



CONSOLIDATED INTERIM RESULTS

for the six months ended 30 June 2024

DIRECTORS' COMMENTARY

NATURE OF THE BUSINESS

Resilient is a retail-focused Real Estate Investment Trust ("REIT") listed on the JSE Limited ("JSE"). Its strategy is to invest in dominant retail centres with a minimum of three anchor tenants and let predominantly to national retailers. A core competency is its strong development skills which support new developments and the reconfiguration of existing shopping centres to adapt to structural changes in the market. Resilient also invests directly and indirectly in offshore property assets.

The Company's focus is on regions with strong growth fundamentals. Resilient generally has the dominant offering in its target markets with strong grocery and flagship fashion offerings.

DISTRIBUTABLE EARNINGS AND DIVIDEND DECLARED

The Board has declared a dividend of 218,97 cents per share for the six months ended June 2024. This represents an increase of 7,8% compared to the 203,22 cents per share dividend for the six months ended June 2023.

Resilient's weighted average rental escalation is 6,2%. South Africa experienced a significant reduction in loadshedding and load reduction over the interim period. The benefit of the continuous operation of solar installations and a saving of R11,1 million in diesel costs supported the growth in net property income ("NPI"). Despite the acceleration of planned maintenance, the South African NPI increased by 5,9%.

COMMENTARY ON RESULTS

South Africa

Retail sales increased by 2,9% during the interim period (4,7% on a rolling 12-month basis to June 2024), notwithstanding tough economic conditions and the impact of construction activities in several shopping centres.

While consumer discretionary spend remains under pressure, Resilient's portfolio has performed well as the long-standing strategy to align its shopping centres with the needs of consumers is continuously implemented. The portfolio, particularly in the Gauteng, North West and Northern Cape provinces, benefitted from extensive redevelopment, the introduction of grocery anchors as well as the opening or expansion of Dis-Chem and Clicks stores.

The comparable sales growth per province is set out below.

Province	Six months ended Jun 2024 vs Jun 2023 %	Rolling 12 months ended Jun 2024 vs Jun 2023 %	South African properties by value %
KwaZulu-Natal	(3,1)	(2,0)	17,0
Eastern Cape	(0,6)	1,9	3,5
Limpopo	1,7	5,1	28,7
Mpumalanga	3,4	5,6	13,5
North West	4,2	3,9	6,5
Northern Cape	5,2	10,1	6,7
Gauteng	8,4	7,9	24,1

Trading patterns in the KwaZulu-Natal portfolio are still normalising following the reopening of shopping centres within the broader catchment area that were impacted by the civil unrest during July 2021.

During the interim period, Resilient concluded 369 lease renewals over 143 550m² of gross lettable area ("GLA") at rentals on average 4,9% higher than expiry. Leases were concluded with 79 new tenants (16 800m² of GLA) at rentals on average 36,3% higher than those of the outgoing tenants. Escalations of 5,9% and 6,2% were agreed for renewals and new leases, respectively.

Property developments and extensions

The extension to Mahikeng Mall has been completed. Checkers, that was relocated to a new position and converted to a FreshX specification, opened in May 2024 together with the new Dis-Chem. The previous Checkers store was converted to a Shoprite that opened in mid-June 2024. The higher-specification Checkers store has extended the shopping centre's regional penetration, supporting plans for a further extension.

The redevelopment of Tzaneng Mall is nearing completion. Pick n Pay, Edgars, Milady's, Foschini and Jet have been rightsized, Truworths, Identity, SportsScene, Mr Price and Markham have been expanded and Sync, Office London, Fuel, The Fix and Mr Price Kids were introduced.

Construction of "The Village" in Klerksdorp has been interrupted as a result of labour unrest which could potentially delay the opening date. This convenience centre will be anchored by Checkers.

The regulatory approvals for the extension to Irene Village Mall have been received. This extension will accommodate Checkers and is still anticipated to commence in September 2024.

The site development plans for the extensions to Tubatse Crossing and Tzaneen Lifestyle Centre have been approved. Further progress has been made regarding the remaining outstanding regulatory approvals. These developments remain subject to Board approval and are planned to commence in 2025.

Vacancies

Resilient owns 27 retail centres with a GLA of 1,2 million square metres. Strategic asset management initiatives, particularly at Boardwalk Inkwazi, Jubilee Mall and Soshanguve Crossing, to further reduce departmental stores and cinemas while increasing exposure to grocery anchors, have resulted in a temporary increase in vacancy. Resilient's *pro rata* share of vacancies was 2,1% at June 2024.

Energy projects

Resilient's objective is to reduce its reliance on grid-provided electricity by continuing the expansion of its solar and battery installations. This will enable Resilient to contain future anticipated electricity cost increases and reduce its carbon footprint. Installed solar energy generation currently totals 59,9MWp, supplying 27,7% of Resilient's total energy consumption. It is projected that installed capacity will increase by 16,5MWp during FY2024. Solar energy will then supply approximately 35% of Resilient's total energy consumption. A further 6,7MWp is currently being considered and remains subject to Board and regulatory approval.

The Grove Mall's 6MWh battery and Irene Village Mall's 4MWh battery have been installed and the automated mini-grid systems are anticipated to be completed by October 2024.

France

Resilient owns a 40% interest in Retail Property Investments SAS ("RPI"), the owner of four regional shopping centres in France, in partnership with Lighthouse Properties p.l.c. ("Lighthouse").

During the interim period, the French economy was affected by political instability and slow economic growth. This has impacted the comparable sales for the period, which declined by 2,8%. Resilient's share of NPI increased by R9,4 million for 1H2024 compared to 1H2023. The vacancy was 8,0% at June 2024.

Spain

Resilient and Lighthouse each own a 50% interest in Spanish Retail Investments SAS, SA ("SRI"). The acquisition by SRI's subsidiary, Salera Properties S.L.U. ("Salera Properties"), of Salera Centro Comercial ("Salera"), a shopping centre in Castellón, Spain was completed with effect from 31 January 2024.

Salera is fully let and trading well. Comparable sales growth for the five months to June 2024 was 7,5%. The closure of the Zara store in the high-street in January 2024 has contributed to this performance.

Nigeria

In Resilient's year-end results it was reported that the Company would dispose of its Nigerian operations to Shoprite. Approval for the transaction was received from the Competition Commission in South Africa and Nigeria in May 2024. The Nigerian operations were deconsolidated during the interim period.

LISTED PORTFOLIO

Counter	Jun 2024		Dec 2023	
	Number of shares	Fair value R'000	Number of shares	Fair value R'000
Lighthouse Properties (LTE)	564 089 431	4 501 434	564 089 431	4 146 057

Resilient elected to receive the December 2023 dividend from Lighthouse in cash, amounting to R156,2 million. Resilient currently owns 30,4% of Lighthouse and accounts for its investment using the equity method.

FINANCIAL COMMENTARY
Property valuations

Resilient's full property portfolio is subject to an independent external valuation annually at year-end. The South African property portfolio was therefore valued by Quadrant Properties Proprietary Limited ("Quadrant") at December 2023. To accommodate the co-owners of Arbour Crossing, Galleria Mall and Tzaneen Lifestyle Centre, Quadrant valued these properties at June 2024. Resilient's share of the positive revaluation was R76,0 million (+3,1%).

The Nigerian portfolio was subject to a valuation by CBRE Excellerate for the purpose of finalising the closing accounts in respect of the disposal of Resilient Africa at 31 May 2024. Resilient's share of the negative revaluation of the Nigerian portfolio was NGN1,1 billion.

Funding, facilities and hedging

The Group's policy is not to borrow against listed securities (R4,5 billion at June 2024). The Group has R5,7 billion of unbonded investment property (excluding land) and currently has unsecured funding of R4,8 billion. At the date of this announcement, Resilient has R1,9 billion of undrawn facilities available.

Salera Properties has accepted a EUR77 million eight-year facility from CaixaBank secured by Salera. The facility was drawn at the end of July 2024 at which point Resilient reduced its cross-currency swaps entered into on the acquisition of Salera in January 2024 by EUR38,5 million.

The following facilities are currently in place:

Facility expiry	Amount 'million	Average margin
South Africa		
FY2024	R310	3-month JIBAR+1,75%
FY2025	R3 010	3-month JIBAR+1,68%
FY2026	R3 428	3-month JIBAR+1,80%
FY2027	R1 260	3-month JIBAR+1,57%
FY2028	R2 600	3-month JIBAR+1,53%
FY2029	R3 515	3-month JIBAR+1,47%
	R14 123	3-month JIBAR+1,62%

France[#]

Mar 2027 (including extension option in 2025)	EUR47,7	3-month EURIBOR+3,00%
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Spain[#]

Jun 2032	EUR38,5	3-month EURIBOR+2,20%
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[#] The funding is secured by the respective investment properties and there is no recourse to Resilient's South African balance sheet.

