles 2016 ("King IV"), point 29, the Board has assessed that Mr Cunliffe, who has served on the Board for over 5 years, continues to exercise objective judgement and that there is no interest, position, association or relationship which, when judged from the perspective of a reasonable and informed third party, is likely to influence unduly or cause bias in any decision-making from his part.

The minimum percentage of voting rights that is required for ordinary resolution 5 to be adopted is 50% (fifty percent) of the voting rights plus 1 (one) vote to be cast on the resolution.

6. Ordinary resolution number 6 – Re-appointment and remuneration of auditors

"RESOLVED THAT, the re-appointment of Horwath Leveton Boner as nominated by the Group's Audit Committee, as the independent external auditor of the Group be and is hereby approved and that the Audit Committee be and are hereby authorised to determine the remuneration of the auditors. It is noted that Mr Craig George is the individual registered auditor who will undertake the audit for the financial year ending 30 November 2018, being the designated auditor."

Explanatory Note:

Horwath Leveton Boner has indicated their willingness to be reappointed as the Company's auditor until the next AGM. During the year, the audit partner changed to Mr Craig George. The Audit Committee has satisfied itself as to the independence of Horwath Leveton Boner and Mr Craig George and has also considered the requirements for the reappointment of the audit firm and audit partner in accordance with recent amendments to the JSE Listings Requirements. Further details are set out in the Audit Committee Report on page 72 of this Integrated Annual Report.

The Audit Committee has the power in terms of the Companies Act to approve the remuneration of the external auditors. The remuneration paid to the auditors during the year ended 30 November 2017 is R 1 462 650.

The minimum percentage of voting rights that is required for ordinary resolution 6 to be adopted is 50% (fifty percent) of the voting rights plus 1 (one) vote to be cast in favour of the resolution.

7. Ordinary resolution number 7 – Re-appointment of Audit and Risk Committee member – GT Magomola

"RESOLVED THAT, GT Magomola be and is hereby approved to be reappointed as a member of the Audit and Risk Committee."

Mr GT Magomola's curriculum vitae is set out on page 196 of this Integrated Annual Report.

8. Ordinary resolution number 8 – Re-appointment of Audit and Risk Committee member –GK Cunliffe

"RESOLVED THAT, GK Cunliffe be and is hereby approved to be reappointed as a member and Chairman of the Audit and Risk Committee."

Mr GK Cunliffe's curriculum vitae is set out on page 197 of this Integrated Annual Report.

9. Ordinary resolution number 9 – Re-appointment of Audit and Risk Committee member – AJ Naidoo

"RESOLVED THAT, AJ Naidoo be and is hereby approved to be reappointed as member of the Audit and Risk Committee."

Mr AJ Naidoo's curriculum vitae is set out on page 198 of this Integrated Annual Report.

10. Ordinary resolution number 10 – Appointment of Audit and Risk Committee member – MJ Reyneke

"RESOLVED THAT, MJ Reyneke be and is hereby approved to be appointed as member of the Audit and Risk Committee."

Mr MJ Reyneke's curriculum vitae is set out on page 194 of this Integrated Annual Report.

Explanatory Note for ordinary resolutions number 7 to 10:
In terms of Section 61 (8)(c)(ii) of the Companies Act, shareholders are required to approve the appointment of the Audit Committee members.

The minimum percentage of voting rights that is required for each of ordinary resolutions 7 to 10 to be adopted is 50% (fifty percent) of the voting rights plus 1 (one) vote to be cast on each resolution.

11. Ordinary resolution number 11 - Endorsement of Global's Remuneration Policy

"RESOLVED THAT, the Company's remuneration policy as set out in Part I of the Remuneration Report, be and is hereby approved."

Explanatory Note:
In terms of King IV dealing with Boards and Directors, companies are required to table their remuneration policy every year to shareholders for a non-binding advisory vote at the AGM. This vote enables shareholders to express their views on the remuneration policies adopted and on their implementation.

Part I of the Company's Remuneration Report is contained on pages 42 to 48 of this Integrated Annual Report.

Ordinary resolution 11 is of an advisory nature only and failure to pass this resolution will therefore not have any legal consequences relating to existing arrangements. However, the Board will take the outcome of the vote into consideration when considering the Company's remuneration policy.

12. Ordinary resolution number 12 - Endorsement of the implementation of Global's Remuneration Policy

"RESOLVED THAT, the implementation of the Company's remuneration policy as set out in Part II of the company's Remuneration Report, be and is hereby approved."

Explanatory Note:

In terms of King IV dealing with Boards and Directors, companies are required to table their remuneration policy every year to shareholders for a non-binding advisory vote at the AGM. This vote enables shareholders to express their views on the remuneration policies adopted and on their implementation.

Part 2 of the Company's Remuneration Report is contained on pages 48 to 49 of this Integrated Annual Report.

