



BOXER

2026 Integrated ANNUAL REPORT





OUR 2026 INTEGRATED ANNUAL REPORT

Boxer is South Africa's leading soft discount retailer, operating 576 stores across South Africa and Eswatini. Since 1977, we have built a legacy of growth, innovation and operational excellence – always putting our customers and communities first. We are committed to being the People's Champion, driven by a commitment to serve with heart, value and integrity.

OUR MISSION

To be South Africa's Number 1 Discount Retailer

OUR OFFER

Unbeatable value

Delivering the lowest basket prices compared to our competitors, without sacrificing quality, ensuring our customers get more for less.

Quality products

Providing a curated range of 3 000 essential food and grocery items, including market-leading brands and exclusive Boxer confined labels.

Exceptional service

Offering a shopping experience that is convenient, efficient, and tailored to meet the needs of the communities we serve, with customer service that reflects care and respect.

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Celebrating Boxer's **FY26 HIGHLIGHTS**

Meaningfully supporting customers

- Internal selling price deflation of -1.2%, reinforcing everyday affordability
- Boxer Rewards Club membership grew to c. 2.7 million
- Expanded our store footprint with 51 net new stores, including openings in under-served communities

Maintaining strong operational momentum

- Increased turnover by 12.3%[1] to R46.7 billion, with consistent market share gains
- Grew trading profit by 17.3%, with trading margin expanding to 5.7%
- Ended FY26 in a net cash position of R709 million and created 3 400 new jobs

Executed key strategic initiatives

- Opened our new Tongaat distribution centre to support long-term growth and supply chain efficiency
- Launched and monetised the B-Inside supplier portal, creating a new revenue stream
- Invested in technology and data platforms to support future growth and efficiency

[1] *On a comparable 52/52w basis.*

Approach to our **FY26 INTEGRATED ANNUAL REPORT**

The Integrated Annual Report is our primary report to stakeholders. It is principally aimed at providers of financial capital, while considering the material information our stakeholders need.

Our integrated reporting approach aims to meaningfully report on how we define, create, and maintain value for our stakeholders in the short, medium, and long term.

Integrated thinking

Integrated thinking guides our decision-making and underpins our approach to corporate citizenship and responsible resource allocation. We apply a comprehensive understanding of Boxer's strategy, resources, performance, stakeholders, systems and controls to achieve integrated decision-making that balances short-term performance needs with a longer-term approach to value creation and preservation.

Sustainability considerations are embedded in our decision-making

We aspire to conduct ourselves ethically and responsibly. We commit to being a champion for the communities we serve, growing a lifetime of loyalty through sustainable actions.

Read more from page 41.

The Board is accountable for Boxer's performance

The Board guides and oversees the business in the context of material and emerging risks and opportunities. The Board ensures our business strategy remains relevant and responsive. Board oversight includes considering sustainability matters to support sustainable stakeholder value creation.

The executive directors implement strategy and manage the Group's day-to-day operations to ensure we preserve and create sustainable value for stakeholders.

Read more from page 59.

Our business model is central to our value creation

We use six capitals to create sustainable stakeholder value – financial, manufactured, intellectual, human, natural and social and relationship capitals.

Our business model ensures we utilise the capital inputs across our retail operations effectively and efficiently to optimise capital outputs and outcomes for stakeholders. We consider the trade-offs between our capitals in an integrated and stakeholder-inclusive manner.

Read more from page 11.

We have a legacy of growth, innovation, and operational excellence, always putting our customers and communities first.

We monitor our operating environment while applying integrated thinking

We monitor factors affecting our external environment, including how they impact our business, strategy execution and value creation.

These factors include economic, political and market forces, emerging consumer trends and environmental and societal matters.

Read more from page 16.

We ensure meaningful and balanced interactions with stakeholder groups across our various markets, regulatory, social and environmental contexts.

This enables us to understand stakeholder concerns, needs and expectations and ensures that we are positioned to respond.

Read more from page 31.

We apply materiality to guide decision-making and to focus on the core issues Boxer manages and the opportunities that arise from our operating environment.

An enterprise-wide risk management approach ensures that all business areas are aligned with the Group's risk management philosophy and strategy.

Read more from page 19.

Producing our reporting suite

We produce a suite of publications tailored to meet our stakeholders' specific information requirements. We follow and align with local and international reporting frameworks as detailed alongside.

All our reports are available online at www.boxerinvestor.co.za. Printed copies are available on request from our Company Secretary, Vaughan Pierce, at companysecretary@boxer.co.za.

We have a clear reporting boundary

This report covers the integrated financial and non-financial performance of Boxer Retail Limited and its subsidiaries (the Group) for the 52 weeks ended 1 March 2026. It contains relevant comparisons with prior years and is consistent with the information and performance indicators in internal management reporting.

Our integrated reporting boundary aligns with the boundary of our Annual Financial Statements and is influenced by:

- Our broader macro-economic environment (page 16)
- The material risks and opportunities that impact our performance and sustainability (page 19)
- The legitimate needs, interests and concerns of our key stakeholders (page 32)
- Sustainability-related risk and opportunities (page 44)
- Our governance practices (page 61)



Integrated Annual Report

A review of Boxer's strategy, material matters, risks and opportunities and our operational and financial performance for the financial year.

Information provided	Relevant frameworks
The report provides an overview of the Group and its performance for the year and includes relevant extracts from the FY26 Annual Financial Statements. **This report is supplemented with:** • FY26 Sustainability Databook • FY26 Broad-based Black Economic Empowerment (BBBEE) certification • FY26 King IV Application Report	Integrated Reporting Framework Companies Act, No 71 of 2008, as amended (Companies Act) JSE Listings Requirements King IV Report on Corporate Governance™ for South Africa, 2016 (King IV)[1] IFRS® Accounting Standards as issued by the International Accounting Standards Board (IFRS Accounting Standards)

Financial reporting

Audited financial statements and related disclosures for the year ended 1 March 2026.

Information provided	Relevant frameworks
FY26 Annual Financial Statements FY26 results presentation and webcast Trading updates	Companies Act JSE Listings Requirements King IV IFRS

Shareholder reporting

Information shareholders require to make informed decisions relating to the AGM to be held on 28 July 2026.

Information provided	Relevant frameworks
FY26 Notice of Annual General Meeting (AGM) AGM proxy form	Companies Act JSE Listings Requirements King IV

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We follow a robust reporting process

We consider the various elements of our value creation process to communicate the full range of factors that affect our ability to create value over time. We aim to improve our reporting year-on-year to ensure we effectively meet our stakeholders' information requirements.

1

Our Integrated Annual Report is based on matters that could have a material impact on the sustainable performance of the Group over the short, medium and long term.

2

It ensures that providers of financial capital and other stakeholders can accurately assess the Group's performance and long-term prospects.

3

The CEO, CFO, relevant senior executives, and the Board committees review the report.

4

The Board performs a final review of the Integrated Annual Report and approves it for release to stakeholders. The report is not externally assured.

Summarised financial information is extracted from the Annual Financial Statements, audited by Ernst & Young Inc. (EY), who expressed an unmodified audit opinion thereon.

An accredited service provider verifies our BBBEE rating and our carbon footprint is independently assured by climate specialists.

The Board approved this report

The Board reviewed and approved the FY26 Integrated Annual Report for release to stakeholders on 30 June 2026. The Board believes that this report provides stakeholders with an accurate and balanced view of the Group's performance, strategy and prospects over the short, medium and long term. The report further addresses the Group's material risks and opportunities.

The directors consider the report to be presented in accordance with the Integrated Reporting Framework. The report provides a fair representation of the financial position of the Group as at 1 March 2026 and its performance for the financial year.

Executive directors	Non-executive directors	Independent non-executive directors
Marek Masojada (Chief Executive Officer)	**Sean Summers** (Chair)	**Charlotte Maponya** (Lead Independent)
David Wayne (Chief Finance Officer)	**James Formby**	**Jesmane Boggenpoel**
		Dineo Molefe
		Cindy Robertson

Comparable information

Retail financial calendar

The Group manages its retail operations on a 52-week trading calendar basis, where the financial reporting period always ends on a Sunday. This results in the loss of one day per calendar year. These lost days are taken into account by reporting a 53-week financial year approximately every six years. In line with this methodology, the Group reported on a 52-week basis in FY26 and a 53-week basis in FY25. To facilitate year-on-year comparison on a 52-week basis, Boxer has provided pro forma turnover and trading profit information that strips out the impact of the additional week in the prior year. Please refer to page 101 for further information.

Prior year restatement

Comparative figures have been restated to correct for the turnover related to certain articles where system mapping erroneously resulted in turnover being presented within cost of merchandise sold. The reclassification increased prior period revenue, turnover and cost of merchandise sold by R253 million, with no net impact on previously reported profit.

Forward-looking information

This report contains certain forward-looking statements which relate to the possible future performance and financial position of the Group.

All forward-looking statements are solely based on the views and considerations of the directors. These statements involve risk and uncertainty as they relate to events and depend on circumstances that may or may not occur in the future.

The Group does not undertake to update or revise any of these forward-looking statements publicly, whether to reflect new information, future events or otherwise.

These forward-looking statements were not reviewed or reported on by the Group's external auditors.



1

An introduction to BOXER

Who we are

The history of Boxer

The Boxer investment case

Our store formats

The Boxer business model

Who **WE ARE**

Founded in Empangeni, KwaZulu-Natal, in 1977, Boxer has grown from a small regional retailer into South Africa's leading soft discounter, serving customers across South Africa and Eswatini. Today, our footprint extends to 576 stores, reflecting a consistent track record of disciplined expansion and operational execution, while maintaining a strong connection to the communities we serve.

We serve price and value-conscious customers through a focused range of essential food and grocery products, including staple foods, key commodities and everyday household items. Our approach remains straightforward: consistently low prices, reliable quality and a shopping experience that is convenient, accessible and relevant to our customers' everyday needs.

Boxer operates a high-volume, low-cost model that enables us to deliver strong value without compromising on quality. Our stores are designed for everyday shopping, with accessible locations, a curated product range and modern, well-organised stores. This allows customers to complete their full shop efficiently, combining price, quality and convenience in a single trip.

Our product offering balances leading brands with private and confined label products, supporting value delivery while maintaining quality and choice. This disciplined approach enables scale efficiencies and cost control, which are reinvested into lower prices for customers.

A key point of differentiation is the strength of our fresh offering. Our in-store fresh meat and produce ranges are central to the Boxer basket, delivering quality and value in categories that matter most to our customers and supporting everyday meal solutions for the households we serve.

Boxer's continued growth reflects the strength of this model, supported by ongoing store expansion and sustained sales momentum in a competitive and low-inflation environment.

As a newly listed business, Boxer continues to strengthen governance, risk management, compliance and assurance. This progression supports sustainable growth and enhances the resilience and consistency of our value proposition over time.

Across our business, we remain focused on disciplined execution, serving our customers effectively and maintaining the value proposition that underpins long-term growth – continuing to earn our position as the People's Champion.

Our mission

To be South Africa's Number 1 Discount Retailer

We achieve this by offering:

Unbeatable value
Delivering the lowest basket prices compared to our competitors, without sacrificing quality, ensuring that our customers get more for less.

Quality products
Providing a curated range of 3 000 essential food and grocery items, including market-leading brands and exclusive Boxer confined labels.

Exceptional service
Offering a shopping experience that is convenient, efficient and tailored to meet the needs of the communities we serve, with service that reflects care and respect.

Our vision and values

To be the People's Champion for the communities we serve, growing a lifetime of loyalty.

Our commitment is supported by three guiding principles:

Customer-centricity
Understanding and serving the needs of our communities.

Sustainability
Implementing responsible retail practices to benefit society and the environment.

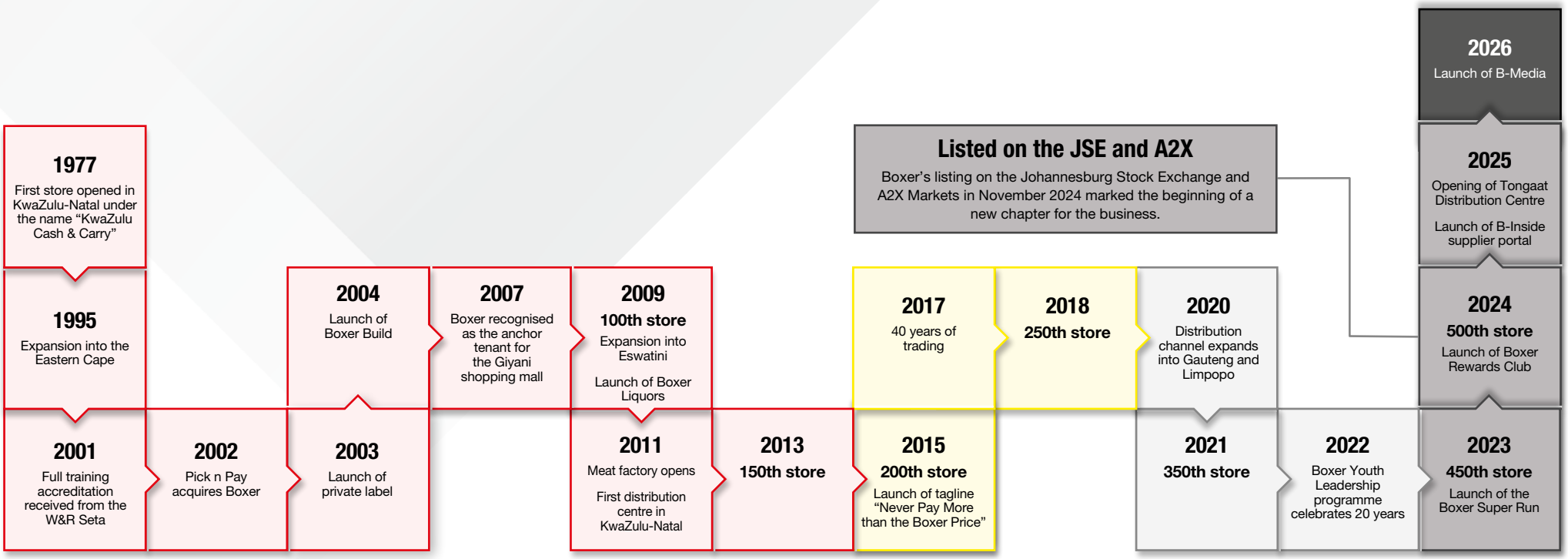
Operational excellence
Continuously optimising processes to drive profitability and value for our stakeholders.