All facilities represent Resilient's proportionate share.

Interest rate derivatives

The following interest rate derivatives are in place in mitigation of South African interest rate risk:

Interest rate swap expiry	Amount R'000	Average swap rate %	Interest rate cap expiry	Amount R'000	Average cap rate %
Jul 2024	1 000 000	4,51	FY2026	400 000	7,91
Nov 2024	100 000	7,78	FY2027	1 000 000	8,03
FY2025	1 500 000	6,10	FY2028	1 500 000	8,38
FY2026	1 600 000	6,65	FY2029	500 000	7,91
FY2027	1 500 000	7,44			
FY2028	2 750 000	7,18			
	8 450 000	6,63		3 400 000	8,15

The all-in weighted average cost of funding of Resilient was 8,76% at June 2024 and the average hedge term was 3,1 years (excluding the R1,1 billion interest rate cap that expired in July 2024).

The following interest rate derivatives are in place in mitigation of foreign interest rate risk:

Instrument	Expiry	Amount EUR'000	Rate %
Interest rate cap	Mar 2027	47 745	1,00
Interest rate swap	Jun 2030	38 500	2,89

Exposure to variable interest rates	South Africa '000	Europe '000
Interest-bearing borrowings	R13 121 918	R911 833
Currency derivatives	(R1 004 343)	R1 004 343
Loans to co-owners	(R117 598)	
Cash and cash equivalents	(R37 728)	(R146 244)
Capital commitments contracted for	R557 243	R112 710
Capital commitments approved	R345 530	
	R12 865 022	R1 882 642
Exchange rate		R19,50
Exposure	R12 865 022	EUR96 546
Interest rate derivatives – swaps/caps	R10 850 000	EUR86 245
Percentage hedged	84,3% (R)	89,3% (EUR)

Loan-to-value ("LTV") ratio

	South Africa R'000	Europe R'000	Total R'000
Assets			
Investment property	26 258 176	4 455 269	30 713 445
Straight-lining of rental revenue adjustment	550 384	7 114	557 498
Investment property under development	560 846	81 595	642 441
Investments (funded in South Africa)	4 501 434		4 501 434
Loans to co-owners	117 598		117 598
	31 988 438	4 543 978	36 532 416
Net debt			
Cash and cash equivalents	(37 728)	(146 244)	(183 972)
Fair value of derivative financial instruments	(303 400)	(45 383)	(348 783)
Interest-bearing borrowings	13 121 918	911 833	14 033 751
	12 780 790	720 206	13 500 996
LTV ratio	40,0% (R)	15,8% (EUR)*	37,0% (R)
LTV ratio adjusted for drawdown of Salera facility	37,6% (R)	32,7% (EUR)*	37,0% (R)

* The funding is secured by the respective investment properties and there is no recourse to Resilient's South African balance sheet.

Cross-currency swaps

In approving the acquisition of Salera, the Board, having considered the fact that Resilient was funding the acquisition using South African facilities, approved the use of cross-currency swaps. Cross-currency swaps have the effect of reducing the South African base rate of borrowings to the base rate had in-country debt been used to fund the foreign investment. Cross-currency swaps have only been used to the extent that a neutral effect on the first year's distribution is achieved. A cross-currency swap of EUR11 million, at an exchange rate of R20,36 and at an interest rate of 3,71%, is in place and will expire in December 2024.

Income hedging

Foreign income expected for 2H2024 is hedged at a rate of R21,70 to the Euro.

Summary of financial performance

	Jun 2024	Dec 2023	Jun 2023	Dec 2022
Dividend per share (cents)	218,97	203,02	203,22	203,98
Shares in issue for IFRS	334 006 808	334 334 849	334 334 849	340 575 147
Shares held in treasury: Resilient Properties	30 156 041	30 156 041	30 156 041	30 156 041
Shares held in treasury: Deferred Share Plan ("DSP")	1 041 889	713 848	713 848	–
Shares in issue	365 204 738	365 204 738	365 204 738	370 731 188
Management accounts information				
Net asset value per share (R)	67,05	66,28	62,81	62,18
LTV ratio (%)*	37,0	35,2	36,1	34,7
Gross property expense ratio (%)	38,2	39,9	38,1	38,0
Percentage of direct and indirect property assets offshore (%)	24,8	22,0	24,0	23,8
IFRS accounting				
Net asset value per share (R)	66,52	65,71	59,95	58,26

* The LTV ratio is calculated by dividing total interest-bearing borrowings adjusted for cash on hand and the fair value of derivative financial instruments by the total of investments in property, listed securities and loans advanced. Refer to page 6.

CHANGE IN COMPANY SECRETARY

Hluke Mthombeni resigned as company secretary, with effect from 26 April 2024, in order to pursue alternative opportunities. Ms Sue Hsieh was consequently appointed as company secretary with effect from 1 June 2024. Sue (MBA, PGDip, LLB, Fellow member of CGISA) started her career as a litigator and thereafter transitioned to a role as legal advisor and company secretary to York Timber Holdings Limited, where she gained extensive experience during her 10-year tenure at the company.

PROSPECTS

The portfolio continues to remain defensive despite the challenging economic environment. The establishment of the Government of National Unity has, however, improved sentiment. This, together with the prospect of a decrease in interest rates and continued stability of energy supply, has resulted in a more positive outlook.

The rotation by Lighthouse from its investment in Hammerson to direct property will result in improved and more predictable earnings. Resilient expects to benefit from the anticipated reduction in interest rates. Distributions for 2H2024 will, however, be impacted by R16 million as in-the-money interest rate hedges rebase.

Based on the improved outlook, the Board expects distributions of approximately 428 cents per share for FY2024. The updated guidance assumes that interest rates remain unchanged, Lighthouse achieves its guidance, there is no further deterioration of the macroeconomic environment, no major corporate failures occur and that tenants will be able to absorb the rising utility costs and municipal rates. Furthermore, loadshedding and load reduction remain unpredictable and the impact thereof may affect this guidance. This updated guidance has not been audited, reviewed or reported on by Resilient's auditor.

By order of the Board

Johann Kriek
Chief executive officer

Johannesburg
15 August 2024

Monica Muller
Chief financial officer

CONDENSED CONSOLIDATED STATEMENT OF FINANCIAL POSITION

Note	Unaudited Jun 2024 R'000	Audited Dec 2023 R'000	Unaudited Jun 2023 R'000
ASSETS			
Non-current assets			
	35 797 049	35 412 537	32 710 090
Investment property	27 118 950	27 474 001	25 952 258
Straight-lining of rental revenue adjustment	581 308	584 298	578 700
Investment property under development	561 290	874 298	796 516
Investment in associates and joint venture	5 826 754	4 626 286	3 142 963
Staff incentive loans	–	–	10 150
Loans to co-owners	116 717	104 087	106 430
Loans to associate	1 344 867	1 302 157	1 610 830
Loan to joint venture	–	173 969	–
Other financial assets	247 163	273 441	512 243
Current assets			
	1 192 620	285 404	1 138 577
Investments	–	–	846 772
Staff incentive loans	–	–	3 015
Loan to joint venture	877 148	–	–
Trade and other receivables	174 629	160 201	162 296
Other financial assets	73 907	21 636	2 677
Other assets	27 123	39 550	54 372
Cash and cash equivalents	39 813	64 017	69 445
Total assets	36 989 669	35 697 941	33 848 667

	Unaudited Jun 2024 R'000	Audited Dec 2023 R'000	Unaudited Jun 2023 R'000
EQUITY AND LIABILITIES			
Total equity attributable to equity holders			
	22 218 814	21 968 199	20 044 054
Stated capital	10 501 794	10 501 794	10 501 794
Treasury shares	(2 243 471)	(2 229 346)	(2 229 346)
Foreign currency translation reserve	782 976	1 368 103	1 484 436
Share-based payments reserve	40 893	29 318	34 805
Retained earnings	13 136 622	12 298 330	10 252 365
Non-controlling interests			
	348 051	(332 611)	(301 738)
Total equity			
	22 566 865	21 635 588	19 742 316
Total liabilities			
	14 422 804	14 062 353	14 106 351
Non-current liabilities			
	12 807 798	8 908 594	8 962 638
Interest-bearing borrowings	12 640 088	8 778 477	8 814 725
Other financial liabilities	17 670	27 285	44 286
Deferred tax	150 040	102 832	103 627
Current liabilities			
	1 615 006	5 153 759	5 143 713
Trade and other payables	571 898	603 073	584 898
Other financial liabilities	–	23 502	28 725
Other liabilities	19 500	45 633	36 691
Income tax payable	125	2 792	665
Amounts owing to non-controlling shareholders	511 201	1 205 582	1 150 716
Interest-bearing borrowings	512 282	3 273 177	3 342 018
Total equity and liabilities	36 989 669	35 697 941	33 848 667