Ordinary resolution 12 is of an advisory nature only and failure to pass this resolution will therefore not have any legal consequences relating to existing arrangements. However, the Board will take the outcome of the vote into consideration when considering the company's remuneration policy.

Should more than 25% of the total votes cast be against either ordinary resolutions 11 or 12, the company will issue an announcement on the Stock Exchange News Services ("SENS") inviting shareholders who voted against the resolutions to meet with members of the Remuneration Committee. The process to be followed will be set out in a SENS announcement.

13. Special resolution number 1 – General authority to allot and issue shares for cash

"RESOLVED THAT, subject to the provisions of the Companies Act, the Listings Requirements of the JSE and the Company's MOI, as a general authority valid until the next AGM of the Company and provided that it shall not extend past 15 months from the date of this AGM, the authorised but unissued ordinary shares of the Company be and are hereby placed under the control of the Directors who are hereby authorised to allot, issue, grant options over or otherwise deal with or dispose of these shares to such persons at such times and on such terms and conditions and for such consideration whether payable in cash or otherwise, as the Directors may think fit, provided that:

- the shares which are the subject of the issue for cash must be of a class already in issue, or where this is not the case, must be limited to such equity securities or rights that are convertible into a class already in issue;
- this authority shall not endure beyond the next AGM of the Company nor shall it endure beyond 15 months from the date of this meeting;
- the shares must be issued only to public shareholders (as defined in the Listings Requirements of the JSE) and not to related parties (as defined in the Listings Requirements of the JSE);
- Upon any issue of shares for cash which represent, on a cumulative basis within a financial year, 5% (five percent) of the number of shares in issue prior to that issue, the Company shall publish an announcement containing full details of the issue, (including the number of shares issued, the average discount to the weighted average traded price of the shares over the 30 days prior to the date that the price of the issue is agreed in writing between the company and the party/(ies) subscribing for the shares and the effects of the issue on the Statement of Financial Position, net asset value per share, net tangible asset value per share, the Statement of Comprehensive Income, earnings per share, headline earnings per share, and if applicable diluted earnings per share and diluted headline earnings per share), or an explanation,

including supporting information (if any), of the intended use of the funds, or any other announcements that may be required in such regard in terms of the Listings Requirements which may be applicable from time to time;

- the number of ordinary shares issued for cash shall not, in the current financial year, in aggregate, exceed 50% or 36 740 623 of the Company's issued ordinary shares (including securities which are compulsorily convertible into shares of that class and excluding treasury shares) provided that;
    a) any equity securities issued under the authority during the period contemplated above must be deducted from the 36 740 623 ordinary shares as stated above; and
    b) in the event of a sub-division or consolidation of issued equity securities during the period contemplated above, the existing authority must be adjusted accordingly to represent the same allocation ratio.
- the maximum discount at which shares may be issued is 10% of the weighted average traded price of the company's shares over the 30 business days prior to the date that the price of the issue is determined or agreed by the Directors of the Company."

Explanatory Note:

An ordinary resolution is required in terms of the Listings Requirements of the JSE in order for shareholders to place the authority to issue shares for cash under the control of the Directors. A special resolution is required in terms of the Companies Act to issue more than 30% new shares. Accordingly, this resolution is proposed as a special resolution.

In order for this resolution to be adopted, it must be approved by 75% (seventy five percent) of the voting rights exercised on special resolution 1 by shareholders present or represented by proxy at the AGM and entitled to exercise voting rights on the resolution is required.

14. Special resolution number 2 – Authority to issue shares, securities convertible into shares or rights that may exceed 30% of the voting power of the current issued share capital

"**RESOLVED THAT,** the authorised but unissued shares of the Company be and are hereby placed under the control of the Directors (to the extent that this is necessary in terms of the Company's memorandum of incorporation) and the Directors be and are hereby authorised, to the extent required in terms of section 41(3) of the Companies Act, to allot and issue such number of shares in the authorised but unissued share capital of the Company as may be required for purposes of issuing shares, securities convertible into shares, or rights exercisable for shares in a transaction or series of integrated transactions notwithstanding the fact that such number of ordinary shares may have voting power equal to or in excess of 30% of the voting rights of all ordinary shares in issue immediately prior to such issue. This authority specifically includes the authority to allot and issue any ordinary shares in the authorised but unissued share capital of the Company to any underwriter(s) of a rights or claw-back offer (whether or not such underwriter is a related party to Global (as defined for purposes of the Listings Requirements) and/or person falling within the ambit of section 41(1) of the Companies Act, being a Director, future Director, prescribed officer or future prescribed officer of the Company or a person related or inter-related to the Company or related or inter-related to a Director or prescribed officer of the Company or a nominee of any of the foregoing persons."