Our strategic ambition

Boxer is focused on expanding our store footprint to leverage the significant opportunity in under-served communities across South Africa.

Boxer will drive sustainable growth through efficient operations, disciplined cost management, and focused innovation.

The history **OF BOXER**



The above timeline is based on calendar years.

1977 – 2013: Building the Boxer Brand

Boxer began as a community-focused retailer, rooted in affordability, service and strong rural connections. Its customer-first approach and operational discipline drove steady national expansion. Acquired by Pick n Pay in 2002, Boxer retained its independent identity while accelerating growth. The business diversified with the launch of Boxer Build in 2004 and Boxer Liquors in 2009.

2014 – 2019: Reinventing the Boxer Formula

Boxer repositioned itself as a limited-range soft discounter, focusing on core grocery essentials at competitive prices. By adapting global best-discounter practices to the South African market, it balanced supermarket convenience with discount affordability. Lean operations, disciplined ranging, and efficient execution strengthened margins and customer value, cementing Boxer's position as South Africa's leading soft discounter without compromising quality or service.

2020 – 2022: Strengthening the Foundations

Boxer navigated the Covid-19 pandemic, civil unrest, and economic headwinds with resilience, sustaining strong turnover and profit growth. Committed to affordability and accessibility, Boxer reinforced its core strengths – volume, value, efficiency and expansion. Its customer-centric focus and disciplined execution enabled it to maintain momentum through adversity, laying a strong foundation for its next phase of accelerated growth.

2023 and beyond: Accelerating Growth

Building on strong foundations, Boxer is accelerating store expansion in under-served areas, growing its centralised distribution network and optimising operations. By reinvesting efficiency gains into price, Boxer delivers low prices without compromising quality or service. With a well-invested infrastructure and national presence, Boxer remains committed to bringing quality, convenience and unbeatable value to more customers.

The Boxer **INVESTMENT CASE**

Boxer has built a trusted and differentiated position in South African retail by delivering what matters most to value-conscious consumers: low prices, quality products and a shopping experience customers can rely on every day.

Boxer offers investors a highly attractive combination of market-leading long-term growth and superior Return on Invested Capital within the South African retail market. As South Africa's leading soft discounter, Boxer combines a simple, highly efficient operating model with disciplined expansion into under-served markets to drive market share gains, strong cash generation and attractive returns. Boxer has built a high-volume, capital-efficient growth platform that continues to gain relevance with customers across South Africa and Eswatini. Supported by significant white space opportunities, experienced leadership and a culture rooted in value, trust and execution, Boxer is well positioned to continue delivering disciplined growth and sustainable long-term value for shareholders, customers, employees and the broader communities connected to our business.



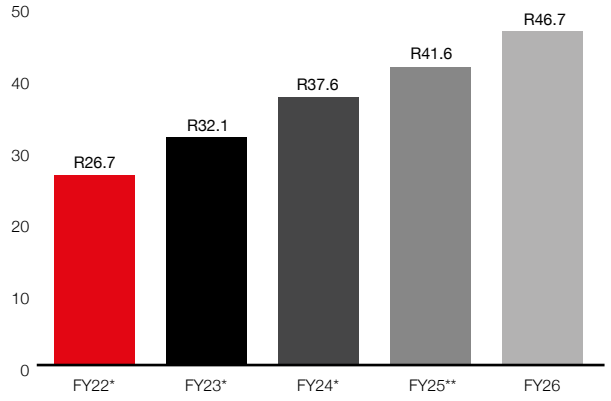
A trusted value retailer positioned to win through changing economic conditions

Boxer serves communities in which value and trust matter deeply. Many customers rely on Boxer to help stretch tight household budgets without compromising on quality or service. By combining consistently low prices on our limited assortment, with the freshness, quality and service customers expect from a full-service supermarket, Boxer has built a differentiated and trusted position in the market. Boxer bridges the gap between traditional supermarkets and hard discounters, reinforcing its relevance during both difficult and improving economic conditions. This differentiated position enables Boxer to attract customers seeking better value, while also benefitting from continued shifts in consumer spend into modern retail channels.

Evidence of delivery in FY26

- Consistent market share gains in a highly competitive market
- Positive implied like-for-like volume growth of 5.7% in a deflationary environment
- Boxer Rewards Club membership reached c. 2.7 million

5-year turnover (4-year CAGR of 15.1%) (Rbn)



* *Restated for reclassification of certain articles.*
** *FY25 52 week pro forma, and restated for reclassification of certain articles.*

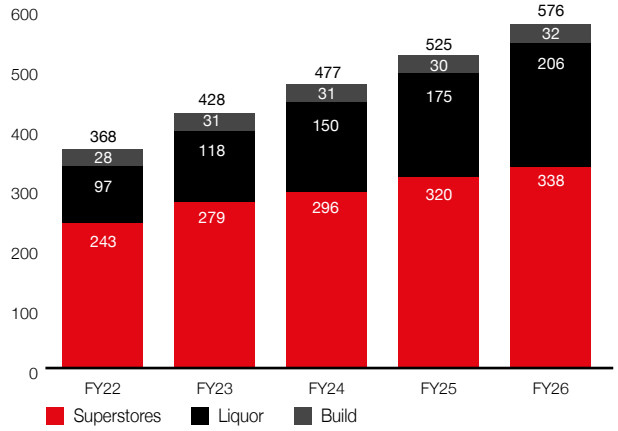
Significant white space and a long runway for growth

Boxer continues to see substantial opportunity for expansion. The increasing demand for trusted value retail in under-served communities, together with Boxer's relatively low share of the broader formal grocery retail market, continues to provide significant room for growth. Boxer's proven and disciplined roll-out model enables the Group to expand efficiently into new and existing markets while maintaining strong operational consistency and attractive returns. High sales densities, a capital-efficient store model and a typical new store payback period of under three years continue to support disciplined expansion. Investment in supply chain capacity further strengthens Boxer's ability to scale sustainably over the long term.

Evidence of delivery in FY26

- Boxer's market share increased over the period March 2025 – February 2026, based on Boxer's calculations using data reported by NielsenIQ
- Opened 51 net new stores, primarily in under-served markets, increasing the store base to 576
- Expanded distribution capacity through the opening of the Tongaat distribution centre

Store estate growth



A simple and agile operating model that drives returns

Boxer's deliberately simple operating model is a key competitive advantage. A focused product range, lean cost structure and disciplined approach to execution enable the Group to operate efficiently, drive high sales volumes and respond quickly in a dynamic and highly competitive retail environment. This simplicity creates agility across the business – from sourcing and ranging to pricing, promotions and store operations. Operational efficiencies and cost advantages are reinvested into customer value, reinforcing Boxer's price leadership, supporting volume growth and strengthening the Group's market position. The scalability of Boxer's operating model, combined with disciplined capital allocation and a strong focus on returns, continues to support attractive profitability, strong cash generation and industry-leading returns on invested capital.

Evidence of delivery in FY26

- Trading margin increased to 5.7% while absorbing additional trading expenses associated with becoming a listed entity
- Generated strong cash flows, resulting in the Group becoming debt free shortly after year end
- Delivered industry-leading returns on invested capital of 26%

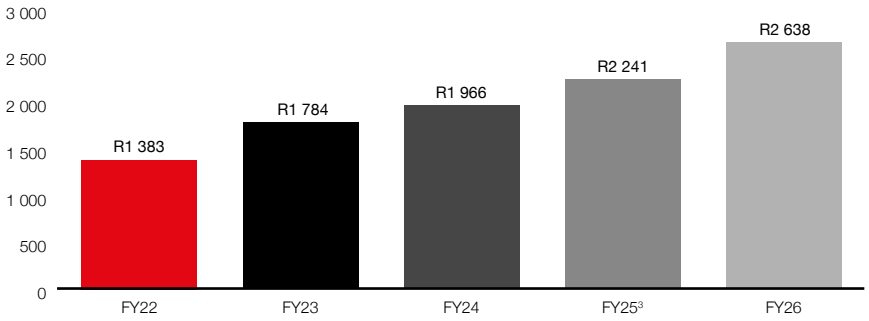
Experienced leadership, disciplined execution and a strong culture

Boxer is led by an experienced management team with deep operational and retail expertise. Over many years, the Group has built a strong culture of accountability, operational discipline and execution, supported by teams that understand the customers, communities and markets Boxer serves. Boxer's entrepreneurial culture and operating mindset continue to support fast decision-making, operational responsiveness and consistent execution across the business. This culture enables Boxer to respond effectively in a dynamic operating environment while remaining focused on long-term growth and value creation. The Group continues to invest in leadership development, succession planning and internal capability to support future growth and maintain operational consistency as the business scales.

Evidence of delivery in FY26

- Delivered against the key market guidance provided at the time of the IPO
- Maintained operational momentum while transitioning into the listed-company environment
- Strengthened internal leadership capability and succession depth across the business

5-year trading profit[2] (4-year CAGR of 17.5%) (Rm)



[2] *FY24 and FY25 adjusted for the effects of the PnP debt guarantee.*
[3] *FY25 52 week pro forma.*



Our store **FORMATS**

At the heart of Boxer is a clear commitment to our customers: to deliver consistently low prices, reliable quality and a shopping experience that is convenient and accessible. We serve customers through three complementary store formats – Boxer Superstores, Boxer Liquors and Boxer Build – each designed to meet the needs of customers who prioritise affordability and everyday value.

Across these formats, customers can expect a consistent approach grounded in value, efficiency and service. Our stores are modern, clean and well-maintained, creating environments that are easy to shop and reflect the respect we have for our customers.

Boxer has a strong presence in KwaZulu-Natal and the Eastern Cape, with a growing footprint across the northern provinces and the Western Cape. This expansion reflects a significant opportunity to support under-served communities, while remaining deeply rooted in our core markets.

Whether shopping for groceries, liquor or building materials, Boxer provides access to essential products and trusted services – always guided by our promise that customers should "Never Pay More than the Boxer Price".

338 supermarkets

330 in South Africa and 8 in Eswatini
Average store size of 1 870m²



BOXER SUPERSTORES

Our supermarkets form the core of the Boxer business, offering a focused range of approximately 3 000 essential food, grocery and general merchandise items tailored to our customers' everyday needs. A key point of differentiation is our fresh offering. Full-service butcheries, bakeries, delis and fresh produce departments provide quality and value in the categories that matter most to our customers. This is supported by a strong mix of leading brands and private and confined label products, delivered through a lean and efficient operating model. In addition to our core grocery offer, Superstores provide a range of value-added services – including bill payments, money transfers, travel services and financial products – enhancing convenience and supporting financial inclusion in the communities we serve.

206 liquor stores

202 in South Africa and 4 in Eswatini
Average store size of 220m² – 400m²



BOXER LIQUORS

Boxer Liquors are typically located adjacent to or near Boxer Superstores, enabling convenient one-stop shopping. With separate entrances and a focused product range, these stores offer customers easy access to beer, wine, spirits and related products. Our approach is disciplined and targeted, ensuring the right assortment, strong value and a convenient shopping experience.

Boxer Liquors is also committed to promoting safe and responsible consumption, reinforcing its role as a trusted retailer within the communities we serve.

32 building and hardware stores in South Africa

Average store size of 480m² with a 1 000m² storage yard



BOXER BUILD

Boxer Build offers a focused range of competitively priced hardware and building materials, serving DIY customers, home builders and contractors. The format combines value pricing with practical support, including knowledgeable in-store advice, delivery services and flexible savings and credit solutions such as Boxer Cash Club Savings.

These features enable customers to plan, manage and complete their projects with confidence, reinforcing Boxer Build's role as a reliable partner in home improvement and construction.

The Boxer BUSINESS MODEL

A model that drives volume and delivers value

Boxer is South Africa's leading soft discounter, delivering trusted value to customers through a differentiated combination of low prices, a limited assortment of quality products and convenient shopping locations. Positioned between traditional supermarkets and hard discounters, Boxer's simple, highly efficient operating model supports a low-cost operating base, disciplined execution and high-volume growth. By continuously reinvesting in price, expansion and operational capability, Boxer strengthens its customer proposition and supports a virtuous circle of value, volume and growth – driving sustainable growth, strong cash generation and attractive long-term returns for shareholders.

Linked to our strategy

Our operating model is the engine of our strategy.

It enables us to deliver our strategic priorities and create sustainable value.

It positions Boxer as a high-growth retailer in the fast-moving consumer goods industry.

Our six capitals

Financial capital
Capital resources that support growth, investment and financial resilience.

Manufactured capital
Our store network, distribution infrastructure and operational assets that support efficient retail operations.

Human capital
Our people, and the distinctive Boxer culture, skills and experience that drive our execution and customer service.

Social and relationship capital
Trusted relationships with customers, suppliers, communities and other stakeholders that support our reputation and licence to operate.

Intellectual capital
Retail expertise, data insights, systems and brands that drive turnover and support decision-making and innovation.