CONDENSED CONSOLIDATED STATEMENT OF COMPREHENSIVE INCOME

Note	Unaudited for the six months ended Jun 2024 R'000	Restated for the year ended Dec 2023* R'000	Restated for the six months ended Jun 2023* R'000
	1 777 528	3 330 178	1 621 092
	3 059	44 656	36 830
	1 780 587	3 374 834	1 657 922
	–	4 671	–
	1 780 587	3 379 505	1 657 922
	262 124	1 226 317	190 449
	101 428	1 267 997	64 447
	(3 059)	(44 656)	(36 830)
	–	158 015	158 831
	119 226	(78 103)	(100 509)
	44 529	(76 936)	104 510
	(662 120)	(1 241 180)	(568 935)
	(67 657)	(142 696)	(75 800)
	(11 575)	(13 484)	(10 740)
	(87 926)	197 262	177 911
5	71 885	–	–
	590 286	(824 521)	–
	14 877	(192 830)	–
	–	(2 535)	–
	–	–	(1 910)
	2 229	(6 821)	(1 198)
	111 127	2 378 369	128 260
	2 003 837	4 757 386	1 495 959
	(524 192)	(913 778)	(440 301)
	90 186	121 977	54 009
	7 489	15 747	7 828
	82 697	106 230	46 181
	(614 378)	(1 035 755)	(494 310)
	(630 436)	(1 061 251)	(505 950)
	16 058	25 496	11 640
	1 479 645	3 843 608	1 055 658
	(48 294)	(14 010)	(12 360)
	1 431 351	3 829 598	1 043 298
	(400 885)	(475 205)	(454 709)
	1 030 466	3 354 393	588 589

	Unaudited for the six months ended Jun 2024 R'000	Restated for the year ended Dec 2023* R'000	Restated for the six months ended Jun 2023* R'000
Other comprehensive (loss)/income net of tax			
Items reclassified to profit or loss:			
Exchange differences realised on disposal of Hammerson shares	–	(74 084)	–
Exchange differences realised on disposal of discontinued operations	(262 230)	–	–
Items that may subsequently be reclassified to profit or loss:			
Foreign currency translation differences from continuing operations	(225 774)	327 803	393 758
Foreign currency translation differences from discontinued operations	217 807	3 665	(12 670)
	(270 197)	257 384	381 088
Total comprehensive income for the period	760 269	3 611 777	969 677
Profit/(loss) for the period attributable to:			
Equity holders of the Company	1 309 523	3 528 549	784 356
Non-controlling interests	(279 057)	(174 156)	(195 767)
	1 030 466	3 354 393	588 589
Total comprehensive income/(loss) for the period attributable to:			
Equity holders of the Company	933 381	3 785 427	1 171 441
Non-controlling interests	(173 112)	(173 650)	(201 764)
	760 269	3 611 777	969 677
Total comprehensive income/(loss) for the period attributable to equity holders of the Company arising from:			
Continuing operations	1 145 718	3 996 488	1 389 509
Discontinued operations	(212 337)	(211 061)	(218 068)
	933 381	3 785 427	1 171 441
Earnings per share from profit from continuing operations			
Basic earnings per share (cents)	409,34	1 112,28	294,63
Diluted earnings per share (cents)	408,48	1 109,96	293,48

* Comparatives have been reclassified for the effect of the discontinued operations.

CONDENSED CONSOLIDATED STATEMENT OF CHANGES IN EQUITY

Unaudited	Stated capital R'000	Treasury shares R'000	Foreign currency translation reserve R'000	Share-based payments reserve R'000	Retained earnings R'000	Equity attributable to equity holders R'000	Non-controlling interests R'000	Total equity R'000
Balance at Dec 2022	10 660 712	(2 193 878)	896 005	24 065	10 454 903	19 841 807	(99 974)	19 741 833
Shares acquired by the Company	(158 918)				(97 847)	(256 765)		(256 765)
Foreign currency translation differences			387 085			387 085	(5 997)	381 088
Profit/(loss) for the period					784 356	784 356	(195 767)	588 589
Share-based payments – employee incentive scheme		(35 468)		10 740		(24 728)		(24 728)
Dividends paid					(687 701)	(687 701)		(687 701)
Transfer to foreign currency translation reserve			201 346		(201 346)	–		–
Balance at Jun 2023	10 501 794	(2 229 346)	1 484 436	34 805	10 252 365	20 044 054	(301 738)	19 742 316
Exchange differences realised on disposal of Hammerson shares			(74 084)			(74 084)		(74 084)
Foreign currency translation differences			(56 123)			(56 123)	6 503	(49 620)
Profit for the period					2 744 193	2 744 193	21 611	2 765 804
Share-based payments – employee incentive scheme				(5 487)	(3 468)	(8 955)		(8 955)
Dividends paid					(680 886)	(680 886)	(58 987)	(739 873)
Transfer to foreign currency translation reserve			13 874		(13 874)	–		–
Balance at Dec 2023	10 501 794	(2 229 346)	1 368 103	29 318	12 298 330	21 968 199	(332 611)	21 635 588
Exchange differences realised on disposal of discontinued operations			(262 230)			(262 230)		(262 230)
Foreign currency translation differences			(113 912)			(113 912)	105 945	(7 967)
Profit/(loss) for the period					1 309 523	1 309 523	(279 057)	1 030 466
Elimination of non-controlling interest on disposal of discontinued operations							853 774	853 774
Share-based payments – employee incentive scheme		(14 125)		11 575		(2 550)		(2 550)
Dividends paid					(680 216)	(680 216)		(680 216)
Transfer to foreign currency translation reserve			(208 985)		208 985	–		–
Balance at Jun 2024	10 501 794	(2 243 471)	782 976	40 893	13 136 622	22 218 814	348 051	22 566 865

CONDENSED CONSOLIDATED STATEMENT OF CASH FLOWS

	Note	Unaudited for the six months ended Jun 2024 R'000	Audited for the year ended Dec 2023 R'000	Unaudited for the six months ended Jun 2023 R'000
Operating activities				
Cash generated from operations		1 070 565	2 083 408	1 016 808
Interest paid		(593 714)	(1 027 844)	(497 204)
Dividends received		156 231	81 369	–
Dividends paid		(680 216)	(1 370 587)	(687 701)
Income tax paid		(3 695)	(15 450)	(4 431)
Cash outflow from operating activities		(50 829)	(249 104)	(172 528)
Investing activities				
Development and improvement of investment property		(270 874)	(718 227)	(322 527)
Disposal of interest in subsidiaries	5	(21 638)	–	–
Acquisition of interest in joint venture		(881 059)	(154)	–
Loans advanced to associate		(24 157)	(114 536)	(56 630)
Loans advanced to joint venture		(712 217)	(171 598)	–
Staff incentive loans repaid		–	13 910	1 877
Co-owner loans advanced		(3 424)	(6 089)	(2 809)
Tenant loans repaid		–	140	138
Acquisition of investments		–	(13 751)	(13 750)
Proceeds on disposal of investments		–	1 201 987	356 031
Interest received		613	17 041	8 104
Cash flow on currency derivatives		9 856	(27 627)	(3 662)
Cash flow on interest rate derivatives		94 789	104 815	42 273
Cash (outflow)/inflow from investing activities		(1 808 111)	285 911	9 045
Financing activities				
Proceeds from borrowings raised		11 339 728	14 986 572	6 147 830
Repayment of borrowings		(9 462 144)	(14 737 145)	(5 734 183)
Proceeds from non-controlling shareholders		2 312	–	–
Repayment of amounts owing to non-controlling shareholders		(31 035)	(46 407)	(4 909)
Acquisition of treasury shares (DSP)		(14 125)	(35 468)	(35 468)
Acquisition of shares by the Company		–	(256 765)	(256 765)
Cash inflow/(outflow) from financing activities		1 834 736	(89 213)	116 505
Decrease in cash and cash equivalents		(24 204)	(52 406)	(46 978)
Cash and cash equivalents at the beginning of the period		64 017	116 423	116 423
Cash and cash equivalents at the end of the period		39 813	64 017	69 445
Cash and cash equivalents consist of:				
Current accounts		39 813	64 017	69 445

NOTES

1. PREPARATION AND ACCOUNTING POLICIES

The condensed unaudited consolidated interim financial statements have been prepared in accordance with the requirements of the JSE Listings Requirements and the Debt Listings Requirements for interim results and the requirements of the Companies Act of South Africa, 71 of 2008.