Explanatory Note:

The reason for special resolution number 2 is to:

a. obtain approval from the shareholders of the Company, in terms of the provisions of sections 41(1) and (3) of the Companies Act (to the extent required), to issue additional ordinary shares in the authorised but unissued share capital of the Company to enable the Company to issue shares, securities convertible into shares, or rights exercisable for shares in a transaction or series of integrated transactions notwithstanding the fact that such number of ordinary shares may have voting power equal to or in excess of 30% of the voting rights of all ordinary shares in issue immediately prior to such issue; and

b. to provide for the possibility of such shares being issued to persons and parties considered to be related and/or inter-related parties as defined in section 2 of the Companies Act, 2008 and the Listings Requirements of the Johannesburg Stock Exchange ("JSE"), which issue will be subject to the JSE Listings Requirements.

   In order for this resolution to be adopted, the support of at least 75% of the voting rights exercised on the resolution by shareholders present or represented by proxy at the AGM and entitled to exercise voting rights on the resolution is required.

15. Special resolution number 3 – Non-Executive Directors' remuneration

"RESOLVED THAT, the approval of the remuneration payable to the Non-Executive Directors for the financial year commencing 01 December 2017 as follows:

	Chairman	Other Directors / Members of Committees
Board:		
Remuneration per annum (Maximum):	360 000	120 000

The above fees are proposed net of VAT which may become payable thereon to Directors depending on the status of the individual Director's tax position.

Explanatory Note:

In terms of Section 66(9) of the Companies Act, shareholders are required to approve the remuneration of Directors.

The minimum percentage of voting rights that is required for this special resolution to be adopted is 75% (seventy five percent) of the voting rights to be cast on this resolution.

16. Special resolution number 4 – General authority to enter into funding agreements, provide loans or other financial assistance

"RESOLVED THAT, in terms of Section 45 of the Companies Act, as amended, the Company be and is hereby granted a general approval authorising that the Company and or any one or more of and/or its subsidiaries incorporated in the Republic to enter into direct or indirect funding agreements or to provide loans or financial assistance between any one or more of the subsidiaries from time to time, subject to the provisions of the JSE Listings Requirements, for funding agreements and as the Directors in their discretion deem fit.

Explanatory Note:
The purpose of this resolution is to enable the Company to enter into funding arrangements with its subsidiaries and to allow intergroup loans between subsidiaries.

The minimum percentage of voting rights that is required for this special resolution to be adopted is 75% (seventy five percent) of the voting rights to be cast on each resolution.

17. Special resolution number 5: General authority to acquire (repurchase) shares

"RESOLVED THAT, subject to the approval of 75% of the shareholders present in person and by proxy, and entitled to vote at the AGM, the Company and/or any subsidiary of the Company is hereby authorised, by way of a general authority, from time to time, to acquire ordinary shares in the share capital of the Company from any person in accordance with the requirements of Global's Memorandum Of Incorporation, the Companies Act and the JSE Listings Requirements, provided that:

- any such acquisition of ordinary shares shall be effected through the order book operated by the JSE trading system and done without any prior understanding or arrangement with the counterparty;
- this general authority shall be valid until the earlier of the Company's next AGM or the variation or revocation of such general authority by special resolution at any subsequent general meeting of the Company, provided that it shall not extend beyond 15 months from the date of passing of this special resolution number 5;
- an announcement will be published as soon as the Company or any of its subsidiaries have acquired ordinary shares constituting, on a cumulative basis, 3% of the number of ordinary shares in issue and for each 3% in aggregate of the initial number acquired thereafter, in compliance with paragraph 11.27 of the JSE Listings Requirements;
- acquisitions of shares in aggregate in any one financial year may not exceed 5% of the Company's ordinary issued share capital, as the case may be, as at the date of passing of this special resolution number 5;
- ordinary shares may not be acquired at a price greater than 10% above the weighted average of the market value at which such ordinary shares are traded on the JSE as determined over the five business days immediately preceding the date of acquisition of such ordinary shares;
- the Company has been given authority by its MOI;
- the Board of Directors authorises the acquisition and that the Company passed the solvency and liquidity test, as set out in Section 4 of the Companies Act, and that since the solvency and liquidity test was performed there have been no material changes to the financial position of the Company;
- in terms of section 48 (2)(b) of the Companies Act, the Board of a subsidiary company may determine that it will acquire shares of its holding company, but (i) not more than 10%, in aggregate, of the number of issued shares of any class of shares of a company may be held by, or for the benefit of, all of the subsidiaries of that company, taken

together; and (ii) no voting rights attached to those shares may be exercised while the shares are held by the subsidiary, and it remains a subsidiary of the company whose shares it holds;

- in terms of section 48 (8)(b) of the Companies Act, the repurchase of any shares is subject to the requirements of sections 114 and 115 if, considered alone, or together with other transactions in an integrated series of transactions, it involves the acquisition by the Company of more than 5% of the issued shares of any particular class of the Company's shares;
- at any point in time, the Company and/or its subsidiaries may only appoint one agent to effect any such acquisition;
- the Company and/or its subsidiaries undertake that they will not enter the market to so acquire the Company's shares until the Company's designated advisor has provided written confirmation to the JSE regarding the adequacy of the Company's working capital in accordance with Schedule 25 of the Listings Requirements of the JSE; and
- the Company and/or its subsidiaries may not acquire any shares during a prohibited period, as defined in the Listings Requirements of the JSE unless a repurchase program is in place, where dates and quantities of shares to be traded during the prohibited period are fixed and full details of the program have been disclosed in an announcement over the SENS prior to the commencement of the prohibited period.