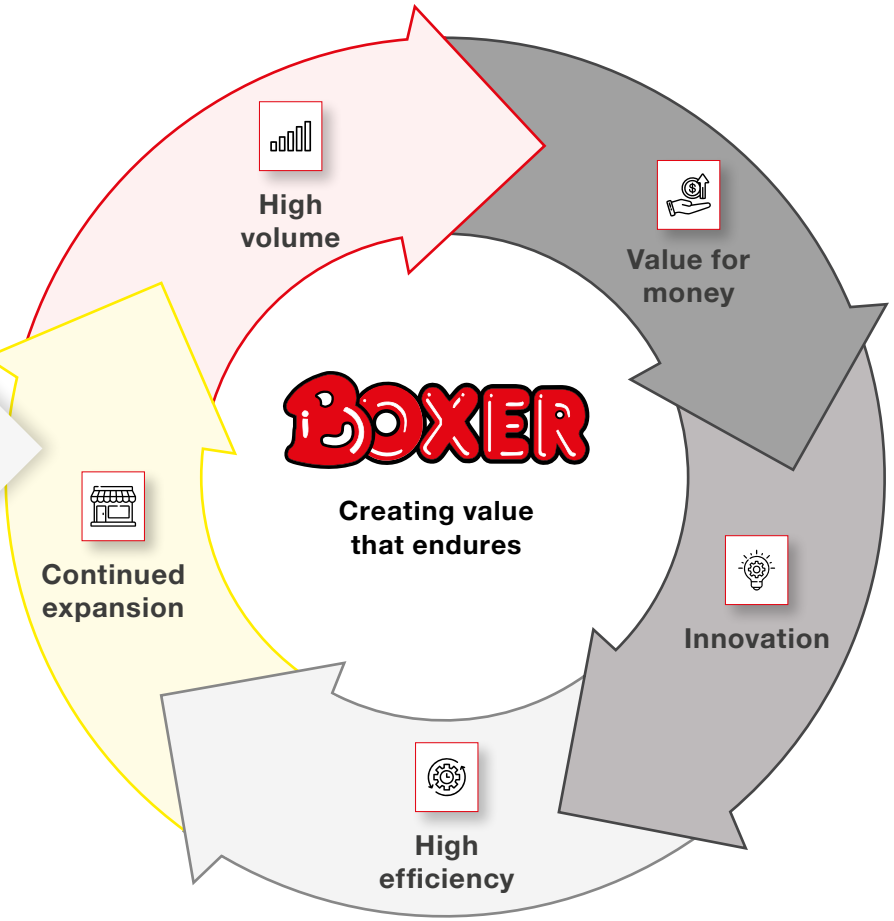
Natural capital
Environmental resources and responsible practices that support a more sustainable value chain.

Our operating model

Simple. Disciplined. Customer-focused.

Curated offer	Focused ranges built around the products customers buy most often
Low price, compelling promotions	Consistent value and competitive pricing customers can trust every day, supported by impactful promotions
Convenient locations	Well-located stores close to the communities we serve
Efficient operations	Lean, disciplined operations that support low costs and high volumes
People and culture	Passionate teams and a distinctive Boxer culture focused on execution, service and innovation
Responsible retailing	Responsible sourcing and sustainable practices that support our communities and value chain

Our virtuous circle of value, volume and growth



How the Boxer business model creates value

Our capitals inputs

Financial capital

Boxer maintains a disciplined and resilient financial position supported by strong cash generation, prudent funding structures and disciplined capital allocation. The Group's strong balance sheet and healthy liquidity position provide financial flexibility and balance sheet strength to support sustainable growth and prudent financial management. During FY26, Boxer made dividend payments aligned with the Group's capital allocation framework.

How we create value

We allocate financial capital with discipline to support sustainable growth, efficient expansion and long-term returns. Capital is prioritised toward store growth, supply chain capacity and customer value initiatives that strengthen Boxer's market position and support long-term value creation.

Constraints

Additional listing-related costs and inflationary cost pressure across the value chain, alongside internal selling price deflation.

FY26 outcomes

Market-leading turnover growth

R46.7 billion turnover, up 12.3% (52w/52w)

Improved profitability and margins

R2.6 billion trading profit, up 17.3% (52w/52w)

Repayment of long-term debt

R650 million of long-term debt repaid during the year, with the remaining R200 million repaid post-financial year-end. R709 million closing net cash position

Long-term outcomes

Disciplined financial management supports sustainable growth and attractive long-term returns for shareholders and broader stakeholders.

Manufactured capital

Boxer's manufactured capital includes our growing store footprint, distribution network and supporting operational infrastructure, which enable us to serve customers efficiently across South Africa and Eswatini. Our physical infrastructure is strategically positioned to support customer accessibility, efficient execution and scalable growth while maintaining the simplicity and agility of the Boxer operating model.

How we create value

We utilise our store network, distribution centres and operational infrastructure to improve product availability, enhance convenience and support efficient execution across the business. Continued investment in store expansion and supply chain capacity supports Boxer's ability to serve more customers while maintaining the accessibility and consistency of the Boxer customer experience.

Constraints

Availability of appropriate sites and ongoing delays in securing liquor licences.

FY26 outcomes

Expanded store footprint

51 net new stores, to take total stores to 576

Expanded distribution capacity

Opened Tongaat distribution centre, with total distribution centres now 7

Improved customer accessibility

Further expansion into under-served areas

Long-term outcomes

An efficient and scalable infrastructure platform supports customer accessibility, business continuity and sustainable long-term growth. Distribution centre capacity is in place to support multiple years of store expansion.

Human capital

Boxer's workforce combines deep operational experience, strong local market understanding and a culture rooted in accountability, simplicity and execution. More than 90% of employees are recruited from the communities in which Boxer operates, strengthening local relevance and supporting long-term community participation in the Group's growth. Continued investment in skills development and leadership capability supports operational consistency as the business expands.

How we create value

We develop and support our people through training, leadership development and internal progression opportunities that strengthen operational capability and support long-term growth. Boxer's performance-driven culture enables teams to execute consistently, adapt quickly and maintain the standards that underpin the Boxer customer experience.

Constraints

Management capacity as the business scales, and the retention of key skills and talent.

FY26 outcomes

Growing workforce

3 400 new jobs, with over 35 000 employees

Leadership and skills development

8 534 employees involved in 10 597 training interventions

Internal career progression

3 947 employees promoted

Long-term outcomes

A capable and locally representative workforce supports consistent execution, career development and shared long-term value creation. 181 executives and managers were incentivised and retained via the R205 million IPO admission award, with two- and three-year vesting periods.

Our capital inputs (continued)

Social and relationship capital

Boxer's long-standing relationships with customers, suppliers, communities, shareholders and other stakeholders underpin the Group's reputation and social licence to operate. Built over almost five decades, these relationships are grounded in consistency, transparency and a deep understanding of the communities we serve.

How we create value

We strengthen stakeholder relationships by delivering consistent value, maintaining trusted supplier partnerships and engaging openly and responsibly across our stakeholder base. Through customer engagement, local procurement, supplier development and targeted community initiatives, Boxer strengthens collaboration and trust across all its stakeholders.

Constraints

Ongoing economic hardships impact our customers and the communities in which we trade.

FY26 outcomes

Growing customer engagement

c. 2.7 million Boxer Rewards Club Members

Strong supplier partnerships

Over 900 emerging suppliers and small scale farmers supported

Community investment and participation

c. R8 million invested in schools and community initiatives

Long-term outcomes

Trusted stakeholder relationships support Boxer's long-term reputation, social licence to operate and sustainable growth.

Intellectual capital

Boxer's intellectual capital includes its brands, proprietary retail expertise, commercial insights, technology platforms and data capabilities developed through decades of operating in the value retail market. These capabilities support informed commercial decision-making, category management and innovation across the business.

How we create value

We apply data insights, technology and innovation initiatives to improve commercial decision-making, strengthen supplier collaboration and support Boxer's value proposition. Continued investment in analytics, digital platforms and business intelligence capabilities supports more effective ranging, pricing, forecasting and promotional activity across the business.

Constraints

Internal capacity to scale data science and analytics, and the ongoing risk of cyber attacks on the system and data security.

FY26 outcomes

Monetisation of data insights

B-Inside supplier portal launched

Expansion of retail media capability

Launch of B-Media retail media division

Investment in analytics capability

Continued investment in IT analytical systems and infrastructure

Long-term outcomes

Commercial insight, innovation and data-driven decision-making strengthen Boxer's competitiveness and support long-term value creation.

Natural capital

Boxer relies on energy, water, and other environmental resources across its store, distribution and support operations. As the business continues to expand, the availability and responsible use of these resources remain important to support the long-term sustainability of the Group's operations.

How we create value

We manage environmental impact through practical initiatives focused on energy consumption, refrigeration efficiency, waste management and responsible sourcing practices. These initiatives support disciplined resource usage, help contain operating costs and contribute to the long-term sustainability and efficiency of Boxer's broader value chain.

Constraints

Climate change and extreme weather events pose ongoing threats to food supply, agricultural inputs, and cost predictability.

FY26 outcomes

Improved energy efficiency

Ongoing roll-out of efficient lighting and refrigeration

Reduced food and operational waste

Focused waste reduction initiatives across stores and supply chain operations

Reduced waste to landfill

Expanded recycling and waste management initiatives

Long-term outcomes

Responsible environmental management supports sustainable operations, lower resource intensity and long-term business sustainability.

Balancing our capital trade-offs to sustain stakeholder-inclusive growth

Boxer's operating model requires disciplined decision-making across multiple competing priorities. As a high-volume value retailer, the Group continuously balances affordability for customers, investment for growth, operational discipline and sustainable long-term returns. These trade-offs are part of everyday decision-making across the business and become particularly important during difficult trading periods and times of economic pressure for customers. Boxer's approach remains focused on making practical, balanced decisions that strengthen the long-term sustainability of the business while continuing to deliver trusted value to customers and broader stakeholders.

Our key trade-offs

Price leadership vs. Margin sustainability

Why it matters

Customers rely on Boxer for trusted everyday value, while sustainable margins support reinvestment and future growth.

How we respond

- Disciplined cost management and continuous efficiency drive
- Strategic supplier partnerships
- Data-led pricing and promotions

Impacted capitals

- ▲ Financial capital: *Sales and cost containment*
- ▼ Financial capital: *Gross profit margin investment*
- ▲ Social and relationship capital: *Customer loyalty*

Growth vs. Returns

Why it matters

Expanding the store network supports long-term growth, but new investments must deliver appropriate returns.

How we respond

- Rigorous site selection
- Disciplined capital allocation
- Focus on under-served markets

Impacted capitals

- ▲ Financial capital: *Sales*
- ▼ Financial capital: *Capital expenditure*
- ▲ Manufactured capital: *Stores network*
- ▲ Intellectual capital: *Knowledge on new markets*

Short-term performance vs. Long-term investment

Why it matters

Continued investment in infrastructure, systems and people may impact short-term profitability but strengthens future capability.

How we respond

- Supply chain investment
- Technology and analytics capability
- Leadership development

Impacted capitals

- ▼ Financial capital: *Capital and operating expenditure*
- ▲ Social and relationship capital: *Customer loyalty and experience*
- ▲ Human capital: *Skill enhancements*

Availability vs. Inventory Optimisation

Why it matters

High product availability strengthens customer trust but requires careful inventory and working capital management.

How we respond

- Improved forecasting capability
- Disciplined inventory management
- Strategic inventory buy-ins

Impacted capitals

- ▲ Financial capital: *Sales*
- ▼ Financial capital: *Operating expenditure*
- ▲ Manufactured capital: *Inventory holding*
- ▲ Intellectual capital: *Forecasting and working capital management abilities*

Looking ahead

Boxer's simple and disciplined operating model remains central to the Group's ability to respond to changing customer needs, evolving market conditions and ongoing growth opportunities. As the business continues to expand, management remains focused on disciplined execution, operational agility and responsible capital allocation to support sustainable long-term growth. The external factors, risks and strategic priorities that may influence the continued evolution of the Boxer business model are discussed further in the Operating Environment, Risk Management and Strategy sections of this report.



2

The world in which WE OPERATE

The environment in which we operate

Managing our risks and opportunities

Our approach to stakeholder engagement

The environment IN WHICH WE OPERATE

Our retail environment is dynamic and shaped by a combination of global and domestic trends. It is characterised by a strong, mature and highly competitive formal retail sector, alongside a large and evolving informal market that continues to play an important role in the communities we serve. These dynamics continue to reinforce the relevance of Boxer's model in the markets we serve.

It is a diverse market, with significantly different customer needs across income groups. While global trends such as convenience, digital engagement, innovation and a growing focus on quality and nutrition are evident, the market is ultimately defined by ongoing economic pressure and societal inequality. In this context, price, value and accessibility remain the primary drivers of customer choice.

Boxer primarily serves middle- to lower-income consumers, where these dynamics are most pronounced. We are the fastest growing discount retailer in South Africa, supported by a simple, highly efficient operating model. Our focused range, high-volume sales and disciplined execution enable us to respond quickly to changing conditions, while maintaining a clear and consistent value proposition for our customers.

The external environment directly shapes how we operate. These trends inform our strategy, influence our decisions and reinforce the relevance of our model in the markets we serve.

The sections that follow set out the key trends shaping our operating environment and how these continue to influence our business and our strategic priorities.



Trend 1

Serving communities under pressure

Boxer serves communities facing significant economic strain, with limited financial resilience and many households not earning a living wage. More than 25 million South Africans rely on social grants (approximately 40% of the population), while unemployment remains structurally high at around 33%, constraining income and limiting the ability to absorb rising living costs.