The JSE Listings Requirements require interim results to be prepared in accordance with the framework concepts and the measurement and recognition requirements of IFRS[®] Accounting Standards, the IFRS Interpretation Committee interpretations, the SAICA Financial Reporting Guides as issued by the Accounting Practices Committee and Financial Pronouncements as issued by the Financial Reporting Standards Council, and to also, as a minimum, contain the information required by IAS 34: *Interim Financial Reporting*. This report was compiled under the supervision of Monica Muller CA(SA), the chief financial officer.

The accounting policies applied in the preparation of the condensed unaudited consolidated interim financial statements are consistent with the accounting policies applied in the preparation of the previous consolidated financial statements, with the exception of the adoption of new and revised standards which became effective during the period.

The Group's investment properties are valued internally by the directors at interim reporting periods and externally by independent valuers for year-end reporting.

Arbour Crossing, Galleria Mall and Tzaneen Lifestyle Centre were subject to an external valuation at the reporting date and the Nigerian portfolio at 31 May 2024 for reasons provided on page 4. In terms of IAS 40: *Investment Property* and IFRS 7: *Financial Instruments: Disclosures*, investment properties are measured at fair value and are categorised as level 3 investments. The revaluation of investment property requires judgement in the application of the valuation technique. Refer to note 4 for disclosure of significant unobservable inputs applied during the valuation of investment property and the sensitivity analysis performed on these inputs.

In terms of IFRS 9: *Financial Instruments* and IFRS 7, the Group's currency and interest rate derivatives are measured at fair value through profit or loss and are categorised as level 2 instruments. In terms of IFRS 9, investments are measured at fair value being the quoted closing price at the reporting date and are categorised as level 1 investments. There were no transfers between levels 1, 2 and 3 during the period. The valuation methods applied are consistent with those applied in preparing the previous consolidated financial statements.

Resilient Africa Proprietary Limited ("Resilient Africa") received USD45 million of funding from the Shoprite group which was due to be repaid on 3 March 2024. The funding was secured by the three properties, with no recourse to Resilient's South African balance sheet. As the valuation of the properties exceeded the value of the funding, Resilient and Shoprite effectively agreed that Resilient's portion of the properties will settle its share of the debt. Consequently, Resilient and Shoprite concluded an agreement to dispose of Resilient's interest and claims in the two subsidiaries, Resilient Africa Proprietary Limited and Resilient Africa Managers Proprietary Limited (collectively referred to as "Resilient Africa") to Shoprite for a consideration of R1. From 3 March 2024, Resilient had no further financial obligations with regard to the Nigerian operations with Shoprite taking full responsibility thereof. Approval for the transaction was received from the Competition Commissions in South Africa and Nigeria in May 2024. The Nigerian operations were deconsolidated during the interim reporting period.

The Nigerian operations have been classified as discontinued operations in accordance with IFRS 5: *Non-Current Assets Held for Sale and Discontinued Operations*. Where necessary, comparative figures have been restated for the classification of Resilient Africa as discontinued operations.

The condensed consolidated interim financial statements have not been audited or reviewed by Resilient's auditor.

The directors are not aware of any events subsequent to June 2024, not arising in the normal course of business, which are likely to have a material effect on the financial information contained in this report.

2. SEGMENTAL ANALYSIS

	Unaudited for the six months ended Jun 2024 R'000	Restated for the year ended Dec 2023* R'000	Restated for the six months ended Jun 2023* R'000
Total assets			
Retail: South Africa	28 449 550	28 071 969	26 486 096
Retail: France	1 795 845	1 782 386	2 113 704
Retail: Spain	1 751 490	–	–
Retail: Nigeria	–	1 087 752	1 065 313
Corporate: South Africa**	4 992 784	4 746 318	4 154 007
Corporate: Nigeria	–	9 516	29 547
	36 989 669	35 697 941	33 848 667
Total liabilities			
Retail: South Africa	445 901	498 657	479 766
Retail: Nigeria	–	71 059	67 932
Corporate: South Africa	13 976 903	11 994 968	12 065 279
Corporate: Nigeria	–	1 497 669	1 493 374
	14 422 804	14 062 353	14 106 351
Total revenue			
<i>Revenue from direct property operations</i>			
Retail: South Africa	1 780 587	3 374 834	1 657 922
Discontinued operations**	43 478	195 912	107 856
<i>Revenue from investments</i>			
Corporate: South Africa*	–	4 671	–
	1 824 065	3 575 417	1 765 778
Profit for the period			
Retail: South Africa	1 216 836	3 356 995	1 116 604
Retail: France	59 680	(312 414)	35 871
Retail: Spain	52 146	–	–
Corporate: South Africa*	102 689	785 017	(109 177)
Discontinued operations**	(400 885)	(475 205)	(454 709)
	1 030 466	3 354 393	588 589

* Resilient's retail operations in Nigeria were classified as discontinued operations during the reporting period. Comparatives have been reclassified for the effect of the discontinued operations.

** Listed offshore investments are included in the Corporate: South Africa segment.

3. RECONCILIATION OF EARNINGS/(LOSS) ATTRIBUTABLE TO EQUITY HOLDERS TO HEADLINE EARNINGS/(LOSS)

	Continuing operations R'000	Discontinued operations* R'000	Total R'000
Jun 2024			
Earnings attributable to equity holders	1 371 492	(61 969)	1 309 523
Adjusted for:	(727 869)	(248 497)	(976 366)
– fair value (gain)/loss on investment property	(72 938)	13 733	(59 205)
– profit on disposal of interest in subsidiaries	(71 885)	–	(71 885)
– reversal of impairment of investment in associate	(590 286)	–	(590 286)
– foreign exchange differences realised on disposal of discontinued operations	–	(262 230)	(262 230)
– share of equity-accounted investments' separately identifiable remeasurements	7 240	–	7 240
Headline earnings/(loss)	643 623	(310 466)	333 157
Headline earnings/(loss) per share (cents)	192,10	(92,66)	99,44
Diluted headline earnings/(loss) per share (cents)	191,70	(92,47)	99,23
Dec 2023			
Earnings/(loss) attributable to equity holders	3 742 769	(214 220)	3 528 549
Adjusted for:	(2 417 129)	218 074	(2 199 055)
– fair value (gain)/loss on investment property	(1 196 626)	218 074	(978 552)
– impairment of investment in associate	824 521	–	824 521
– foreign exchange differences realised on disposal of Hammerson shares	(74 084)	–	(74 084)
– share of equity-accounted investments' separately identifiable remeasurements**	(1 970 940)	–	(1 970 940)
Headline earnings	1 325 640	3 854	1 329 494
Headline earnings per share (cents)	393,95	1,15	395,10
Diluted headline earnings per share (cents)	393,13	1,14	394,27
Jun 2023			
Earnings/(loss) attributable to equity holders	995 751	(211 395)	784 356
Adjusted for:	(92 725)	241 595	148 870
– fair value (gain)/loss on investment property	(13 055)	241 595	228 540
– share of equity-accounted investments' separately identifiable remeasurements	(79 670)	–	(79 670)
Headline earnings	903 026	30 200	933 226
Headline earnings per share (cents)	267,19	8,94	276,13
Diluted headline earnings per share (cents)	266,15	8,91	275,06

* Resilient's retail operations in Nigeria were classified as discontinued operations during the reporting period.

** The adjustment of R2,0 billion in the prior reporting period related to Resilient's share of the fair value loss on investment property recognised by Lighthouse (R46,7 million), the realised gain on the disposal of Lighthouse's investment in associate (R2,2 billion) and Resilient's share of the fair value loss recognised on the French portfolio held through RPI (R166 million).

3. RECONCILIATION OF EARNINGS/(LOSS) ATTRIBUTABLE TO EQUITY HOLDERS TO HEADLINE EARNINGS/(LOSS) continued

	Number of shares for the six months ended Jun 2024	Number of shares for the year ended Dec 2023	Number of shares for the six months ended Jun 2023
Reconciliation of weighted average number of shares in issue during the period			
Weighted average number of shares	335 048 697	336 496 298	337 967 893
Adjustment for dilutive potential of shares granted in terms of the Conditional Share Plan ("CSP")	703 430	703 430	1 317 934
Weighted average number of shares for diluted earnings and diluted headline earnings per share	335 752 127	337 199 728	339 285 827

4. VALUATION OF INVESTMENT PROPERTY

The key assumptions and unobservable inputs used in determining the fair value of investment property were in the following ranges:

Description	Discount rate range %	Exit capitalisation rate range %	Weighted average exit capitalisation rate %	Vacancy rate range %	Rental growth rate range %
Jun 2024*					
SA investment properties	13,5 – 14,25	8,5 – 9,25	8,71	0,0 – 8,0	4,26 – 11,47
Dec 2023					
SA investment properties	13,5 – 14,25	8,5 – 9,25	8,71	0,1 – 8,0	4,26 – 11,47
Nigerian investment properties	14,5 – 14,75	10,5 – 11,25	10,69	–	4,5
Jun 2023					
SA investment properties	13,5 – 14,25	8,5 – 9,25	8,71	0,1 – 5,0	4,69 – 7,21
Nigerian investment properties	14,0	10,0 – 10,5	10,12	–	(15,0) – 2,5

* The Nigerian portfolio was disposed of during the reporting period.