Explanatory Note:

The reason for and effect of this special resolution is to grant the Company and its subsidiaries a general authority to facilitate the acquisition by the Company and/or its subsidiaries of the Company's own shares, which general authority shall be valid until the earlier of the next AGM of the Company or the variation or revocation of such general authority by special resolution at any subsequent general meeting of the Company, provided that this general authority shall not extend beyond 15 months from the date of the passing of this special resolution number 5.

Any decision by the Directors, after considering the effect of an acquisition of up to 5% of the Company's issued ordinary, as the case may be, to use the general authority to acquire shares of the Company will be taken with regard to the prevailing market conditions and other factors and provided that, after such acquisition, the Directors are of the opinion that:

- the Company and its subsidiaries will be able to pay their debts in the ordinary course of business;
- recognised and measured in accordance with the accounting policies used in the latest audited annual group financial statements, the assets of the Company and its subsidiaries will exceed the liabilities of the Company and its subsidiaries;
- the share capital and reserves of the Company and its subsidiaries will be adequate for the purposes of the business of the Company and its subsidiaries; and
- the working capital of the Company and its subsidiaries will be adequate for the purposes of the business of the Company and its subsidiaries, for the period of 12 months after the date of the notice of the AGM. The Company will ensure that its designated advisor will provide the necessary letter on the adequacy of the working capital in terms of the Listings Requirements of the JSE, prior to the commencement of any purchase of the Company's shares on the open market.

The JSE Listings Requirements require, in terms of section 11.26, the following disclosures, which appear in this Annual Report:

- Major shareholders – refer to page 87 of this Integrated Annual Report.
- Share capital of the Company – refer to page 135 of this Integrated Annual Report.

Litigation statement

In terms of paragraph 11.26 of the JSE Listings Requirements, the Directors, whose names appear on page 62 of this Integrated Annual Report of which the notice of AGM forms part, are aware of a likely legal proceeding that is pending. The Directors are of the opinion that the lodged claim is of a frivolous nature and has little prospect of succeeding. The outcome of this claim should not have, being at least the previous 12 months, a material effect on Global's financial position.

Directors' responsibility statement

The Directors, whose names appear on page 76 of this Integrated Annual Report, collectively and individually accept full responsibility for the accuracy of the information pertaining to this special resolution and certify that, to the best of their knowledge and belief, there are no facts that have been omitted which would make any statements false or misleading, and that all reasonable enquiries to ascertain such facts have been made and that this special resolution contains all information required by law and the JSE Listings Requirements.

Material changes

Other than the facts and developments reported on in this Integrated Annual Report, there have been no material changes in the financial or trading position of the Company and its subsidiaries since the date of signature of the audit report and up to the date of the notice of AGM. The Directors have no specific intention, at present, for the Company or its subsidiaries to acquire any of the Company's shares but consider that such a general authority should be put in place should an opportunity present itself to do so during the year, which is in the best interests of the Company and its shareholders.

The Directors are of the opinion that it would be in the best interests of the Company to extend such general authority and thereby allow the Company or any of its subsidiaries to be in a position to acquire the shares issued by the Company through the order book of the JSE, should the market conditions, tax dispensation and price justify such an action.

The minimum percentage of voting rights that is required for this special resolution to be adopted is 75% (seventy five percent) of the voting rights plus 1 (one) vote to be cast on this resolution.

Voting Rights

Each shareholder, whether present in person or represented by proxy, is entitled to attend and vote at the AGM. On a show of hands every shareholder who is present in person or by proxy shall have one vote, and, on a poll, every shareholder present in person or by proxy shall have one vote for each share held by him/her.

By order of the Board
Arbor Capital Company Secretarial (Pty) Ltd
(Registration Number 1998/025284/07)
Company Secretary
19 March 2018

ABRIDGED CURRICULUM VITAE

for the year ended 30 November 2017

Ntombiyoxolo Matyolo ("Brenda")

NDip: Accounting (43)

Interim Director appointment

Non-Executive Director

Brenda is a qualified Ontological Coach and holds a National Diploma in Accounting and Management Development Programme Diploma with UNISA School of Business Leadership. Brenda has diverse experience in building effective teams, managing projects, stakeholder management, growing SMME's to deliver shareholder value, transformation of supplier chains and assisting organisations to embrace as well as integrate South Africa's codes of good practice on broad based black economic empowerment in doing business. Brenda joined ARC in June 2016 as the Chief Operations Officer.