For many households, this translates into difficult, everyday trade-offs between food, transport, education, healthcare and other essential needs. These decisions are not occasional, but continuous, shaping how often customers shop, what they buy and, increasingly, what they are forced to go without. Lower prices cannot mean lower quality, particularly in essential grocery categories where customers cannot afford the risk of poor product performance or waste.

Within this reality, food remains one of the largest components of household spend, with a large share of monthly income directed towards basic groceries. Affordability is therefore not only a matter of value, but of access – directly influencing nutrition, well-being and dignity.

Boxer operates at the centre of these communities, where our stores play a broader role beyond retail. Customers often collect and spend their social grants in our stores, and our presence supports local employment and economic activity. In this context, access to affordable food is not only a commercial imperative but a societal one, with food security remaining a real and persistent challenge.

Why this matters for Boxer

Customers are highly price-sensitive and prioritise essential spend, consistently choosing retailers and brands they trust to deliver reliable value without compromising on quality. In this environment, affordability alone is not enough – customers need confidence that the products they purchase will meet expectations every time. Affordability directly influences not only basket size and product choice, but also access to adequate nutrition.

Our response

- Maintain price leadership across core categories, ensuring essential food remains accessible
- Focus range on essential, high-turn products that meet basic nutritional needs
- Drive volume through targeted promotions, combo deals and private label
- Reinforce price perception through consistent in-store execution
- Support food security through targeted community partnerships and hunger relief initiatives
- Create local employment opportunities through store expansion and community-based hiring

Boxer continues to prioritise affordability through disciplined pricing, with internal selling price deflation of -1.2% remaining well controlled over the year relative to external food inflation of 4.4%. This reflects our commitment to absorbing cost pressures wherever possible before they reach the customer.

Strategic priority:

Enabled by:

Innovation | Value for money | High volume | High efficiency | Continued expansion

Trend 2

Competing in a growing value market

The South African grocery retail market remains highly competitive, with the value segment continuing to gain relevance as customers seek affordability, convenience and reliability. Compared to more developed grocery markets, South Africa's formal discount grocery segment remains underpenetrated, creating meaningful runway for retailers that can deliver value at scale while maintaining availability, quality and service. This reflects a market where growth is increasingly driven by value-led formats.

Competition is shaped by both formal and informal retail channels, each playing a distinct role in the communities we serve. Informal traders provide proximity, convenience and the ability for customers to buy in smaller quantities according to what they can afford on the day. Formal retailers compete through a broader range, consistent pricing, product availability and the efficiencies that come from scale. Customers move easily between these channels, choosing where to shop based on need, affordability, trust and access. During periods of increased economic pressure, value-focused retailers such as Boxer become increasingly relevant to customers seeking better prices and stronger value across their grocery spend. Conversely, as economic conditions improve, spend can gradually shift from informal channels into formal retail, broadening Boxer's market.

In this environment, success depends on more than low prices alone. Customers notice small differences in shelf prices, pack sizes, availability and service. Retailers that combine competitive pricing, high-volume sales and disciplined execution are best positioned to grow.

Boxer's operating model is well aligned to this market. We know our customers well and have built a model designed around their needs: a focused range, strong price perception, high sales velocity, efficient operations and stores located close to the communities we serve. These dynamics play to Boxer's strengths and support our ability to compete effectively across both formal and informal retail channels.

Why this matters for Boxer

The market remains competitive, but the underlying dynamics favour retailers that can deliver value at scale, with consistent execution and proximity to the customer.

Our response

- Expand our store footprint in under-served and high-growth communities
- Use our scale, buying power and high sales velocity to deliver better value
- Maintain a focused range that drives affordability, availability and convenience
- Offer relevant pack sizes, combination deals and promotions that reflect customers' cash flow realities
- Execute consistently at store level, with strong availability, merchandising and service
- Compete across formal and informal channels through price, proximity, trust and reliability

Boxer continues to gain market share through strong volume growth, disciplined execution and a growing store base, with new stores performing well and contributing to increased scale. This reinforces our ability to convert market opportunity into sustainable growth.

Strategic priority:



Enabled by:



Trend 3

Operating efficiently in a high-cost environment

Operating costs across the South African retail environment remain elevated, driven by a combination of global and local factors. Increases in fuel prices continue to raise the cost of transporting goods to distribution centres and stores, while utility, rates and security costs remain a significant part of the operating base.

These pressures are compounded by real, on-the-ground challenges. Disruptions at ports and constraints in road infrastructure can delay product movement and increase distribution costs. At the same time, variability in agricultural supply can affect the availability and cost of key food items.

For retailers, this is a daily operational reality. The cost of sourcing, moving and getting products onto shelves continues to rise, while customers remain highly sensitive to price. Passing these increases directly onto customers is not always possible, requiring retailers to absorb costs or find efficiencies elsewhere in the business.

Boxer's model is designed for this environment. Our focus on a targeted range of high-volume products, efficient operations and disciplined cost management allows us to move product quickly, reduce complexity and limit unnecessary costs in the system. This enables us to maintain affordability while continuing to deliver reliable product availability in-store.

Why this matters for Boxer

Operating efficiently is critical to maintaining affordability for customers, while ensuring the business remains resilient and able to deliver consistent product availability.

Our response

- Drive cost discipline across the business, with ongoing focus on efficiency
- Maintain a targeted, high-volume product range to simplify operations
- Optimise our supply chain to manage fuel and transport costs effectively
- Leverage scale and sales velocity to improve cost absorption and efficiency
- Invest in operational resilience to manage infrastructure and supply constraints
- Make disciplined pricing decisions, balancing affordability with sustainable margins

Boxer continues to manage cost pressures through disciplined execution and a highly efficient operating model, maintaining stable trading margins while continuing to invest in growth. This reflects our ability to operate effectively in a demanding cost environment.

Strategic priority:



Enabled by:



 Innovation

 Value for money

 High volume

 High efficiency

 Continued expansion

Trend 4

Adapting and innovating in a more digital retail environment

Digital tools and platforms are increasingly shaping how customers access services, make payments and engage with retailers. The use of mobile devices, digital payments and electronic vouchers is expanding across all income segments, improving convenience and access within the communities we serve.

For Boxer, digital innovation is focused on practical improvements that support how our customers shop and access services. This includes the continued growth of Boxer Rewards Club, the use of digital vouchers and promotions, and the expansion of alternative payment methods. Our stores also provide access to a range of financial and value-added services at till, including the ability to send and receive money, purchase prepaid products and access essential services within the community, often in a single visit.

Digital capability is also becoming increasingly embedded within our own operations. The use of data, systems and automation supports more efficient processes, improves demand planning and reduces duplication of effort across the business. This allows us to operate more effectively while maintaining a simple and consistent in-store experience.

As the use of these digital services increases, so does the importance of system reliability, data privacy and security. Maintaining customer trust requires disciplined management of these risks, supported by appropriate controls and ongoing investment in systems and processes.

Boxer's approach remains measured and focused. We prioritise digital initiatives that are relevant to our customers, enhance convenience, support value delivery, and strengthens operational efficiency across the business.

Why this matters for Boxer

Effective use of digital tools and data improves customer convenience and access to services, while supporting operational efficiency and strengthening long-term customer relationships.

Our response

- Grow our Boxer Rewards Club loyalty programme and expand customer participation
- Provide accessible financial and value-added services through our store network
- Expand digital payment options, vouchers and promotions to improve convenience
- Use data and systems, including our new B-Inside supplier portal, to improve ranging, demand planning, availability and efficiency
- Invest in automation and process improvements to simplify operations
- Maintain strong controls to protect system integrity, data privacy and customer trust

Boxer continues to invest in digital and innovation in a practical, disciplined way, focusing on initiatives that enhance customer experience and improve efficiency. This supports our ability to evolve with changing customer needs while strengthening our core operating model.

Strategic priority:

Enabled by:



Innovation | Value for money | High volume | High efficiency | Continued expansion

Managing our **RISKS AND OPPORTUNITIES**

Boxer operates in a dynamic and highly competitive retail environment, where consistent execution is critical to delivering value to our customers.

Risk management is embedded in how we run the business every day, from store-level decisions to strategic oversight at executive and Board level, ensuring that risks are actively managed in support of our strategy and long-term value creation.

As a newly listed business, we have continued to strengthen our risk management and assurance capabilities in a measured and practical way. Our focus has been on embedding clear accountability, improving visibility of key risks and ensuring that our frameworks support the business in making timely, informed decisions, without introducing unnecessary complexity or cost.

In our operating environment, any small gaps in execution, whether in pricing, availability, systems or service, can have an immediate impact on our performance. Managing these risks effectively requires strong ownership across the business, supported by clear processes, timely information and disciplined follow-through to protect margins, sustain growth and maintain customer trust.

Our enterprise risk management framework governs how risk is managed across Boxer, integrating our enterprise risk management processes, defined accountabilities and governance oversight. It reflects a practical approach that supports reliable day-to-day execution, informed decision-making and sustainable growth.

Boxer risk management framework

Our enterprise risk management (ERM) framework sets out a disciplined process, clear accountabilities and strong oversight to help us manage uncertainty, seize opportunities and deliver sustainable value for our stakeholders.

Our Enterprise Risk Management Framework

Identify

We identify risks and opportunities that could affect our ability to achieve our objectives.

- Operational
- Financial
- Compliance
- Strategic
- External environment

Assess

We assess risks through robust interaction with all risk owners to determine the inherent risk rating.

- Quantitative impact
- Qualitative impact
- Likelihood

Respond

We respond to significant risks by implementing controls and mitigation plans.

- Controls
- Mitigation actions
- Risk treatment plans
- Ownership and accountability

Monitor

We monitor and review our risks and the effectiveness of our responses.

- Key risk indicators
- Reporting
- Escalation
- Continuous review

Three lines of defence – Roles and responsibilities across our framework

Line 1

Risk and control owners

Stores, distribution centres and support functions own and manage risk daily. They identify, assess, respond to and monitor risks within their areas of accountability.

Line 2

Risk and compliance

We establish frameworks, policies and standards, monitor key risks, and provide oversight, guidance and challenge to support effective risk management.

Line 3

Independent assurance

They provide independent and objective assurance on the effectiveness of governance, risk management and internal controls.

Governance oversight

Board

Provides overall oversight of risk management and the Group's risk appetite.

Audit, Risk and Compliance Committee

Assists the Board in oversight of the Group's material risks, risk management, combined assurance and internal control environment.

Executive management

Manages material risks and ensures effective implementation of risk responses, supported by regular risk workshops and risk registers aligned with current trading conditions and strategic priorities.

Effective risk management enables us to deliver value

Consistent execution
We reduce disruption and improve reliability across our operations.

Protection of price leadership
We safeguard our cost position and margins to maintain unbeatable value.

Sustainable growth
We build resilience, seize opportunities and create long-term stakeholder value.

Risk management is everyone's responsibility. We embed a strong risk culture through awareness, training and open communication.

Integrated risk management and accountability

Risk management at Boxer is structured, integrated and operationally focused, forming part of day-to-day activities across stores, distribution centres and support functions. Risks are identified, assessed and managed within the business, with accountability embedded through the three lines of the defence model.

Operational teams are responsible for managing risks within their areas, supported by risk and compliance functions that provide oversight and challenge, and internal audit, which delivers independent assurance on the effectiveness of controls.

Oversight is provided by the Audit, Risk and Compliance Committee, which supports the Board in ensuring that key risks are appropriately identified, monitored and addressed. Regular engagement with management and assurance providers ensures that risk management remains relevant as the business continues to grow.

Risk workshops are conducted regularly with executives and business units to review key and emerging risks and to update risk registers in line with current trading conditions and strategic priorities. This ensures that risk management remains current, aligned with business priorities and responsive in a changing environment, while supporting consistent execution, protecting value and enabling long-term growth.

Assessing and prioritising material risks and opportunities

Material risks and opportunities are identified and prioritised through a structured process that considers strategic, financial, operational, regulatory, reputational and ESG factors.

This process ensures that management focus remains on the areas with the greatest potential impact on performance and long-term value creation, supporting the prioritisation of resources, capital allocation and management attention, and informs both risk management actions and strategic decision-making.

Strengthening and maturing the control environment

During the year, focus remained on embedding risk management more consistently across the business and aligning processes with Boxer's growth and store expansion.

Key focus areas included refining the combined assurance framework, enhancing risk reporting, conducting targeted reviews of key risk areas and reinforcing consistent application across the business through workshops and training.

These initiatives have strengthened the consistency of risk management practices, improved visibility into key risks and enhanced the overall control environment, supporting more consistent operational execution across the business.

Monitoring, assurance and risk transfer

The effectiveness of risk management is monitored through structured risk workshops, control assessments and ongoing review of risk registers. These processes confirmed that the Group's principal risks remain appropriate, that mitigation strategies align with the Group's risk appetite, and that the overall control environment is operating as intended.

No material control deficiencies were identified during the year and management remains satisfied that key controls are appropriately designed and consistently applied across the business. The outcomes of these activities inform the combined assurance plan and support the ongoing refinement of controls as the business evolves.

Insurance remains an important risk transfer mechanism within the Group's overall risk strategy. The insurance portfolio is actively managed to ensure appropriate and cost-effective cover, supporting business continuity in the event of significant incidents.

Risk and governance alignment with Pick n Pay

Boxer operates as an independent listed entity, with its own governance and risk management structures, while maintaining overall alignment with the governance framework of its controlling shareholder, Pick n Pay Stores Limited (the Pick n Pay Group). Boxer has adopted the Pick n Pay Group's risk management framework, including enterprise risk management, combined assurance and risk appetite principles.

Risk matters that have a material impact on the Pick n Pay Group are incorporated into its risk reporting processes, with ongoing engagement between the respective Audit, Risk and Compliance Committees to ensure appropriate oversight and alignment, while maintaining clear accountability for risk management within Boxer.