Sensitivity of significant unobservable inputs

Description	Valuation	Change in discount rate		Change in exit capitalisation rate		Change in vacancy rate		Change in rental growth rate	
		Decrease of 50bps R'000	Increase of 50bps R'000	Decrease of 50bps R'000	Increase of 50bps R'000	Decrease of 100bps R'000	Increase of 100bps R'000	Decrease of 25bps R'000	Increase of 25bps R'000
Jun 2024*									
SA portfolio	27 700 258	538 891	(524 761)	1 166 791	(1 039 642)	420 313	(463 218)	(313 896)	316 955
Dec 2023									
SA portfolio	26 995 265	535 914	(521 857)	1 156 434	(1 030 799)	415 829	(471 270)	(310 208)	313 211
Nigerian portfolio	1 063 034	17 247	(16 842)	26 925	(24 516)	–	(2 087)	(2 462)	2 470
Jun 2023									
SA portfolio	26 283 761	273 704	(701 826)	2 187 443	(2 099 903)	295 188	(746 283)	(581 260)	131 072
Nigerian portfolio	1 034 415	16 617	(16 240)	28 811	(26 140)	–	(2 485)	(6 154)	6 154

* The Nigerian portfolio was disposed of during the reporting period.

5. DISPOSAL OF INTEREST IN SUBSIDIARIES

Resilient has disposed of its Nigerian operations to Shoprite. Approval for the transaction was received from the Competition Commissions in South Africa and Nigeria in May 2024. The Nigerian operations were deconsolidated during the reporting period.

	Jun 2024 R'000
Assets and liabilities disposed of:	
Assets	
Investment property	(626 583)
Straight-lining of rental revenue adjustment	(3 740)
Trade and other receivables	(11 806)
Cash and cash equivalents	(21 638)
Liabilities	
Amounts owing to non-controlling shareholders	683 999
Interest-bearing borrowings	860 992
Trade and other payables	42 604
Other liabilities	1 831
Non-controlling interests	(853 774)
Net asset value foregone	71 885
Consideration received	–
Profit on disposal of interest in subsidiaries	71 885
Cash and cash equivalents of subsidiaries disposed of	(21 638)
Cash consideration received	–
Cash flow on disposal of interest in subsidiaries	(21 638)

6. ACQUISITION OF INDIRECT PROPERTY INTEREST

On 31 January 2024, the Group concluded the acquisition of Salera, a mall in Castellón de la Plana, Spain, through SRI, a joint venture between Resilient and Lighthouse, each owning a 50% interest.

The purchase consideration of the acquisition was R1,73 billion (EUR 85,5 million) excluding costs. The investment in SRI is classified as a joint venture and is accounted for using the equity method.

7. LEASE EXPIRY PROFILE

South Africa	Rentable area %	Contractual rental revenue %
Vacant	2,1	
Dec 2024	17,3	18,7
Dec 2025	12,9	13,9
Dec 2026	16,9	19,0
Dec 2027	15,6	17,3
Dec 2028	17,7	17,5
> Dec 2028	17,5	13,6

PRO FORMA FINANCIAL INFORMATION

(Management accounts)

BASIS OF PREPARATION

The *pro forma* condensed consolidated statement of financial position, the *pro forma* condensed consolidated statement of comprehensive income, the *pro forma* financial effects and the notes thereto (“*pro forma* financial information”) of Resilient have been prepared and are presented below to provide users with the position:

- had The Resilient Empowerment Trust not been consolidated as required by IFRS;
- had the Group’s listed investment in Lighthouse that was accounted for using the equity method for IFRS been fair valued;
- had the Group accounted for its share of the assets, liabilities and results of partially-owned subsidiaries (Resilient Africa and the indirect investments in Arbour Crossing, Galleria Mall and Mahikeng Mall) on a proportionately consolidated basis instead of consolidating it; and
- had the Group accounted for its share of the underlying assets, liabilities and results of RPI and SRI on a proportionately consolidated basis instead of accounting for its investment using the equity method in terms of IFRS.

The *pro forma* financial information presents a statement of financial position and statement of comprehensive income in the manner in which management considers the business. Ratios calculated by management for the purpose of assessing the performance of the Group are done based on this *pro forma* information.

The *pro forma* financial information also disaggregates the fair value adjustments on derivatives as well as the other financial assets/liabilities into their component parts.

The *pro forma* financial information has been prepared in terms of the JSE Listings Requirements and the SAICA Guide on *Pro Forma* Financial Information.

The preparation of the *pro forma* financial information is the sole responsibility of the directors and has been prepared on the basis stated, for illustrative purposes only, and due to its nature may not fairly present the Group’s financial position, changes in equity, results from operations or cash flows after the adjustments.

The *pro forma* financial information has not been reviewed or reported on by Resilient’s auditor.

ADJUSTMENTS TO THE PRO FORMA FINANCIAL INFORMATION

Adjustment 1

In order to enhance disclosure, the fair value gain on currency derivatives, the fair value gain on interest rate derivatives as well as other financial assets/liabilities have been expanded to present the components thereof.

In addition, the amortisation of interest rate cap premiums paid is separately disclosed as an adjustment against the fair value of interest rate derivatives in the statement of comprehensive income. For distribution purposes, interest rate cap premiums are amortised over the term of the respective interest rate caps.

Adjustment 2

Resilient has no entitlement to or share in the assets of The Resilient Empowerment Trust. The *pro forma* financial information presents the assets under management of Resilient and as such the consolidation of The Resilient Empowerment Trust is reversed.

Adjustment 3

All entries recorded to account for the investment in Lighthouse using the equity method are reversed. The investment is reflected at its fair value by multiplying the 564 089 431 shares held by the quoted closing price of R7,98 at 30 June 2024. This reflects the Group’s assets and liabilities on a fair value basis.

Adjustment 4

This adjustment proportionately consolidates the indirect investments in partially-owned subsidiaries, being the indirect investments in Arbour Crossing, Galleria Mall and Mahikeng Mall, which were previously consolidated. It uses the management accounts for the six months ended June 2024 of Arbour Town and Southern Palace Investments 19 to reverse the non-controlling interests to reflect the Group’s proportionate interest in the assets, liabilities and results of operations from these investments.

Adjustment 5

Resilient owns a 40% interest in RPI, which owns four shopping centres in France. This investment represents an investment in an associate in terms of IAS 28: *Investment in Associates and Joint Ventures* and is consequently accounted for using the equity method. Adjustment 5 reverses the entries recorded to account for the investment in terms of IFRS and proportionately consolidates RPI to reflect the Group’s proportionate interest in the assets, liabilities and results of operations from this investment.

Adjustment 6

Resilient owns a 50% interest in SRI, which owns a shopping centre in Spain. The investment in SRI represents an investment in a joint venture in terms of IAS 28 and is consequently accounted for using the equity method. Adjustment 6 reverses the entries recorded to account for the investment in terms of IFRS and proportionately consolidates SRI to reflect the Group’s proportionate interest in the assets, liabilities and results of operations from this investment.

Adjustment 7

Resilient Africa has been accounted for as discontinued operations in terms of IFRS 5. Adjustment 7 reverses all amounts related to these entities on the “loss from discontinued operations” line in the statement of comprehensive income and proportionately consolidates Resilient Africa. It uses the management accounts of Resilient Africa to reverse the non-controlling interests to reflect the Group’s interest in the assets, liabilities and results of operations from these investments.

As a result of the deconsolidation of Resilient Africa during the reporting period, there are no adjustments in respect of Resilient Africa in the statement of financial position at June 2024.

The financial information used in preparing adjustments 2, 4, 5, 6 and 7 has been extracted from the management accounts of the respective entities that have been used in the preparation of Resilient’s condensed consolidated financial statements for the six months ended June 2024. The Board is satisfied with the accuracy of these management accounts.