Machiel Johannes Reyneke

CA(SA) (60)

Interim Director appointment and Audit and Risk Committee appointment

Non-Executive Director

Machiel is a qualified Chartered Accountant (SA). During his career he has held various, finance-related positions, including Financial Director of Santam Limited where he has served as a Board member and sub-committee member of various group companies. Machiel joined ARC in July 2015 and is currently the Executive Director of Mergers and Acquisitions.

Charl Johannes Pieter Cilliers

CA(SA), BCom, BCom (Hons) RAU, CIBMA, KI, REP (44)

Interim Director appointment

Non-Executive Director

Charl is a seasoned business Executive with a strong entrepreneurial spirit. He has built strong business and operational experience serving various roles in the business environment. A specialist in corporate finance and strategic financial structuring, he is skilled in applying creative financial thinking and leading management teams to transform businesses into successful enterprises. He started his career as a Chartered Accountant at Arthur Andersen in 1995. In subsequent years he gained knowledge of corporate finance, financial analysis and forecasting within the banking sector. In 2000 he joined Insure Group Managers Limited as Chief Operations Officer and later became the Managing Director following a leveraged management buy-out in 2003 through Inshare (Pty) Ltd. Under his leadership Insure Group (FSP 45351) grew substantially over the past 15 years, where today it is recognised as one of the largest independent intermediaries in South Africa, providing specialised financial services to the short-term insurance industry. Charl also manages select investments for Inshare (Pty) Ltd, the holding company of Insure Group. Charl has built a strong reputation for providing business owners in the short-term insurance market with direct and indirect financial solutions to sustain long-term wealth. Charl further supports and aligns executives in transforming businesses to meet shareholder expectations and to maximize results by setting benchmarks and monitoring key performance areas.

Gabriel Thono Magomola

BCom (SA), MBA, MRDT (MIT) (74)

Audit and Risk Committee Chairman appointment

Independent Non-Executive Director

Gaby is a well-respected leader with solid general management skills and experience acquired over many years in South Africa, the USA, the Middle East and Europe. He is a banking pioneer, entrepreneur and businessman, was the second black African from SA to obtain a prestigious MBA (from an American University), and has been at the helm of several pioneering initiatives. From being a sisal plantation worker in remote rural Moletji in Limpopo Province to trading currencies in that heart of high finance – New York's Wall Street, while working for Citibank.

In commerce and industry, in the early 90's, Gaby assumed senior positions at Barclays Bank and was made CEO of African Bank where he assisted in the setup of Future Bank where he served as a Director.

Gaby has been considered, to be a pioneer in Black Economic Empowerment. Between 1998 and 2002 he was CEO of Empowerment group Kgorong Investments Holdings. He also held Directorships within leading South African corporations and is the founding Chairman of the South African Business Council on HIV/AIDS (SABCOHA) while also serving as a life governor of the University of Cape Town Foundation.

Gaby has an extensive network of Private and Public Sectors contracts on the continent, Europe, North America and South-East Asia.

Gordon Kenneth Cunliffe

CA(SA) (69)

Director re-appointment and Audit and Risk Committee member appointment

Independent Non-Executive Director

Gordon is a qualified Chartered Accountant having qualified as a member of the Institute of Chartered Accountants in England and Wales (ICAEW} in 1995. He is a fellow of the ICAEW and a member of the South African Institute of Chartered Accountants.

Gordon spent most of his career as a partner in Price Waterhouse in Zimbabwe, Botswana and South Africa where he specialised in the financial services industry. Since his departure from Price Waterhouse he has engaged in a number of private business activities as well as participating in the establishment of a new bank for a foreign shareholder.

Gordon has been on the Board of Bank of Botswana (the Botswana Reserve Bank) for a number of years and currently chairs their Audit Committee. He has also served on the Boards of other public companies.

Alan Jerome Naidoo

BCom (40)

Audit and Risk Committee member appointment

Independent Non-Executive Director

Alan Naidoo is currently the Managing Director at African Capital Partners ("ACP"), which is a diversified investment holding company with interests within the ICT, Financial Services, Agricultre and Property sectors. Prior to joining ACP, Alan gained extensive experience working within the banking sector at FirstRand Banking Group over his 6 year period. His duties included amongst others working with the asset and liability company of the bank pricing interest rates and thereafter he moved into a structured lending specialist role at Rand Merchant Bank where majority of his time was spent.

Alan also sits on the Board of JSE listed ISA Holdings LTD in which he serves as Non-Executive Director, member of the Audit Committee as well as chairs the Social and Ethics Committee.

He has gained extensive experience over the years in his various roles in understanding entrepreneurship, governance and creating sustainable businesses.