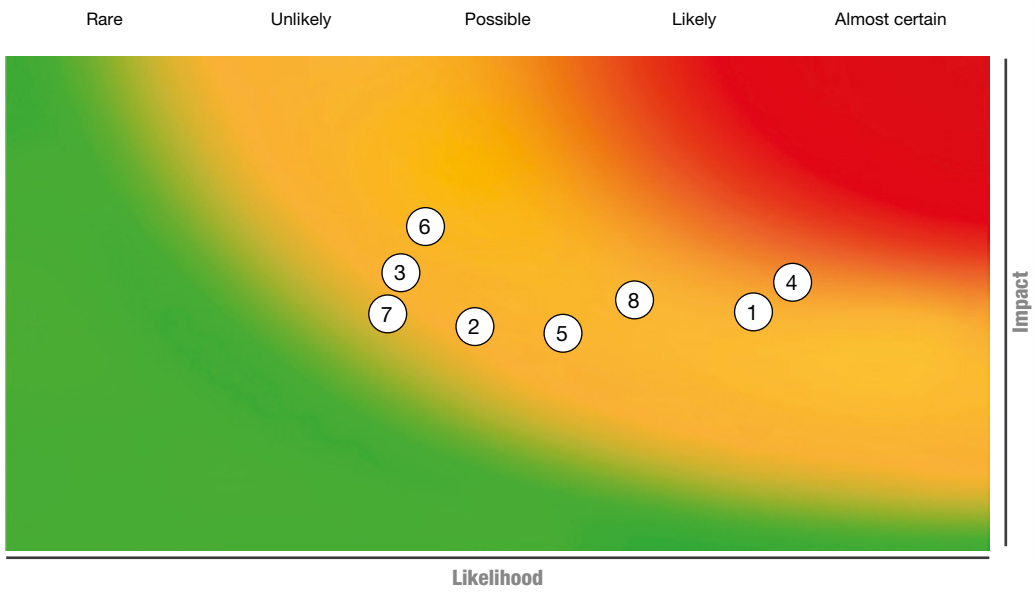


Our principal risks and opportunities

The Group's principal risks and opportunities remain largely consistent with the prior year and continue to reflect the key factors that may impact Boxer's ability to deliver on its strategy and sustain long-term value creation. These risks are aligned with our operating model and the realities of the markets and communities in which we operate, and have been assessed through our structured risk management process.

While the overall risk profile remains stable, certain risks have increased due to the current operating environment. These movements are primarily linked to ongoing macro-economic pressures, supply chain volatility and increased competitive intensity, and remain areas of focused management attention.

Residual risk represents the exposure that remains after applying the internal controls currently in place. The heatmap below provides a consolidated view of the Group's principal residual risks, reflecting their relative significance based on assessed likelihood and impact. A clear understanding of residual risk supports our ability to prioritise and manage risks effectively and to minimise any potential negative impact on value creation.



Top risks:

1 Threats of social unrest
2 Estate expansion delays
3 Supply chain and logistics disruptions
4 Cyber and information security
5 Legislation and regulatory compliance
6 Product quality assurance
7 Talent attraction and retention
8 Consumer disposable income pressure

Detailed commentary on each principal risk, including key drivers, potential impacts, mitigation actions and associated opportunities to strengthen the business and support sustainable growth, is provided in the sections that follow.



Principal risks and opportunities

The following risks and opportunities reflect the most material factors impacting Boxer's ability to deliver consistent value and sustain growth.

1. *Threats of social unrest*

Risk owner	Board committee oversight	Strategic priority	Key capitals impacted
Head of Operations	Audit, Risk and Compliance Social, Ethics and Transformation	Value for money	Financial capital; Manufactured capital; Social and relationship capital

Risk context	Risk to value creation	Risk mitigations	Opportunities to create value
Civil unrest, community protests and strike action remain a structural risk in certain operating regions, driven by socio-economic pressures, political instability and ongoing service delivery constraints. Deterioration in community infrastructure, together with rising costs of basic services, may increase the frequency of localised protests. While typically contained, these events can escalate and disrupt normal trading conditions. These dynamics may also contribute to a tightening insurance market, resulting in higher premiums and/or reduced availability of cover.	• Lost sales due to store closures, reduced trading hours and constrained customer access • Damage to stores and other physical assets, and related repair costs • Increased security and insurance costs • Disruption to supply chain and product availability • Risks to employee and customer safety, well-being and retention in high-risk areas These factors may impact short-term earnings and the Group's ability to sustain growth in affected regions.	• Skilled internal and external security teams monitor for potential threats and incidents • Physical security measures in place to protect stores, assets and cash handling • Established business continuity plans to maintain operations during disruption • Scenario planning and defined response protocols for high-risk areas • Ongoing engagement with community structures, local authorities and law enforcement • Appropriate insurance cover maintained for property damage and business interruption These measures help the Group anticipate, respond to and manage disruptions, helping stores stay open and trading.	• Building stronger relationships with local community leaders and stakeholders to reduce disruption risk • Improving early warning and response at store level in higher-risk areas • Using local risk experience to inform where and how new stores are opened • Keeping stores open and trading in affected areas, supporting customer trust and repeat footfall

Inherent Risk	Residual Risk	Trend	Forward-looking focus
H High Risk	M Medium Risk	Stable	The risk remains stable, with continued focus on early detection and rapid response to minimise operational disruption

2. Estate expansion delays

Risk owner	Board committee oversight	Strategic priority	Key capitals impacted
Head of Store Development	Audit, Risk and Compliance	Continued expansion	Financial capital; Manufactured capital; Human capital

Risk context	Risk to value creation	Risk mitigations	Opportunities to create value
Boxer's growth strategy is underpinned by expansion into under-served communities, supported by a disciplined site selection and investment approach. The ability to secure suitable sites on acceptable commercial terms, within required timeframes, is critical to delivering this strategy. This is influenced by factors including the availability of appropriate retail space, competition for high-quality sites, regulatory and municipal approval processes, and infrastructure readiness in targeted areas.	• Delays in executing the store expansion pipeline, impacting revenue growth and market share gains • Reduced returns on invested capital where site development timelines extend or cost assumptions change • Sub-optimal capital allocation where opportunities are deferred or not realised within expected timeframes • Missed opportunities to establish early presence in high-potential or under-served markets These factors may impact the Group's ability to open stores on time and achieve expected returns.	• A forward-looking three-year site pipeline is maintained and actively refined • Ongoing engagement with landlords, developers and key stakeholders to support early identification and prioritisation of sites • Detailed feasibility assessments for all potential sites, including location, demand and expected returns • Disciplined capital allocation frameworks applied to all expansion decisions • Active monitoring of pipeline execution and development timelines These measures support a clear and disciplined approach to expansion, balancing growth with execution and capital efficiency.	• Securing sites earlier in the pipeline through closer engagement with landlords and developers • Using location data and store performance insights to choose better sites • Opening stores sooner in under-served areas to build early customer loyalty • Prioritising sites with stronger returns and faster payback

Inherent Risk	Residual Risk	Trend	Forward-looking focus
H High Risk	M Medium Risk	Stable	The outlook remains stable, with continued focus on improving pipeline visibility and execution consistency.

3. Supply chain and logistics disruptions

Risk owner	Board committee oversight	Strategic priority	Key capitals impacted
Head of Supply Chain	Audit, Risk and Compliance	Innovation	Financial capital; Manufactured capital; Social and relationship capital

Risk context

Boxer's operating model relies on a consistent and efficient supply chain, supported by its distribution centres and third-party cold storage and logistics partners.

Key risks include fire, social unrest and labour disputes affecting supply chain operations, as well as disruptions at third-party service providers. In addition, fuel price volatility remains a key risk, with recent geopolitical developments in the Middle East increasing pressure both on fuel costs and availability. This has a direct impact on the cost and ability to service stores reliably, across a geographically dispersed network.

Risk to value creation

- Damage to distribution infrastructure and associated repair costs
- Disruption to store operations where supply is interrupted
- Higher fuel and distribution costs, reducing margins
- Delays in servicing stores, affecting day-to-day trading
- Lower on-shelf availability and increased out-of-stocks, impacting sales

These factors may impact the Group's ability to keep stores fully stocked, operate efficiently and maintain low prices for customers.

Risk mitigations

- Fire detection and suppression systems in place across all distribution centres
- Insurance cover maintained for property damage and business interruption
- Internal and external security teams monitor potential threats and incidents
- A decentralised distribution network supports continuity of supply
- Business continuity plans in place to manage disruption scenarios
- Onsite fuel storage at key distribution centres to manage short-term fuel volatility
- Ongoing monitoring of fuel pricing, with delivery schedules adjusted to manage cost impact

These measures help maintain continuity of supply across the store network.

Opportunities to create value

- Increasing use of decentralised distribution to reroute deliveries and maintain supply where disruptions occur
- Improving route planning and delivery scheduling to reduce fuel usage and manage cost pressures more effectively
- Improving coordination between distribution centres and stores to prioritise high-demand and essential stock
- Keeping key products in stock, even during disruptions, reinforcing Boxer's value proposition in times of disruption

Inherent Risk	Residual Risk	Trend	Forward-looking focus
H High Risk	M Medium Risk	Stable, but trending up	While the overall risk remains well managed, it is trending upwards due to ongoing uncertainty in the Middle East, with potential for higher fuel prices and supply disruption. Our focus remains on managing operating costs and maintaining reliable supply to stores.

4. Cyber and information security

Risk owner	Board committee oversight	Strategic priority	Key capitals impacted
Head of Information Technology	Audit, Risk and Compliance	Innovation	Financial capital; Intellectual capital; Social and relationship capital

Risk context

Boxer relies on its systems to run its stores and supply chain, process transactions and support customer services such as loyalty and digital payments.

Cyber attacks, including phishing, social engineering and ransomware, are increasing in number and sophistication. As more transactions and customer interactions move through these systems, the exposure to these risks increases. A successful attack could result in unauthorised access to systems or data, or system lock-out.

Risk to value creation

- Store systems unavailable, slowing or stopping trade at till points
- Card payments, loyalty and other customer transactions disrupted
- Loss or compromise of customer or business data
- Financial losses from fraud, ransom demands or system recovery
- Damage to customer trust where systems or transactions are affected

These factors may interrupt trading, affect customer transactions at store level and reduce trust in Boxer's systems.

Risk mitigations

- Multi-factor authentication and strict access controls across critical systems
- Regular system checks and patching to fix known weaknesses
- Continuous monitoring to detect unusual system activity
- Partnerships with cybersecurity providers to support detection and response
- Incident response plans in place to restore systems quickly
- Ongoing staff awareness training to reduce phishing and social engineering risks
- Cyber insurance cover maintained

These measures reduce the risk of unauthorised access and support the quick recovery of systems where incidents occur.

Opportunities to create value

- Supporting the roll-out of loyalty and digital payment services by ensuring systems are reliable and secure
- Reducing fraud and losses through tighter access controls and monitoring
- Minimising downtime at stores by improving system stability and response times
- Maintaining customer confidence in how their data and transactions are handled

Inherent Risk	Residual Risk	Trend	Forward-looking focus
H High Risk	M Medium Risk	Stable, but trending up	The risk remains well managed, although is trending upward due to the increasing frequency and sophistication of cyber threats. The focus remains on strengthening resilience, detection and response capabilities.

5. Legislation and regulatory compliance

Risk owner	Board committee oversight	Strategic priority	Key capitals impacted
Head of Compliance	Audit, Risk and Compliance Remuneration Social, Ethics and Transformation Nominations and Corporate Governance	Value for money	Financial capital Manufactured capital

Risk context	Risk to value creation	Risk mitigations	Opportunities to create value
Boxer operates in a highly regulated environment, with requirements across areas such as food safety, employment practices, occupational health and safety, consumer privacy, tax and JSE listing obligations. The move to a listed environment has increased regulatory oversight and reporting requirements. Changes in legislation, together with the need to apply these consistently across a large store network, increase the risk of non-compliance.	• Fines, penalties or legal costs arising from non-compliance • Temporary store closures or operational restrictions where requirements are not met • Injury to employees or customers where health and safety standards are not maintained • Disruption to store operations due to non-compliant processes or practices • Reputational damage impacting customer and stakeholder trust • Additional costs to address and remediate compliance failures These factors may disrupt store operations, expose the business to harm-related incidents and increase costs, impacting Boxer's ability to operate safely and consistently.	• Dedicated compliance and legal teams oversee adherence to applicable laws and regulations, led by an experienced Head of Compliance • Internal self-assessments conducted across stores and support functions to monitor compliance • Internal audit reviews key compliance areas, including food safety and occupational health and safety • Use of external specialists to assess compliance in high-risk areas such as food safety and OHS • Ongoing monitoring of regulatory changes, with updates communicated to relevant teams • Regular engagement with regulators and industry bodies on requirements and implementation These measures support consistent compliance across the business and early identification and resolution of compliance risks.	• Improving consistency in how stores operate, reducing operational issues • Building trust with customers, regulators and other stakeholders through reliable compliance • Identifying and fixing issues early, reducing the cost and impact of non-compliance • Ensuring new stores are compliant from opening, avoiding delays and disruption

Inherent Risk	Residual Risk	Trend	Forward-looking focus
H High Risk	M Medium Risk	Stable	The risk remains stable, with continued focus on strengthening health and safety standards and maintaining consistent legislative compliance as the business grows.