**PRO FORMA CONDENSED CONSOLIDATED STATEMENT OF
FINANCIAL POSITION**

	IFRS Jun 2024* R'000	Adjustment 1 Component disclosure Jun 2024 R'000	Adjustment 2 Deconsolidation of The Resilient Empowerment Trust Jun 2024 R'000	Adjustment 3 Fair value accounting for the investment in Lighthouse Jun 2024 R'000	Adjustment 4 Proportionate consolidation of partially- owned subsidiaries Jun 2024 R'000	Adjustment 5 Proportionate consolidation of the French investment Jun 2024 R'000	Adjustment 6 Proportionate consolidation of the Spanish investment Jun 2024 R'000	Pro forma financial information (management accounts) Jun 2024 R'000
ASSETS								
Non-current assets	35 797 049	-	-	-	(891 261)	1 080 923	838 251	36 824 962
Investment property	27 118 950				(860 774)	2 742 676	1 712 593	30 713 445
Straight-lining of rental revenue adjustment	581 308				(30 924)	7 114		557 498
Investment property under development	561 290				(444)	81 595		642 441
Investment in associates and joint venture	5 826 754			(4 501 434)		(450 978)	(874 342)	-
Investments	-			4 501 434				4 501 434
Loans to co-owners	116 717				881			117 598
Loans to associate	1 344 867					(1 344 867)		-
Other financial assets	247 163	(247 163)						-
Fair value of interest rate derivatives		233 722				45 383		279 105
Fair value of currency derivatives		13 441						13 441
Current assets	1 192 620	-	(13)	-	(9 056)	175 982	(778 594)	580 939
Loan to joint venture	877 148						(877 148)	-
Trade and other receivables	174 629		(12)		(6 972)	71 348	4 011	243 004
Other financial assets	73 907	(73 907)						-
Fair value of interest rate derivatives		3 074						3 074
Fair value of currency derivatives		70 833						70 833
Restricted cash							20 207	20 207
Other assets	27 123					30 193	2 533	59 849
Cash and cash equivalents	39 813		(1)		(2 084)	74 441	71 803	183 972
Total assets	36 989 669	-	(13)	-	(900 317)	1 256 905	59 657	37 405 901

* Extracted without modification from Resilient's condensed consolidated statement of financial position at June 2024.

**PRO FORMA CONDENSED CONSOLIDATED STATEMENT OF
FINANCIAL POSITION** *continued*

	IFRS Jun 2024* R'000	Adjustment 1 Component disclosure Jun 2024 R'000	Adjustment 2 Deconsolidation of The Resilient Empowerment Trust Jun 2024 R'000	Adjustment 3 Fair value accounting for the investment in Lighthouse Jun 2024 R'000	Adjustment 4 Proportionate consolidation of partially- owned subsidiaries Jun 2024 R'000	Adjustment 5 Proportionate consolidation of the French investment Jun 2024 R'000	Adjustment 6 Proportionate consolidation of the Spanish investment Jun 2024 R'000	Pro forma financial information (management accounts) Jun 2024 R'000
EQUITY AND LIABILITIES								
Total equity attributable to equity holders	22 218 814	-	-	-	-	177 953	-	22 396 767
Stated capital	10 501 794							10 501 794
Treasury shares	(2 243 471)							(2 243 471)
Foreign currency translation reserve	782 976			(499 685)				283 291
Share-based payments reserve	40 893							40 893
Retained earnings	13 136 622		-	499 685		177 953		13 814 260
Non-controlling interests	348 051				(348 051)			-
Total equity	22 566 865	-	-	-	(348 051)	177 953	-	22 396 767
Total liabilities	14 422 804	-	(13)	-	(552 266)	1 078 952	59 657	15 009 134
Non-current liabilities	12 807 798	-	-	-	(30 452)	866 091	-	13 643 437
Interest-bearing borrowings	12 640 088				(30 452)	866 091		13 475 727
Other financial liabilities	17 670	(17 670)						-
Fair value of interest rate derivatives		17 670						17 670
Deferred tax	150 040							150 040
Current liabilities	1 615 006	-	(13)	-	(521 814)	212 861	59 657	1 365 697
Trade and other payables	571 898		(13)		(9 776)	133 386	59 657	755 152
Other liabilities	19 500				(837)	33 733		52 396
Income tax payable	125							125
Amounts owing to non-controlling shareholders	511 201				(511 201)			-
Interest-bearing borrowings	512 282					45 742		558 024
Total equity and liabilities	36 989 669	-	(13)	-	(900 317)	1 256 905	59 657	37 405 901
Net asset value per share (R)[#]	66,52							67,05
Diluted net asset value per share (R)^{##}	66,18							66,71

* Extracted without modification from Resilient's condensed consolidated statement of financial position at June 2024.

This also represents the net tangible asset value per share and is based on 334 006 808 shares in issue at the reporting date.

This also represents the diluted net tangible asset value per share and is based on 335 752 127 shares in issue after taking into account the dilutive potential of 703 430 shares granted under the CSP and the 1 041 889 shares granted under the DSP.

**PRO FORMA CONDENSED CONSOLIDATED STATEMENT OF
COMPREHENSIVE INCOME**

	IFRS for the six months ended Jun 2024* R'000	Adjustment 1 Component disclosure for the six months ended Jun 2024 R'000	Adjustment 2 Deconsoli- dation of The Resilient Empowerment Trust for the six months ended Jun 2024 R'000	Adjustment 3 Fair value accounting for the investment in Lighthouse for the six months ended Jun 2024 R'000	Adjustment 4 Proportionate consolidation of partially- owned subsidiaries for the six months ended Jun 2024 R'000	Adjustment 5 Proportionate consolidation of the French investment for the six months ended Jun 2024 R'000	Adjustment 6 Proportionate consolidation of the Spanish investment for the six months ended Jun 2024 R'000	Adjustment 7 Discontinued operations for the six months ended Jun 2024 R'000	Pro forma financial information (management accounts) for the six months ended Jun 2024 R'000
Contractual rental revenue and recoveries	1 777 528				(61 691)	173 413	72 759	21 448	1 983 457
Straight-lining of rental revenue adjustment	3 059				(266)			-	2 793
Revenue from direct property operations	1 780 587	-	-	-	(61 957)	173 413	72 759	21 448	1 986 250
Revenue from investments	-			156 231					156 231
Realised loss on forward exchange contracts		(9 037)							(9 037)
Total revenue	1 780 587	(9 037)	-	156 231	(61 957)	173 413	72 759	21 448	2 133 444
Fair value adjustments	262 124	(82 495)	-	355 377	(25 431)	4 643	-	(13 733)	500 485
Fair value gain on investment property	101 428				(25 697)			(13 733)	61 998
Adjustment resulting from straight-lining of rental revenue	(3 059)				266				(2 793)
Fair value gain on investments	-			355 377					355 377
Fair value gain on currency derivatives	119 226	(119 226)							-
Unrealised gain		109 370							109 370
Fair value gain on interest rate derivatives	44 529	(44 529)							-
Unrealised loss		(41 661)				4 643			(37 018)
Realised gain		13 551							13 551
Property operating expenses	(662 120)				26 301	(101 687)	(17 833)	(3 264)	(758 603)
Administrative expenses	(67 657)		134		456	(5 176)	(2 596)	(812)	(75 651)
Share-based payments – employee incentive scheme	(11 575)								(11 575)
Foreign exchange loss	(87 926)							(55 298)	(143 224)
Profit on disposal of interest in subsidiaries	71 885								71 885
Reversal of impairment of investment in associate	590 286			(590 286)					-
Reversal of impairment of loans to associate	14 877					(14 877)			-
Reversal of impairment of loans receivable	2 229								2 229
Amortisation of interest rate cap premiums		(8 599)				(2 855)			(11 454)
Share of profit of associates and joint venture	111 127			(96 875)		13 220	(27 472)		-
Profit before net finance costs	2 003 837	(100 131)	134	(175 553)	(60 631)	66 681	24 858	(51 659)	1 707 536

* Extracted without modification from Resilient's condensed consolidated statement of comprehensive income for the six months ended June 2024.