Niels Penzhorn

CFA (MSc Pretoria University, MSc Purdue University US) (45)

Chief Executive Officer

Niels has been involved in structured finance, asset management and investment banking since 2000. After six years with Deutsche Asset Management in Luxemburg and Frankfurt, he joined Deutsche Bank in South Africa as Director for Equity Derivatives. Following a brief period at Rand Merchant Bank within the Exchange Traded Products Group, Niels joined Global Asset Management in December of 2009, and was appointed as Managing Director in 2011.

As CEO for Global Asset Management, Niels is driving the establishment of the Global's renewable energy businesses, focussing on plastic and rubber recycling and solar energy generation.

Niels was awarded a Fulbright Scholarship and completed a Master's Degree at Purdue University, specialising in Finance at the Krannert School of Management. He is also a CFA charter holder.

Marinus Cornelis Christoffel (Koos) van Ettinger

(Banking Examinations) (70)

Chief Operating Officer

Koos started his career at Standard Bank of SA Ltd in 1966. His experience there spanned all aspects of banking, with special emphasis on the treasury division, where he specialised in foreign exchange and associated products. In 1979 he was appointed head of SBSA's International Division, responsible for foreign exchange worldwide.

In 1992 he left the banking world to form Global Asset Management, specialising in foreign currency and treasury management. Over the years under his leadership, the company has expanded into Project and Structured Finance management, International Trade Related Finance, Asset Finance, and Property Investments.

Throughout this time Koos has gained experience in developing and implementing creative financing structures for both local and international projects. As Group COO he is involved in the development of the company into the market leader in Waste to Energy extraction, and with the intention to leverage its assets and expand into similar and complementary international markets.

Werner Petrus Basson

BAcc Hons, CA(SA) (35)

Chief Financial Officer

Werner is a qualified chartered accountant whom gained experience in one of the big 4 audit/ accounting advisory firms before joining Global Asset Management Ltd as Chief Financial Officer in 2012. He is a well-balanced individual with integrity and lives by ethical values. Werner's career objectives include working for a company that shares his enthusiasm and desire for success, as well as a company that continuously develops and improves his general business knowledge and professional skills.

FORM OF PROXY

(for use by certificated and own name dematerialised shareholders only)

GLOBAL ASSET MANAGEMENT LIMITED
(Incorporated in the Republic of South Africa) (Registration number 2002/003192/06)
("Global" or "the Company") JSE code: GAM; ISIN code: ZAE000173498

For use by certificated and "own name" registered dematerialised shareholders of the Company ("shareholders") at the Annual General Meeting of Global to be held at 10h00 on Wednesday, 11 July 2018 at IOM House, 6 St Giles Street, Randburg ("the Annual General Meeting").

I/We (please print) ____

of (address) ____

being the holder/s of ____________________ ordinary shares of No Par Value in Global, appoint (see note 1):

1. ____ or failing him,

2. ____ or failing him,

3. the chairperson of the Annual General Meeting,

as my/our proxy to act for me/us and on my/our behalf at the Annual General Meeting which will be held for the purpose of considering, and if deemed fit, passing, with or without modification, the resolutions to be proposed thereat and at any adjournment thereof; and to vote for and/or against the resolutions and/or abstain from voting in respect of the ordinary shares registered in my/our name/s, in accordance with the following instructions (see note 2):

	Number of votes		
	For	Against	Abstain
Ordinary Resolution Number 1 – Adoption of annual financial statements			
Ordinary Resolution Number 2 – Director appointment – NB Matyolo			
Ordinary Resolution Number 3 - Director appointment – MJ Reyneke			
Ordinary Resolution Number 4 - Director appointment – CJP Cilliers			
Ordinary Resolution Number 5 – Director retirement and re-election – GK Cunliffe			
Ordinary Resolution Number 6 – Auditors' re-appointment and remuneration – Horwath Leveton Boner			

	Number of votes		
	For	Against	Abstain
Ordinary Resolution Number 7 – Re-appointment of Audit and Risk Committee member – GT Magomola			
Ordinary Resolution Number 8 – Re-appointment of Audit and Risk Committee member – GK Cunliffe			
Ordinary Resolution Number 9 – Re-appointment of Audit and Risk Committee member – AJ Naidoo			
Ordinary Resolution Number 10 – Appointment of Audit and Risk Committee member – MJ Reyneke			
Ordinary Resolution Number 11 – Endorsement of Global's Remuneration Policy			
Ordinary Resolution Number 12 – Endorsement of the implementation of Global's Remuneration Policy			
Special Resolution Number 1 – General authority to allot and issue shares for cash			
Special Resolution Number 2 – Authority to issue shares, securities convertible into shares or rights that may exceed 30% of the voting power of the current issued share capital			
Special Resolution Number 3 – Non-Executive Directors' remuneration			
Special Resolution Number 4 – General authority to enter into funding agreements, provide loans or other financial assistance			
Special Resolution Number 5 – General authority to acquire (repurchase) shares			