6. Product quality assurance

Risk owner	Board committee oversight	Strategic priority	Key capitals impacted
Head of Food Safety	Audit, Risk and Compliance Social, Ethics and Transformation	High volume	Financial capital Social and relationship capital

Risk context	Risk to value creation	Risk mitigations	Opportunities to create value
Boxer sells a large volume of food and grocery products, including fresh and in-house prepared items. Product quality and food safety depend on how products are sourced, handled, stored and sold across the supply chain and in stores. Breakdowns at any point, from supplier practices, quality control within the Boxer meat factory, to in-store handling, may result in unsafe or poor-quality products reaching customers.	• Sale of unsafe or poor-quality products to customers • Customer illness or harm resulting from food safety failures • Product recalls and associated costs • Loss of customer trust and damage to the Boxer brand • Disruption to store operations where affected products are removed These factors may impact customer safety, reduce sales and damage trust in Boxer's product offering.	• Supplier approval processes in place to ensure products meet required quality and safety standards • Dedicated teams in the Boxer meat factory and private label operations oversee product quality and compliance • Independent external specialists conduct regular inspections, testing and reporting on product quality and food safety • In-store checks and controls to ensure correct handling, storage and display of products • Ongoing monitoring and escalation of product quality issues across the business These measures support consistent product quality and reduce the risk of unsafe products reaching customers.	• Maintaining consistent product quality, supporting customer confidence and repeat purchases • Strengthening in-house quality control in key categories such as meat and private label products • Identifying and addressing product issues early, reducing the need for recalls and write-offs • Building trust in Boxer's product offering, particularly in fresh and value-led categories

Inherent Risk	Residual Risk	Trend	Forward-looking focus
H High Risk	M Medium Risk	Stable	The risk remains stable, with continued focus on maintaining food safety standards and consistent product quality across stores.

7. Talent attraction and retention

Risk owner	Board committee oversight	Strategic priority	Key capitals impacted
Head of Human Resources	Audit, Risk and Compliance Remuneration	Innovation	Financial capital Intellectual capital Human capital

Risk context

Boxer operates in a highly competitive retail environment where a skilled and stable workforce is critical to running stores, distribution centres and support functions effectively.

As the business grows, the demand for experienced employees has increased. At the same time, competition for experienced employees has intensified, particularly in store management and specialist roles such as IT, finance and compliance. This increases the risk of losing experienced employees and makes it more difficult to attract and retain key talent.

Risk to value creation

- Loss of experienced employees to competitors, impacting store operations and support functions
- Skills gaps in key areas, affecting execution and decision-making
- Increased recruitment and training costs
- Disruption to store and distribution operations due to staff turnover
- Reduced productivity and service levels where roles are not filled or experience is lost

These factors may impact the Group's ability to operate efficiently, maintain service levels and support continued growth

Risk mitigations

- Succession planning in place for key roles across the business
- Dedicated teams focused on talent attraction and retention
- Short- and long-term incentive schemes to retain key employees
- Ongoing recruitment to support store roll-out and business growth
- Training and development programmes to build internal capability
- Recognition of performance through formal and informal reward structures

These measures support the attraction, development and retention of employees across the business.

Opportunities to create value

- Developing and promoting employees internally, building experience within the business
- Strengthening store and operational teams to support consistent execution
- Retaining key skills in specialist areas such as IT, digital data analysts and finance
- Keeping experienced teams in stores, supporting better service and performance

Inherent Risk	Residual Risk	Trend	Forward-looking focus
H High Risk	M Medium Risk	Stable	Competition for experienced staff is expected to remain high, with continued focus on retaining key people and building internal capability to support growth.

8. Consumer disposable income pressure

Risk owner	Board committee oversight	Strategic priority	Key capitals impacted
Head of Commercial	Audit, Risk and Compliance Social, Ethics and Transformation	Value for money	Financial capital; Intellectual capital; Social and relationship capital; Human capital

Risk context	Risk to value creation	Risk mitigations	Opportunities to create value
Customers continue to face pressure on household incomes due to rising living costs, high levels of unemployment and limited income growth. Recent increases in fuel prices are adding further pressure, particularly for lower-income customers, where transport and food costs make up a larger share of spend. This is expected to increase pressure on disposable income and spending on everyday items.	• Reduced customer spend and smaller basket sizes • Increased sensitivity to price changes, impacting volumes • Pressure on margins where prices are reduced to remain competitive • Shifts in product mix towards lower-priced and bulk items • Increased competition for value-focused customers These factors may impact sales growth, put pressure on margins and increase the need to remain highly price competitive.	• Maintaining a low-cost operating model to support competitive pricing • Ongoing focus on cost control across the business • Expansion of private label ranges to provide lower-priced alternatives • Strong focus on price positioning in key categories • Continuous monitoring of customer behaviour and spending patterns These measures support Boxer's ability to offer value and remain relevant to customers under pressure.	• Increasing footfall as demand for value-driven retail grows • Expanding private label ranges to meet demand for affordable options • Strengthening Boxer's position as a low-price retailer in key communities

Inherent Risk	Residual Risk	Trend	Forward-looking focus
H High Risk	M Medium Risk	Stable, but trending up	We expect greater pressure on customers, particularly from rising fuel and living costs, with continued focused on maintaining low prices and delivering greater value.

Looking forward – emerging risks and opportunities

We expect economic conditions to become more difficult in the short to medium term. The war in the Middle East has had a significant impact on the cost of fuel, with ripple effects across global supply chains. This unpredictability makes planning more difficult and increases the risk of disruption across sourcing and distribution networks.

Locally, higher fuel costs will place pressure on already stretched household budgets, particularly in the vulnerable communities we serve. Customers are shopping more carefully, with a strong focus on combination deals and the lowest prices for essential items. We expect this trend to continue, with demand for low prices on staple foods increasing, and competition across the sector becoming more intense. In this environment, small gaps in price, availability or execution can quickly result in lost sales. Boxer is well positioned to attract customers seeking consistent value and to grow share through disciplined execution.

We remain focused on what we can control. We continue to manage costs tightly and drive efficiency to protect our price leadership. Our promotions are deliberate and focused on key products, while our Boxer Rewards Club delivers relevant and targeted support to customers where it matters most.

As Boxer continues to grow and invest in digital and data capability, our exposure to cyber risk increases. Cyber threats continue to grow in number and sophistication. Maintaining stable, secure and resilient systems is essential to support trading, protect customer information and sustain stakeholder trust – while also creating opportunities to better understand customer behaviour and deliver more targeted value.

Environmental and social pressures are also becoming more pronounced. Climate volatility, including extreme weather events, together with infrastructure constraints and inconsistent service delivery, may impact store operations, supply chains and product availability. These conditions, combined with ongoing pressure on food security, increase the risk of social unrest in certain areas. At the same time, expectations around responsible sourcing, employment practices and compliance with evolving sustainability-related legislation continue to grow. Managing these risks in a practical and consistent way is key to maintaining our licence to operate and the trust of our customers and communities.

Despite these challenges, the environment also creates opportunities for Boxer to strengthen its position as a value leader. Through disciplined execution, cost control and operational efficiency, we will continue to deliver unbeatable value to our customers and communities.

In a more uncertain and volatile environment, effective risk management is critical to supporting consistent execution and protecting value. We will continue to strengthen our risk and compliance capabilities through:

- Robust risk and compliance policies and frameworks that support clear and consistent decision-making
- Enhancing our culture of risk awareness across stores, distribution centres and support functions
- Driving a practical, day-to-day approach to risk management, focused on early identification and response to emerging risks



Our approach to STAKEHOLDER ENGAGEMENT

Stakeholder engagement is a fundamental part of how Boxer operates and grows. It helps us stay close to the needs and expectations of our customers, our people, our suppliers and the communities we serve, and to respond in a way that is practical and sustainable.

In the current environment, where affordability, availability of essential products and the practical realities of everyday shopping remain key considerations, understanding stakeholder priorities is essential. We use these insights to inform decisions across the business, from day-to-day operations through to longer-term strategic planning.

The types of decisions that stakeholder engagement informs at Boxer

- Store roll-out and location strategy
- Product range and pricing decisions
- Supplier partnerships and supply chain efficiency
- Value-added services
- Investment in people and systems capability
- Risk management and operational priorities
- Investment in communities

Our process

Identify

Which stakeholders matter the most to our business

Listen

Ongoing engagements across our operations

Understand

Key stakeholder priorities and concerns

Respond

Actions taken and decisions made

Balance and adapt

Managing trade-offs over time

In the pages that follow, we outline the stakeholder groups that are most important to Boxer's continued growth and sustainability. For each group, we explain how we engage, what matters most to them and how we respond. While views and priorities may differ across stakeholder groups, the themes reflected here represent the key issues that inform our decisions and shape our relationships.

How we engage and respond

Our approach is simple and straightforward. We engage with stakeholders through structured processes and ongoing interaction across our operations, enabling us to identify and prioritise the matters that have the greatest impact on the business and on those we serve. We listen carefully and respond in a way that is balanced, ethical and commercially responsible.

Accountability and oversight

Accountability for stakeholder engagement sits with management across the business, with input and feedback flowing from stores, distribution centres and support functions into decision-making processes. Oversight is provided by the Board and its committees, which monitor how stakeholder matters are considered and addressed as part of the Group's governance and risk management processes.

Balancing stakeholder needs

Trade-offs that arise between stakeholder needs are considered as part of our decision-making processes to support sustainable outcomes over time.

As Boxer continues to expand, we are placing greater emphasis on ensuring that our governance, systems and risk management processes evolve alongside the business. This supports consistent execution across our operations and strengthens our ability to manage risk while pursuing growth. Stakeholder engagement is embedded in how we run Boxer. It shapes how we make decisions, allocate resources and deliver value over time.

How we prioritise our stakeholders

We identify our stakeholders based on the extent to which they impact our business, and how our activities affect them. This includes our customers, our people, our suppliers, our communities, our shareholders and investors, and regulators. We prioritise our engagement based on what matters most to the business and to our stakeholders. This is informed by our understanding of material matters, including those that influence our strategy, our ability to operate effectively and our long-term value creation.

Customers

Why our customers matter to our business

Our customers are central to how we grow the business and sustain performance over time. In the current environment, we are particularly mindful of the pressure many households face and the importance of delivering consistent, everyday value. Maintaining relevance and trust with our customers is critical to driving volume growth and supporting long-term sustainability.

What matters most to our customers

- Affordable prices and overall value
- Availability of essential products
- Safe, good quality food
- A convenient, safe and secure shopping experience
- Consistency in execution and customer service across stores
- Being part of and responsive to the communities we serve

How we respond and what this has delivered

We engage with our customers every day through our stores, feedback channels and insights from the Boxer Rewards Club. This keeps us close to customer needs and enables us to respond in a practical and timely way. We remain focused on delivering great value, while refining our product offering and expanding our store network into areas where access to affordable food is most needed. In a low inflation environment, this requires careful management of margins and costs to ensure value is passed on to customers in a meaningful way.

During FY26 this was reflected in:

- Sustained customer demand and strong like-for-like volume growth
- Growth of the Boxer Rewards Club, strengthening customer insights
- Refinement of product ranges, including the expansion of private label
- Expansion of the store footprint, improving accessibility and convenience

Focus areas going forward

- Maintaining customer value while managing cost pressures
- Improving product availability and consistency of execution
- Strengthening customer insight to enhance relevance and value
- Maintaining high standards of product quality, food safety and in-store experience

Employees

Why our employees matter to our business

Our people are central to how we operate and serve our customers every day. Boxer employs more than 35 000 people across South Africa and Eswatini, with 90% of our store employees recruited from the communities in which we operate, contributing to local economic development and job creation. The energy, commitment and resilience of our teams are key differentiators for the business. Maintaining this culture, while continuing to grow, is critical to sustaining operational performance and delivering long-term value.

What matters most to our employees

- Fair and competitive remuneration
- Job security and stable working conditions
- Opportunities for growth, development and promotion
- A respectful, inclusive and supportive working environment
- Clear roles, accountability and consistent leadership
- Open and regular communication

How we respond and what this has delivered

We engage with our employees daily through our stores, structured communication channels and formal engagement processes. This keeps teams aligned and enables us to respond in a practical and consistent way. Our approach is grounded in fairness, performance and sustainability, with a focus on equitable remuneration, opportunity and building a strong internal talent pipeline. We maintain a streamlined operating structure with clear accountability, supported by performance-linked incentives aligned with the Group's strategic objectives. As the business grows, we continue to invest in developing our people and maintaining a stable labour environment.

During FY26 this was reflected in:

The creation of **3 400** new jobs, supporting growth and employment in our communities

- **3 947** internal promotions and **10 597** training and development interventions
- Ongoing investment in leadership skills and capability
- The extension of share-based incentives to selected middle management, supporting our transformation and succession plans

Focus areas going forward

- Building leadership and succession depth to support future leadership transitions
- Maintaining fair and equitable remuneration while managing employee cost growth
- Advancing transformation and pay equity across the organisation
- Maintaining a stable and productive workforce as the business continues to scale



Suppliers

Why our suppliers matter to our business

Our suppliers are critical to our ability to deliver consistent value to our customers. Boxer partners with a broad base of suppliers, balancing large national suppliers with smaller, developing and community-based businesses. These relationships support product availability, pricing discipline and supply chain resilience, while also contributing to local economic participation and food security.

What matters most to our suppliers

- Fair and transparent commercial terms
- Consistent demand and volume growth
- Efficient and reliable supply chain processes
- Clear communication and planning
- Timely payment and financial discipline
- Opportunities for growth, development and long-term partnership

How we respond and what this has delivered

We engage with our suppliers through ongoing commercial interactions, structured processes and dedicated platforms. This supports alignment on volume, quality and operational requirements. Our simple, high-volume and high-velocity operating model provides suppliers with consistent demand and efficient product flow, while enabling us to maintain strong value for customers. We focus on building long-term partnerships grounded in quality, food safety, compliance and responsible business practices. We also support supplier development and local procurement, particularly in fresh produce, contributing to community growth and strengthening supply chain resilience.