**PRO FORMA CONDENSED CONSOLIDATED STATEMENT OF
COMPREHENSIVE INCOME** continued

	IFRS for the six months ended Jun 2024* R'000	Adjustment 1 Component disclosure for the six months ended Jun 2024 R'000	Adjustment 2 Deconsoli- dation of The Resilient Empowerment Trust for the six months ended Jun 2024 R'000	Adjustment 3 Fair value accounting for the investment in Lighthouse for the six months ended Jun 2024 R'000	Adjustment 4 Proportionate consolidation of partially- owned subsidiaries for the six months ended Jun 2024 R'000	Adjustment 5 Proportionate consolidation of the French investment for the six months ended Jun 2024 R'000	Adjustment 6 Proportionate consolidation of the Spanish investment for the six months ended Jun 2024 R'000	Adjustment 7 Discontinued operations for the six months ended Jun 2024 R'000	Pro forma financial information (management accounts) for the six months ended Jun 2024 R'000
Net finance costs	(524 192)	100 131	–	–	772	(81 558)	(24 674)	(10 324)	(539 845)
Finance income	90 186	100 728	–	–	(93)	(58 023)	(24 674)	50	108 174
Interest received on loans and cash balances	7 489				(93)			50	7 446
Interest received on interest rate derivatives		81 835							81 835
Interest received on cross-currency swaps		18 893							18 893
Interest received from associate and joint venture	82 697					(58 023)	(24 674)		–
Finance costs	(614 378)	(597)	–	–	865	(23 535)	–	(10 374)	(648 019)
Interest on borrowings	(630 436)				1 381	(23 535)		(10 374)	(662 964)
Interest paid on interest rate derivatives		(597)							(597)
Capitalised interest	16 058				(516)				15 542
Profit before income tax	1 479 645	–	134	(175 553)	(59 859)	(14 877)	184	(61 983)	1 167 691
Income tax	(48 294)							14	(48 280)
Profit from continuing operations	1 431 351	–	134	(175 553)	(59 859)	(14 877)	184	(61 969)	1 119 411
Loss from discontinued operations	(400 885)							400 885	–
Profit for the period	1 030 466	–	134	(175 553)	(59 859)	(14 877)	184	338 916	1 119 411
Profit for the period attributable to:									
Equity holders of the Company	1 309 523	–	134	(175 553)	(59 859)	(14 877)	184		1 119 411
Non-controlling interests	(279 057)							338 916	–
	1 030 466	–	134	(175 553)	(59 859)	(14 877)	184	338 916	1 119 411
Earnings per share from profit attributable to equity holders (inclusive of discontinued operations):									
Basic earnings per share (cents)**	390,85								334,10
Diluted earnings per share (cents)**	390,03								333,40
Headline earnings per share (cents)**	99,44								216,71
Diluted headline earnings per share (cents)**	99,23								216,26

* Extracted without modification from Resilient's condensed consolidated statement of comprehensive income for the six months ended June 2024.

** These ratios are based on the weighted average number of shares in issue as reflected on page 18.

DIVIDEND CALCULATION

	Pro forma financial information (management accounts) for the six months ended Jun 2024 R'000	Pro forma financial information (management accounts) for the year ended Dec 2023 R'000	Pro forma financial information (management accounts) for the six months ended Jun 2023 R'000
Contractual rental revenue and recoveries	1 983 457	3 692 459	1 794 284
Revenue from investments	156 231 [#]	340 812	177 280
Realised loss on forward exchange contracts	(9 037) [#]	(27 857)	(3 662)
Property operating expenses	(758 603)	(1 473 589)	(683 706)
Administrative expenses	(75 651)	(158 007)	(82 735)
Share-based payments – employee incentive scheme	(11 575)	(13 484)	(10 740)
Staff incentive loans written off	–	(2 535)	–
Amortisation of interest rate cap premiums	(11 454)	(20 258)	(9 497)
Interest received on loans and cash balances	7 446	29 507	14 070
Interest received on interest rate derivatives	81 835	134 735	49 038
Interest received on cross-currency derivatives	18 893	230	–
Interest on borrowings	(662 964)	(1 150 033)	(549 392)
Interest paid on interest rate derivatives	(597)	(7 320)	(6 765)
Termination of interest rate derivatives	13 551	–	–
Capitalised interest	15 542	25 287	11 582
Income tax – investment in RPI	(1 085)	(1 759)	–
Antecedent dividend	–	(6 123)	(6 123)
Dividends accrued	(7 277) [#]	2 000	(11 074)
Income hedging adjustment of Nigerian, French and Spanish performance	1 996	(2 963)	(1 674)
Performance of Nigerian operations (not distributed)	(7 052)	–	–
Distributable earnings	733 656	1 361 102	680 886
Interim dividend	(733 656) [*]	(680 886)	(680 886)
Final dividend	–	(680 216)	–
	–	–	–

* Shares in issue eligible for dividend (inclusive of DSP shares): 335 048 697.

[#] The total of the numbers denoted with # represents dividends from investee companies included in distributable earnings in 1H2024 and was calculated as follows:

	Weighted number of shares held during the period	Company dividend estimated	Forward exchange rate R	Amount R'000
Lighthouse	564 089 431	1,20 EUR cents	20,67	139 917

SA REIT RATIOS

SA REIT FUNDS FROM OPERATIONS (“SA REIT FFO”) PER SHARE

	for the six months ended Jun 2024 R'000	for the year ended Dec 2023* R'000	for the six months ended Jun 2023* R'000
Profit for the period attributable to equity holders of the Company	1 309 523	3 528 549	784 356
Adjusted for:			
Accounting-specific adjustments	(668 889)	(386 865)	(220 009)
Fair value (gain)/loss on investment property	(98 369)	(1 223 341)	(27 617)
Fair value gain on investments	–	(158 015)	(158 831)
(Reversal of impairment)/impairment of investment in associate	(590 286)	824 521	–
(Reversal of impairment)/impairment of loans to associate	(14 877)	192 830	–
Staff incentive loans written off	–	2 535	–
Reversal of impairment of staff incentive loans receivable	–	–	1 910
(Reversal of impairment)/impairment of loans receivable	(2 229)	6 821	1 198
Straight-lining of rental revenue adjustment	(3 059)	(44 656)	(36 830)
Deferred tax	47 208	10 440	11 235
Dividends accrued	(7 277)	2 000	(11 074)
Adjustments arising from investing activities			
Profit on disposal of interest in subsidiaries	(71 885)	–	–
Foreign exchange and hedging items	8 662	39 973	(151 695)
Fair value loss/(gain) on interest rate derivatives	28 110	189 722	(68 957)
Fair value (gain)/loss on currency derivatives	(107 374)	47 513	95 173
Foreign exchange loss/(gain)	87 926	(197 262)	(177 911)
Other adjustments	149 428	(1 811 719)	274 258
Tax impact of the above adjustments	–	1 823	1 125
Share of loss/(profit) of associate adjusted for dividends received	54 713	(2 068 876)	38 951
Non-distributable items included in loss from discontinued operations	393 963	453 413	444 904
Non-controlling interests in respect of the above adjustments	(299 248)	(198 079)	(210 722)
SA REIT FFO	726 839	1 369 938	686 910

* Comparatives have been reclassified for the effect of the discontinued operations.

	for the six months ended Jun 2024 R'000	for the year ended Dec 2023* R'000	for the six months ended Jun 2023* R'000
Shares in issue (net of treasury shares and inclusive of DSP shares)			
– Interim	335 048 697	335 048 697	335 048 697
– Final		335 048 697	
SA REIT FFO per share (cents)	216,94	408,88	205,02
– Interim	216,94	205,02	205,02
– Final		203,86	
Company-specific adjustments	6 817	(8 836)	(6 024)
Staff incentive loans written off	–	(2 535)	–
Antecedent dividend	–	(6 123)	(6 123)
Termination of interest rate derivatives	13 551	–	–
Performance of Nigerian operations	(7 052)	–	–
Share of loss of joint venture recognised/(not recognised) in profit or loss	184	(184)	–
Effect of consolidating The Resilient Empowerment Trust	134	6	99
Distributable income	733 656	1 361 102	680 886
Dividend per share (cents)	218,97	406,24	203,22
– Interim	218,97	203,22	203,22
– Final		203,02	

* Comparatives have been reclassified for the effect of the discontinued operations.

SA REIT NET ASSET VALUE ("SA REIT NAV")

	Jun 2024 R'000	Dec 2023 R'000	Jun 2023 R'000
Reported NAV attributable to the Parent (IFRS)	22 218 814	21 968 199	20 044 054
<i>Adjustments:</i>			
Dividend declared	(733 656)	(680 216)	(680 886)
Fair value of derivative financial instruments	(303 400)	(244 290)	(441 907)
Deferred tax	150 040	102 832	103 627
SA REIT NAV	21 331 798	21 146 525	19 024 888
<i>Shares outstanding:</i>			
Shares in issue (net of treasury shares)	334 006 808	334 334 849	334 334 849
Effect of dilutive instruments	1 745 319	1 417 278	2 031 782
– Shares granted under the CSP	703 430	703 430	1 317 934
– Shares granted under the DSP	1 041 889	713 848	713 848
Dilutive number of shares in issue	335 752 127	335 752 127	336 366 631
SA REIT NAV per share	R63,53	R62,98	R56,56

SA REIT COST-TO-INCOME RATIO

	for the six months ended Jun 2024 R'000	for the year ended Dec 2023* R'000	for the six months ended Jun 2023* R'000
Operating costs	737 215	1 483 001	704 470
Operating expenses per IFRS income statement (includes municipal expenses)	662 120	1 241 180	568 935
Administrative expenses per IFRS income statement	67 657	142 696	75 800
Operating expenses of discontinued operations	6 068	89 832	52 223
Administrative expenses of discontinued operations	1 370	9 293	7 512
Gross rental income	1 821 006	3 529 312	1 730 131
Contractual income per IFRS income statement (excluding straight-lining)	1 265 450	2 407 988	1 170 192
Utility and operating recoveries per IFRS income statement	512 078	922 190	450 900
Gross rental income of discontinued operations	43 478	199 134	109 039
SA REIT cost-to-income ratio (%)	40,5	42,0	40,7

* Comparatives have been reclassified for the effect of the discontinued operations.