Signed at ______________________________ on __________________________ 2018

Signature ____

Assisted by me (where applicable) ____

Name____________________________________Capacity______________________

Signature ______________________________

1. Certificated shareholders and dematerialised shareholders with "own name" registration

If you are a certificated shareholder or have dematerialised your shares with "own name" registration and you are unable to attend the Annual General Meeting ("AGM") of Global shareholders to be held at 10h00 on Wednesday, 11 July 2018 at the registered office of the Company at IOM House, 6 St Giles Street, Randburg and wish to be represented thereat, you must complete and return this form of proxy in accordance with the instructions contained herein and lodge it with, or post it to, the transfer secretaries, namely Link Market Services South Africa Proprietary Limited at Rennie House, 13th Floor, 19 Ameshoff Street, Braamfontein, Johannesburg, 2000 (PO Box 4844, Johannesburg, 2000), so as to be received by them no later than 10h00 on Monday, 9 July 2018.

2. Dematerialised shareholders other than those with "own name" registration

If you hold dematerialised shares in Global through a CSDP or broker other than with an "own name" registration, you must timeously advise your CSDP or broker of your intention to attend and vote at the AGM or be represented by proxy thereat, in order for your CSDP or broker to provide you with the necessary authorisation to do so, or should you not wish to attend the AGM in person, you must timeously provide your CSDP or broker with your voting instruction in order for the CSDP or broker to vote in accordance with your instruction at the AGM.

NOTES

1. This form is for use by certificated shareholders and dematerialised shareholders with "own-name" registration whose shares are registered in their own names on the record date and who wish to appoint another person to represent them at the meeting. If duly authorised, companies and other corporate bodies who are shareholders having shares registered in their own names may appoint a proxy using this form, or may appoint a representative in accordance with the last paragraph below.

   Other shareholders should not use this form. All beneficial holders who have dematerialised their shares through a Central Securities Depository Participant ("CSDP") or broker, and do not have their shares registered in their own name, must provide the CSDP or broker with their voting instructions. Alternatively, if they wish to attend the meeting in person, they should request the CSDP or broker to provide them with a letter of representation in terms of the custody agreement entered into between the beneficial owner and the CSDP or broker.

2. This proxy form will not be effective at the meeting unless received at the registered office of the Company at IOM House, 6 St Giles Street, Randburg, Republic of South Africa, not later than 10h00 on Wednesday, 11 July 2018.

3. This proxy shall apply to all the ordinary shares registered in the name of shareholders at the record date unless a lesser number of shares are inserted.

4. A shareholder may appoint one person as his proxy by inserting the name of such proxy in the space provided. Any such proxy need not be a shareholder of the Company. If the name of the proxy is not inserted, the chairman of the meeting will be appointed as proxy. If more than one name is inserted, then the person whose name appears first on the form of proxy and who is present at the meeting will be entitled to act as proxy to the exclusion of any persons whose names follow.

The proxy appointed in this proxy form may delegate the authority given to him in this proxy by delivering to the Company, in the manner required by these instructions, a further proxy form which has been completed in a manner consistent with the authority given to the proxy of this proxy form.

5. Unless revoked, the appointment of proxy in terms of this proxy form remains valid until the end of the meeting even if the meeting or a part thereof is postponed or adjourned.

6. If
   - a shareholder does not indicate on this instrument that the proxy is to vote in favour of or against or to abstain from voting on any resolution; or
   - the shareholder gives contrary instructions in relation to any matter; or
   - any additional resolution/s which are properly put before the meeting; or
   - any resolution listed in the proxy form is modified or amended,

the proxy shall be entitled to vote or abstain from voting, as he thinks fit, in relation to that resolution or matter. If, however, the shareholder has provided further written instructions which accompany this form and which indicate how the proxy should vote or abstain from voting in any of the circumstances referred to in 6.1 to 6.4, then the proxy shall comply with those instructions.

7. If this proxy is signed by a person (signatory) on behalf of the shareholder, whether in terms of a power of attorney or otherwise, then this proxy form will not be effective unless:

   - it is accompanied by a certified copy of the authority given by the shareholder to the signatory; or
   - the Company has already received a certified copy of that authority.

8. The chairman of the meeting may, at his discretion, accept or reject any proxy form or other written appointment of a proxy which is received by the chairman prior to the time when the meeting deals with a resolution or matter to which the appointment of the proxy relates, even if that appointment of a proxy has not been completed and/or received in accordance with these instructions. However, the chairman shall not accept any such appointment of a proxy unless the chairman is satisfied that it reflects the intention of the shareholder appointing the proxy.