During FY26 this was reflected in:

- Strong like-for-like volume growth in a low inflation environment, requiring close collaboration with suppliers on pricing and cost management
- Acceleration in store roll-out, increasing volumes and improving scale efficiencies
- Launch of the B-Inside supplier portal, improving communication and data sharing
- Expansion of private label in partnership with suppliers

Focus areas going forward

- Embedding and scaling the B-Inside supplier platform to strengthen planning and data sharing
- Supporting store expansion with improved demand planning and supplier alignment
- Expanding private label and local sourcing, particularly in fresh categories
- Continuing to improve supply chain capacity to support growth and product availability

Investment community

Why our investors matter to our business

Our shareholders, debt funders and the broader investment community play an important role in supporting Boxer's growth and long-term sustainability. As a recently listed business, maintaining credibility and building investor confidence is critical. Ongoing engagement supports access to capital and aligns our strategy with stakeholder expectations.

What matters most to our investment community

- Consistent financial performance and delivery against guidance
- Clear, transparent and timely communication
- Disciplined capital allocation and responsible investment
- Visibility on growth strategy and store roll-out
- Strong governance and risk management
- Alignment of management incentives with shareholder value
- Long-term shareholder value and sustainable returns

How we respond and what this has delivered

We engage regularly with shareholders and debt funders through results presentations, investor meetings, site visits and ongoing disclosure. We also provide access to the Board and management, supporting open and transparent engagement. Our approach is grounded in disciplined capital allocation and consistent execution. As the business expands, store roll-out is managed with a clear focus on returns and risk. As a newly listed entity, we have strengthened our governance structures, reporting processes and disclosure practices, while maintaining a focus on operational delivery. Management incentives are aligned with the Group's strategic and financial objectives, supporting long-term value creation.

During FY26 this was reflected in:

- Disciplined execution of growth strategy, with a focus on the quality of new sites and returns
- Strong performance, in line with guidance and strategic objectives
- Structured engagement with shareholders and funders post the IPO
- Strengthening of governance, reporting and disclosure practices as a listed business
- Dividend payments in line with IPO guidance

Focus areas going forward

- Disciplined capital allocation as expansion continues, with a clear focus on returns and risk
- Building a consistent track record of delivery to support investor confidence
- Maintaining transparent and open engagement, including access to management and the Board
- Continuing to strengthen disclosure and reporting practices in line with regulatory expectations

Communities

Why our communities matter to our business

Boxer operates in communities across South Africa and Eswatini where many households face high levels of unemployment, inequality and financial pressure. Access to affordable food, stable employment and essential services remains a daily challenge for many of the people we serve. Our stores are embedded in these communities, and we play an important role in supporting local economies and contributing to community stability. Being responsive to our communities and maintaining their trust is fundamental to how we operate and grow.

What matters most to our communities

- Access to affordable and essential food and products
- Job creation and local employment opportunities
- Safe, accessible and well-managed stores
- Support for local businesses and suppliers
- Responsible and ethical business practices
- Meaningful community support and involvement

How we respond and what this has delivered

We engage with our communities through our store network, local management teams and ongoing interaction with community stakeholders. Our approach is practical and partnership-driven, focusing on areas where we can make a meaningful and sustainable impact. This includes creating employment opportunities, supporting local procurement and investing in targeted initiatives linked to food security and essential needs. We work with community partners to ensure that support is relevant and appropriately directed. As we expand, we remain focused on operating responsibly and ensuring that our presence contributes positively to the communities we serve.

During FY26 this was reflected in:

- Job creation through store expansion, supporting employment in local communities
- Support for food security initiatives and community-based programmes
- Increased participation of local and small suppliers in our supply chain
- Investment in maintaining safe and accessible store environments

Focus areas going forward

- Expanding access to affordable food through store roll-out in under-served communities
- Supporting local economic participation through employment and supplier inclusion
- Maintaining safe, responsible and well-managed store environments
- Continuing targeted community initiatives focused on food security and essential needs

Government and regulators

Why government and regulators matter to our business

Government and regulators shape the environment in which Boxer operates. In a South African context, this includes frameworks that support employment, transformation and economic participation. Our ability to grow and expand our store network depends on maintaining a strong licence to operate and working constructively with national, provincial and local authorities. This is particularly important as we continue to expand into new communities.

What matters most to government and regulators

- Compliance with applicable laws, regulations and licensing requirements
- Adherence to labour, health, safety and food safety standards
- Contribution to transformation objectives, including BBBEE
- Timely and accurate regulatory and statutory reporting
- Tax compliance and responsible financial conduct
- Alignment with national and local economic priorities

How we respond and what this has delivered

We engage with government and regulatory bodies through formal compliance processes, structured reporting and ongoing interaction across our operations. This ensures that regulatory requirements are clearly understood and consistently applied. Our approach is grounded in compliance, accountability and responsible growth. This includes maintaining strong controls and oversight in areas such as labour practices, food safety, tax and regulatory reporting, as well as meeting our transformation commitments. We also work closely with local authorities and community structures, particularly in relation to store development, safety, infrastructure and service delivery. This supports the effective operation of our stores and contributes to broader community stability. As a listed business, we have strengthened our reporting, governance and disclosure practices to meet JSE requirements, while maintaining a clear focus on operational execution.

During FY26 this was reflected in:

- Our compliance with regulatory, labour and tax requirements across the business
- Disciplined execution of store roll-out in line with planning and licensing approvals
- Ongoing delivery against BBBEE and transformation objectives
- Strengthened governance and reporting processes following the listing

Focus areas going forward

- Maintaining consistent compliance as the business continues to scale
- Supporting responsible store expansion in line with planning and licensing requirements
- Continuing to deliver against transformation commitments and regulatory obligations
- Maintaining constructive engagement with government and local authorities



3

Delivering greater value to CUSTOMERS

Chief Executive Officer's review

Our strategy

Message from the Executive: Sustainability and Stakeholder Engagement

Our commitment to sustainability

Chief Executive **OFFICER'S REVIEW**

FY26 was another strong year for Boxer, with the business delivering an outstanding operational and financial performance in a demanding trading environment.

Household budgets remained under significant pressure throughout the year, with customers continuing to look for every possible saving when shopping. In response, the Boxer team remained focused on what we do best – delivering unbeatable value every day, without compromising on quality or service. It is in times such as these that we are reminded of the important role Boxer plays in the lives of the customers and communities we serve every day.

During FY26, we reduced selling prices meaningfully across key commodity categories, with some product categories seeing prices decline by more than 25% over the year. Together with the roll-out of our Boxer Rewards loyalty programme, this brought meaningful relief to our customers and further entrenched Boxer's position as South Africa's leading discount supermarket.

What continues to differentiate Boxer is the simplicity and strength of our business model.

Boxer's model is built around a clear and disciplined virtuous circle – low-cost execution, operational efficiency and strong volume growth allow us to invest meaningfully in customer value, while generating the returns required to reinvest in the long-term growth of the business. Our focus has always been on finding smarter and more efficient ways to operate, allowing us to deliver the value our customers need without sacrificing the quality and service they deserve.

Supported by robust infrastructure, systems and processes across our stores, distribution centres and support operations, our model delivered consistent growth in the demanding, deflationary trading environment.

During FY26, Boxer achieved healthy like-for-like volume growth, strong contributions from new stores and consistent month-on-month market share gains, while maintaining strong profitability and cash generation.

During the year, Boxer opened 54 new stores across our three trading formats, ending FY26 with 576 stores across South Africa and Eswatini.

We remain disciplined and deliberate in our approach to expansion. Every new store must strengthen our long-term market position, generate attractive returns and deliver sustainable value to the communities we serve. Our careful, considered investment approach continues to deliver industry-leading returns on invested capital while steadily expanding Boxer's reach into new communities across the country.

One of the highlights of the year for me personally was bringing Boxer to KwaXimba in KwaZulu-Natal. Seeing the positive impact that Boxer can have in communities like these reminds us that our business is about far more than retail. It is about bringing essential, high-quality food and groceries closer to customers and supporting local economic activity in areas that have been historically under-served.



Marek Masojada
Chief Executive Officer

FY26 reflected disciplined low-cost execution, operational efficiency and strong volume growth as we expanded our footprint and continued to strengthen our infrastructure.

Alongside expanding our footprint, we continued to strengthen the infrastructure required to support Boxer's long-term growth plans.

A major milestone during FY26 was the successful commissioning of our new Tongaat distribution centre in KwaZulu-Natal. The facility opened on time, within operational targets and is already making a significant contribution to the efficiency of our supply chain, providing the capacity required to support our growing store base.

Boxer remained highly cash generative throughout the year, supporting continued investment in the growth of the business while further strengthening the Group's balance sheet. Subsequent to year-end, Boxer repaid the remaining debt associated with the IPO balance sheet restructure. In the current environment, maintaining a strong, debt-free balance sheet remains an important advantage for the business.

We also progressed several important strategic initiatives during the year.

Boxer Rewards continued to gain strong traction and ended FY26 with c. 2.7 million members. The programme delivers continuous value and rewards customers simply through their everyday shopping, while also strengthening our understanding of customer behaviour and preferences.

During the year, Boxer also launched its B-Inside supplier portal. The platform provides suppliers with meaningful customer, category and product insights, creating new opportunities for collaboration and shared growth across the value chain. Boxer will continue to invest in practical innovation, data and technology that strengthen decision-making, improve customer relevance and help build a forward-looking retail ecosystem that benefits customers, suppliers and the broader market.

This continued investment is reflected in the launch of our new retail media division, B-Media, which enables targeted product advertising across Boxer's various media channels. B-Media will enhance our supplier and customer engagement, unlocking a new revenue stream for Boxer.

At the heart of Boxer's success remains our people.

During FY26, we created approximately 3 400 new jobs, increasing our workforce to more than 35 000 employees. Importantly, these opportunities are created within the communities we serve, supporting local employment and developing local talent as we expand our footprint across the country.

I am especially proud that Boxer's training and development programmes were recognised during the year by the Wholesale & Retail SETA, with Boxer receiving multiple awards for our contribution to skills development. Developing people from within the business has always been an important part of Boxer's culture and long-term success.

While the consumer environment is expected to remain challenging, Boxer remains well positioned for long-term growth, supported by a highly relevant customer proposition, a scalable operating model, a growing supply chain network and significant expansion opportunities still ahead.

I would like to sincerely thank every Boxer employee for their contribution during the year, as well as our customers, suppliers, shareholders and broader stakeholders for their continued support and trust in Boxer.

There is a deep sense of pride and ownership across Boxer. After nearly five decades of growth, Boxer remains firmly focused on what has always mattered most – serving our customers well, supporting our communities and delivering the value South Africans need every day.

Marek Masojada
Chief Executive Officer

30 June 2026



Our **STRATEGY**

Boxer's strategy remains clear, disciplined and firmly rooted in the needs of the customers and communities we serve.

Our proven operating model continues to guide how we grow the business, strengthen our market position and deliver sustainable long-term value to customers, shareholders and the communities we serve.

At the centre of our strategy is a virtuous circle that enables Boxer to grow sustainably while maintaining its strong value positioning. Through operational efficiency, consistent execution and a deep understanding of our customers, we continue to reinvest the benefits of scale into lower prices, improved convenience and a stronger customer offering. This approach has enabled Boxer to maintain strong operational momentum, grow market share and deliver resilient financial performance in a dynamic and price-sensitive trading environment.

The 2025 addition of Innovation as the fifth pillar of our virtuous circle has further strengthened our ability to serve our customers and suppliers, and has provided additional revenue streams to support future growth and offset trading expense increases.

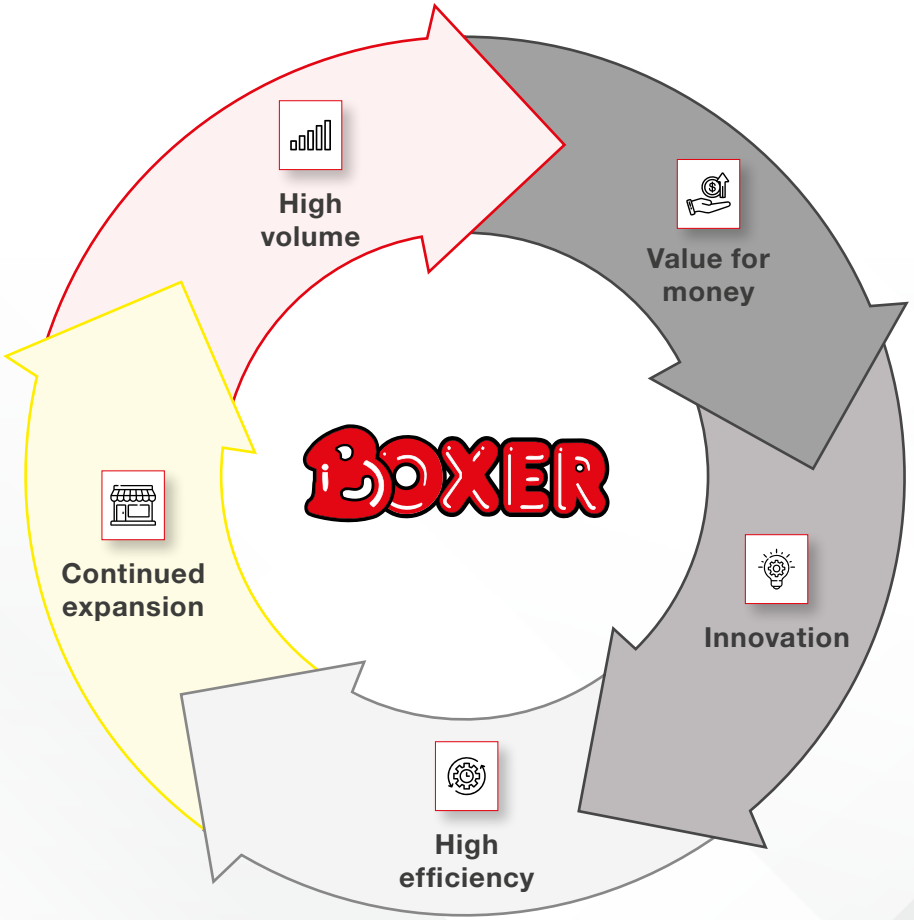
During FY26, we continued to execute consistently against our strategic priorities. We expanded our store footprint, strengthened our supply chain capacity through the opening of the Tongaat distribution centre, deepened customer engagement through Boxer Rewards Club and further strengthened our data-led operating capabilities. At the same time, we remained focused on disciplined cost management and reinvesting efficiencies into lower prices and customer value.