SA REIT ADMINISTRATIVE COST-TO-INCOME RATIO

	for the six months ended Jun 2024 R'000	for the year ended Dec 2023* R'000	for the six months ended Jun 2023* R'000
Administrative expenses per IFRS income statement	67 657	142 696	75 800
Administrative expenses of discontinued operations	1 370	9 293	7 512
Total administrative expenses	69 027	151 989	83 312
Gross rental income	1 821 006	3 529 312	1 730 131
SA REIT administrative cost-to-income ratio (%)	3,8	4,3	4,8

* Comparatives have been reclassified for the effect of the discontinued operations.

SA REIT COST OF DEBT

	Jun 2024 %	Dec 2023 %	Jun 2023 %
COST OF DEBT – ZAR			
<i>Variable interest rate borrowings</i>			
Floating reference rate plus weighted average margin	9,82	9,89	9,80
Preadjusted weighted average cost of debt	9,82	9,89	9,80
<i>Adjustments:</i>			
Impact of interest rate derivatives	(1,19)	(1,41)	(1,28)
Amortised transaction costs imputed in the effective interest rate	0,13	0,15	0,11
All-in weighted average cost of debt	8,76	8,63	8,63
Cost of debt – USD			
<i>Variable interest rate borrowings</i>			
Floating reference rate plus weighted average margin		11,60	11,58
Preadjusted weighted average cost of debt		11,60	11,58
<i>Adjustments:</i>			
Amortised transaction costs imputed in the effective interest rate		0,17	0,16
All-in weighted average cost of debt		11,77	11,74

SA REIT LTV

	Jun 2024 R'000	Dec 2023 R'000	Jun 2023 R'000
Total gross debt	13 152 370	12 051 654	12 156 743
<i>Less:</i>			
Cash and cash equivalents	(39 813)	(64 017)	(69 445)
<i>Add:</i>			
Derivative financial instruments	(303 400)	(244 290)	(441 907)
Net debt (IFRS)	12 809 157	11 743 347	11 645 391
Total assets per statement of financial position	36 989 669	35 697 941	33 848 667
<i>Less:</i>			
Cash and cash equivalents	(39 813)	(64 017)	(69 445)
Derivative financial assets	(321 070)	(295 077)	(514 918)
Trade and other receivables	(174 629)	(160 201)	(162 296)
Carrying amount of property-related assets (IFRS)	36 454 157	35 178 646	33 102 008
SA REIT LTV (%)	35,1	33,4	35,2

SA REIT GLA VACANCY RATE

	Jun 2024 m ²	Dec 2023 m ²	Jun 2023 m ²
GLA of vacant space	24 962	19 875	23 338
GLA of total property portfolio	1 046 931	1 025 075	1 022 652
SA REIT GLA vacancy rate (%)*	2,4	1,9	2,3

* This ratio is based on Resilient's pro rata share of the properties held in South Africa, France and Spain and in the prior periods, Nigeria.

PAYMENT OF INTERIM DIVIDEND

The Board has approved and notice is hereby given of an interim dividend of 218,97000 cents per share for the six months ended 30 June 2024.

The dividend is payable to Resilient shareholders in accordance with the timetable set out below:

Last date to trade <i>cum</i> dividend	Tuesday, 3 September 2024
Shares trade <i>ex</i> dividend	Wednesday, 4 September 2024
Record date	Friday, 6 September 2024
Payment date	Monday, 9 September 2024

Share certificates may not be dematerialised or rematerialised between Wednesday, 4 September 2024 and Friday, 6 September 2024, both days inclusive.

In respect of dematerialised shareholders, the dividend will be transferred to the Central Securities Depository Participant ("CSDP") accounts/broker accounts on Monday, 9 September 2024. Certificated shareholders' dividend payments will be posted on or about Monday, 9 September 2024.

DIVIDEND TAX TREATMENT

In accordance with Resilient's status as a REIT, shareholders are advised that the dividend of 218,97000 cents per share for the six months ended 30 June 2024 ("the dividend") meets the requirements of a "qualifying distribution" for the purposes of section 25BB of the Income Tax Act, 58 of 1962 ("Income Tax Act"). The dividend will be deemed to be a dividend, for South African tax purposes, in terms of section 25BB of the Income Tax Act.

The dividend received by or accrued to South African tax residents must be included in the gross income of such shareholders and will not be exempt from income tax (in terms of the exclusion to the general dividend exemption, contained in paragraph (aa) of section 10(1)(k)(i) of the Income Tax Act) because it is a dividend distributed by a REIT. This dividend is, however, exempt from dividend withholding tax in the hands of South African tax resident shareholders, provided that the South African resident shareholders provide the following forms to their CSDP or broker, as the case may be, in respect of uncertificated shares, or the Company, in respect of certificated shares:

- a) a declaration that the dividend is exempt from dividends tax; and
- b) a written undertaking to inform the CSDP, broker or the Company, as the case may be, should the circumstances affecting the exemption change or the beneficial owner ceases to be the beneficial owner,

both in the form prescribed by the Commissioner for the South African Revenue Service. Shareholders are advised to contact their CSDP, broker or the Company, as the case may be, to arrange for the above-mentioned documents to be submitted prior to payment of the dividend, if such documents have not already been submitted.

Dividends received by non-resident shareholders will not be taxable as income and instead will be treated as an ordinary dividend which is exempt from income tax in terms of the general dividend exemption in section 10(1)(k)(i) of the Income Tax Act. Any distribution received by a non-resident from a REIT will be subject to dividend withholding tax at 20%, unless the rate is reduced in terms of any applicable agreement for the avoidance of double taxation ("DTA") between South Africa and the country of residence of the shareholder. Assuming dividend withholding tax will be withheld at a rate of 20%, the net dividend amount due to non-resident shareholders is 175,17600 cents per share.

A reduced dividend withholding rate in terms of the applicable DTA may only be relied on if the non-resident shareholder has provided the following forms to their CSDP or broker, as the case may be, in respect of uncertificated shares, or the Company, in respect of certificated shares:

- a) a declaration that the dividend is subject to a reduced rate as a result of the application of a DTA; and
- b) a written undertaking to inform their CSDP, broker or the Company, as the case may be, should the circumstances affecting the reduced rate change or the beneficial owner ceases to be the beneficial owner,

both in the form prescribed by the Commissioner for the South African Revenue Service. Non-resident shareholders are advised to contact their CSDP, broker or the Company, as the case may be, to arrange for the above-mentioned documents to be submitted prior to payment of the dividend if such documents have not already been submitted, if applicable.

Shares in issue at the date of declaration of this dividend: 365 204 738

Resilient's income tax reference number: 9579269144

CORPORATE INFORMATION

Resilient REIT Limited

Incorporated in the Republic of South Africa
Registration number: 2002/016851/06
JSE share code: RES
ISIN: ZAE000209557
Bond company code: BIRPIF
LEI: 378900F37FF47D486C58
(Approved as a REIT by the JSE)
("Resilient" or "the Company" or "the Group")

Directors

Alan Olivier (*chairman*); Stuart Bird; Des de Beer**;
Des Gordon; Johann Kriek*; Dawn Marole;
Monica Muller*; Protas Phil; Thando Sishuba;
Barry Stuhler**; Barry van Wyk

* *Executive director*

** *Non-independent non-executive director*

Company secretary

Sue Hsieh
(MBA, PGDip, LLB, Fellow member of CGISA)

Registered address

4th Floor, Rivonia Village, Rivonia Boulevard, Rivonia, 2191
PO Box 2555, Rivonia, 2128
Tel: +27 (0) 11 612 6800
Fax: +27 (0) 86 758 4105

Transfer secretaries

JSE Investor Services Proprietary Limited
5th Floor, One Exchange Square, Gwen Lane
Sandown, 2196

Sponsor

Java Capital Trustees and Sponsors Proprietary Limited
6th Floor, 1 Park Lane, Wierda Valley, Sandton, 2196

Debt sponsor

Rand Merchant Bank
(a division of FirstRand Bank Limited)
1 Merchant Place, corner of Fredman Drive
and Rivonia Road, Sandton, 2196

www.resilient.co.za





4th Floor, Rivonia Village, Rivonia Boulevard, Rivonia, 2191
PO Box 2555, Rivonia, 2128 | Tel: +27 (0) 11 612 6800
Fax: +27 (0) 86 758 4105 | www.resilient.co.za