9. Any alterations made in this form of proxy must be initialled by the authorised signatory/ies.

10. This proxy form is revoked if the shareholder who granted the proxy:

    10.1 delivers a copy of the revocation instrument to the Company and to the proxy or proxies concerned, so that it is received by the Company by not later than 10h00 on Wednesday, 11 July 2018; or

    10.2 appoints a later, inconsistent appointment of proxy for the meeting; or

    10.3 attends the meeting in person.

11. If duly authorised, companies and other corporate bodies who are shareholders of the Company having shares registered in their own name may, instead of completing this proxy form, appoint a representative to represent them and exercise all of their rights at the meeting by giving written notice of the appointment of that representative. This notice will not be effective at the meeting unless it is accompanied by a duly certified copy of the resolution/s or other authorities in terms of which that representative is appointed and is received at the Company's registered office at IOM House, 6 St Giles Street, Kensington, Randburg, Republic of South Africa, not later than 10h00 on Wednesday, 11 July 2018.

Summary of rights established by section 58 of the Companies Act, 71 of 2008 (“Companies Act”), as required in terms of subsection 58(8)(b)(i)

1. A shareholder may at any time appoint any individual, including a non-shareholder of the Company, as a proxy to participate in, speak and vote at a shareholders’ meeting on his or her behalf (section 58(1)(a)), or to give or withhold consent on behalf of the shareholder to a decision in terms of section 60 (shareholders acting other than at a meeting) (section 58(1)(b)).

2. A proxy appointment must be in writing, dated and signed by the shareholder, and remains valid for one year after the date on which it was signed or any longer or shorter period expressly set out in the appointment, unless it is revoked in terms of paragraph 6.3 or expires earlier in terms of paragraph 10.4 below (section 58(2)).

3. A shareholder may appoint two or more persons concurrently as proxies and may appoint more than one proxy to exercise voting rights attached to different securities held by the shareholder (section 58(3)(a)).

4. A proxy may delegate his or her authority to act on behalf of the shareholder to another person, subject to any restriction set out in the instrument appointing the proxy (“proxy instrument”) (section 58(3)(b)).

5. A copy of the proxy instrument must be delivered to the Company, or to any other person acting on behalf of the Company, before the proxy exercises any rights of the shareholder at a shareholders’ meeting (section 58(3)(c)) and in terms of the memorandum of incorporation (“MOI”) of the Company at least 48 hours before the meeting commences.

6. Irrespective of the form of instrument used to appoint a proxy:

    6.1 the appointment is suspended at any time and to the extent that the shareholder chooses to act directly and in person in the exercise of any rights as a shareholder (section 58)4)(a));

    6.2 the appointment is revocable unless the proxy appointment expressly states otherwise (section 58(4)(b)); and

    6.3 if the appointment is revocable, a shareholder may revoke the proxy appointment by canceling it in writing or by making a later, inconsistent appointment of a proxy, and delivering a copy of the revocation instrument to the proxy and to the Company (section 58(4)(c)).

7. The revocation of a proxy appointment constitutes a complete and final cancellation of the proxy's authority to act on behalf of the shareholder as of the later of the date stated in the revocation instrument, if any, or the date on which the revocation instrument was delivered as contemplated in paragraph 6.3 above (section 58(5)).

8. If the proxy instrument has been delivered to a Company, as long as that appointment remains in effect, any notice required by the Companies Act or the Company's MOI to be delivered by the Company to the shareholder must be delivered by the Company to the shareholder (section 58(6)(a)), or the proxy or proxies, if the shareholder has directed the Company to do so in writing and paid any reasonable fee charged by the Company for doing so (section 58(6)(b)).

9. A proxy is entitled to exercise, or abstain from exercising, any voting right of the shareholder without direction, except to the extent that the MOI or proxy instrument provides otherwise (section 58(7)).

10. If a company issues an invitation to shareholders to appoint one or more persons named by the Company as a proxy, or supplies a form of proxy instrument:

10.1 the invitation must be sent to every shareholder entitled to notice of the meeting at which the proxy is intended to be exercised (section 58(8)(a));

10.2 the invitation or form of proxy instrument supplied by the Company must:

10.2.1 bear a reasonably prominent summary of the rights established in section 58 of the Companies Act (section 58(8)(b)(i));

10.2.2 contain adequate blank space, immediately preceding the name(s) of any person(s) named in it, to enable a shareholder to write the name, and if desired, an alternative name of a proxy chosen by the shareholder (section 58(8)(b)(ii)); and

10.2.3 provide adequate space for the shareholder to indicate whether the appointed proxy is to vote in favour of or against any resolution(s) to be put at the meeting, or is to abstain from voting (section 58(8)(b)(iii));

10.3 the Company must not require that the proxy appointment be made irrevocable (section 58(8)(c)); and

10.4 the proxy appointment remains valid only until the end of the meeting at which it was intended to be used, subject to paragraph 7 above (section 58(8)(d)).

NOTES

GLOBAL ASSET MANAGEMENT LIMITED

Registration number 2002/003192/06