The consistency of our strategy reflects our confidence in the Boxer model and the significant opportunities that remain ahead. While the operating environment continues to evolve, our focus remains unchanged: serving customers better every day, growing responsibly and delivering sustainable long-term growth through consistent execution.

High volume
Focused ranges and strong promotions drive high sales volumes across key categories.

Continued expansion
We are growing our footprint to serve more communities, supported by strong supply chain infrastructure.

High efficiency
Smart systems and lean operations help us lower operating costs and reinvest savings in delivering greater customer value.



Value for money
Consistently low prices and compelling special offers deliver everyday value our customers can count on.

Innovation
Digital tools and innovative new commercial platforms enable us to serve customers in smarter ways.

High efficiency

High efficiency underpins the Boxer operating model and supports our ability to deliver consistent value to customers. Supported by a disciplined, low-cost approach and a culture of doing more with less, we continue to drive efficiency across our stores, supply chain and support functions through focused execution. Operational efficiency is more than a cost advantage, it enables disciplined expansion, strengthens our customer value proposition and allows us to reinvest efficiencies into price, capability and long-term growth.

Strategic priorities

Optimising our supply chain and operations

Boxer's efficiency is supported by a lean, centralised operating model designed for high throughput, focused ranging and disciplined operations. Our supply chain, store operations and support functions are structured to move products efficiently from supplier to shelf, maintain strong availability and reduce unnecessary cost throughout the business. We continue to focus on disciplined labour planning, efficient distribution, careful inventory management and simple in-store execution. These operational strengths allow Boxer to protect its efficiency advantage, support consistent service levels and reinvest efficiency gains into price and customer value.

Driving automation, digitisation and simplification

We continue to invest in practical systems and data-led capabilities that make the business simpler, faster and more efficient to run. Our focus is on automation, digitisation and process simplification that improve forecasting, replenishment, stock visibility, productivity and decision-making across the business. We prioritise investments that improve efficiency, strengthen operational control and support growth without adding unnecessary complexity.

FY26 achievements

- Opened the new Tongaat distribution centre on time, providing us with additional supply chain capacity to serve our growing store estate
- Expanded gross profit margin and trading margin through disciplined cost management and scale benefits
- Supply chain efficiencies offset the expected initial margin impact associated with the Tongaat distribution centre

Continued expansion

Boxer continues to expand its footprint across South Africa, bringing our value offering to more customers and communities. Every new store strengthens our market presence, deepens penetration and supports long-term growth. Supported by disciplined capital deployment, well-established store formats and growing brand strength, our expansion model is built on relatively low upfront investment costs, fast payback periods and attractive returns, enabled through a proven and highly replicable roll-out approach.

Strategic priorities

Expanding our footprint in under-served communities

Boxer continues to expand across complementary store formats through disciplined site selection and a deep understanding of the communities we serve. Our growth strategy prioritises locations that support long-term customer demand, operational efficiency and sustainable returns, while extending Boxer's reach into areas where value retail remains highly relevant. By bringing Boxer closer to the communities we serve, we continue to improve accessibility, strengthen customer loyalty and reinforce our position as a trusted retailer within local communities.

Strengthening infrastructure to support long-term growth

Sustainable expansion requires continued investment in the infrastructure, operational capacity and store management capability needed to support a growing store network. We continue to strengthen regional operational structures and support capabilities to ensure the business can grow efficiently while maintaining consistent operating standards across the estate. Our expansion strategy remains closely aligned with operational readiness, enabling Boxer to expand in a disciplined and sustainable manner.

FY26 achievements

- Opened 54 new stores during FY26, increasing the total estate to 576 stores
- Strengthened regional and store management capacity to sustain disciplined growth
- Created 3 400 new jobs in the communities we serve

High volume

Boxer's operating model is built on high sales volumes across a focused and relevant customer offering. Sustained sales volumes strengthen our buying power, improve operating leverage and support our ability to deliver everyday value to customers. By maintaining competitive pricing, impactful promotions and high product availability, Boxer continues to drive customer participation, shopping frequency and basket growth across the business.

Strategic priorities

Driving customer participation and basket growth

Boxer's growth model is built on high levels of customer participation across a focused and relevant product range tailored to the everyday needs of the communities we serve. We continue to drive footfall and basket size through competitive pricing, impactful promotions and strong product availability across key categories. Our in-stock position remains a key area of focus, supported by disciplined replenishment and operational execution across the business. During FY26, we continued to expand combo offerings and collaborate closely with suppliers on promotional campaigns that strengthen customer value while supporting category growth. Together, these initiatives continue to support customer loyalty and sustained volume growth across the business.

Leveraging scale to strengthen competitiveness

Growing volumes create meaningful scale benefits across procurement, distribution and store operations, strengthening Boxer's competitiveness and supporting long-term growth. Higher throughput improves operating leverage, enhances supplier partnerships and supports more efficient execution across the business. Our scale and customer reach continue to strengthen Boxer's position across core categories, supported by long-standing supplier relationships and a disciplined focus on value, availability and execution.

FY26 achievements

- Delivered turnover growth of 12.3% and like-for-like turnover growth of 4.5% on a 52/52 week basis
- Consistent market share gains in a competitive trading environment
- Maintained category leadership in core categories through strong supplier partnerships

Value for money

Customers rely on Boxer for affordable pricing, trusted quality and relevant value across their everyday shopping needs. In a constrained consumer environment, our ability to deliver consistent value remains central to building customer trust and loyalty. Boxer supports this value proposition through disciplined procurement, operational efficiency and a deep understanding of the communities we serve.

Strategic priorities

Maintaining price leadership in key categories

Boxer continues to focus on delivering highly competitive pricing across essential products and key customer categories. Our value proposition is supported by disciplined procurement, focused ranging, impactful promotional activity and strong supplier partnerships that enable Boxer to maintain everyday affordability for customers. During FY26, customers benefitted from continued sell price deflation, consistent multi-buy promotions and additional reward opportunities through Boxer Rewards Club. By maintaining a relentless focus on price leadership and customer savings, Boxer continues to strengthen trust, loyalty and shopping frequency across the business.

Strengthening the relevance of our customer offering

We continue to enhance our customer offering through focused ranging, tailored product development and value-led innovation across key categories. Our confined label offering continues to expand, providing customers with trusted quality and additional value across everyday products. We also continued to strengthen our butchery offering through improved ranges, pack sizes, value positioning and ongoing expansion across the estate. These initiatives help Boxer remain highly relevant to customer shopping needs while reinforcing our value leadership across the market.

FY26 achievements

- FY26 internal selling price deflation of -1.2% against CPI food inflation of +4.4%
- Reinvested 70 basis points in lower prices, while delivering a higher gross profit margin
- Expanded customer savings through Boxer Rewards Club and multi-buy promotions

Innovation

Following the introduction of innovation to the virtuous circle in 2025, this pillar is playing an increasingly important role in supporting Boxer's long-term growth and operational effectiveness. Our approach remains practical and purpose-driven, focused on initiatives that strengthen execution, improve customer engagement and create new commercial opportunities for the business. Through ongoing investment in technology, data and digital capability, Boxer continues to improve how we serve customers and suppliers while supporting efficient growth across the business. Boxer is particularly pleased with the speed at which the Company has executed the launch of the Boxer Rewards Club and the B-Inside supplier portal over the past two years. The Group is driving to ensure the newly launched B-Media retail media division achieves a similar level of success over the coming years.

Strategic priorities

Enhancing customer and supplier engagement

Boxer continues to invest in platforms and capabilities that strengthen engagement with both customers and suppliers. Boxer Rewards Club remains central to our digital engagement strategy, enabling targeted promotions, deeper customer insights and stronger loyalty through a growing range of customer benefits and savings opportunities. Customer participation and engagement continue to strengthen, supported by consistent growth in membership and higher basket values among Rewards Club members. Boxer also continues to strengthen supplier collaboration through digital platforms, category insights and improved reporting capabilities that support better commercial decision-making and category growth.

Building practical digital and commercial capabilities

Our focus remains on implementing practical digital and data-led solutions that improve visibility, forecasting, operational responsiveness and decision-making across the business. We continue to invest in automation, analytics and process improvements that support efficient growth while maintaining operational simplicity. At the same time, Boxer continues to develop new digital platforms and commercial opportunities that strengthen supplier engagement, create additional revenue streams and improve how we serve customers across the business.

FY26 achievements

- Boxer Rewards Club membership increased to c. 2.7 million members, with growth in monthly sign-ups and higher basket values achieved
- Successfully launched and monetised the B-Inside supplier portal, enhancing supplier engagement and category insight capabilities
- Launched B-Media retail media division, creating a new revenue stream and enabling targeted brand engagement across Boxer media channels

A clear pathway for long-term growth

Boxer's strategy remains clear, practical and closely aligned with the everyday needs of the customers and communities we serve. The simplicity of the Boxer Virtuous Circle provides the business with a disciplined framework for growth, supported by clear operational priorities, measurable delivery milestones and a strong focus on execution across the organisation. Management incentives remain closely aligned with strategic delivery, ensuring continued focus on long-term sustainable performance and responsible growth.

The successful execution of our strategy is underpinned by the commitment, capability and entrepreneurial culture of our people across stores, distribution centres and support functions. As the business continues to grow, we remain focused on strengthening operational capability, developing leadership depth and investing in the systems, infrastructure and processes required to support long-term growth.

Responsible retailing remains an important part of how Boxer operates and grows. We continue to focus on serving customers responsibly, supporting the communities in which we operate, creating opportunities for our people and maintaining trusted relationships with suppliers and other stakeholders. Through disciplined governance, responsible business practices and a long-term approach to decision-making, Boxer remains focused on delivering sustainable value over time.

While the consumer and operating environment is expected to remain increasingly challenging, Boxer believes the business remains well positioned for continued growth. Our proven operating model, strong value proposition, expanding footprint and disciplined approach to execution continue to support confidence in the opportunities ahead. Boxer remains focused on serving customers better every day while growing responsibly and sustainably over the long term.

Message from the Executive:
SUSTAINABILITY AND STAKEHOLDER ENGAGEMENT

Sustainability as a driver of long-term value creation

FY26 reinforced the growing importance of sustainability as a business imperative. The year was characterised by heightened economic pressure on consumers, increased climate volatility, infrastructure constraints and evolving stakeholder expectations regarding environmental, social and governance (ESG) performance.

Climate change continued to present both physical and transition risks across the operating environment. Extreme weather events, flooding, water stress and infrastructure-related disruptions affected vulnerable communities, food systems and supply chains across various parts of the country. At the same time, evolving regulatory requirements, sustainability disclosure expectations and changing stakeholder demands continue to reshape how businesses approach governance, risk management and long-term value creation.

Our sustainability framework remains anchored on three material focus areas:

- Enhancing food security
- Climate action
- Responsible consumption

These are supported by partnerships, innovation and governance enablers designed to strengthen our accountability, impact and sustainable value creation across the business.

Material sustainability priorities

Food security and inclusive development

Food security remains deeply connected to Boxer's purpose and the communities we serve. During FY26, Boxer continued to support food recovery, redistribution and poverty alleviation initiatives through partnerships with schools, community organisations, food relief agencies and development partners.

The Group also supported township, rural and informal economic participation through targeted enterprise and supplier development initiatives focused on digital inclusion, agricultural support and access-to-market opportunities for emerging enterprises.

Transformation, inclusivity and shared economic participation remain central to Boxer's long-term sustainability objectives. We are therefore encouraged by the continued progress made in BBBEE, supplier development and community empowerment initiatives during the year.



Ntombi Dludla
Executive: Sustainability and Stakeholder Engagement

Boxer continued strengthening its sustainability governance processes and integrating ESG considerations into operational and strategic decision-making in a practical and value-driven manner.



Climate resilience and resource efficiency

Climate-related risks and opportunities remained a strategic focus area during the year. Boxer continued to advance climate governance and decarbonisation initiatives aligned with the broader Science-Based Targets initiative (SBTi) process, while also advancing practical resource-efficiency interventions across operations.

The Group continued to implement initiatives aimed at improving energy and water efficiency, strengthening operational resilience and supporting long-term environmental sustainability. Importantly, sustainability considerations are increasingly being integrated into operational planning, infrastructure development and broader governance processes.

Responsible consumption and circularity

Responsible consumption and waste management remain important priorities within Boxer's sustainability journey. During the year, the Group continued advancing circularity initiatives focused on recycling, packaging management and waste diversion.

Our recycling partnerships and community-linked environmental initiatives continued to generate environmental and socio-economic value while strengthening awareness around responsible consumption practices. We believe that circular economy principles offer environmental benefits, and operational and community development opportunities over the long term.

Strengthening governance and accountability

One of the most significant developments during FY26 was the continued advancement of Boxer's IFC-aligned Environmental and Social Management System (ESMS). This process has strengthened governance integration, accountability and sustainability-related risk management across the organisation.

The year also marked important progress in embedding ESG considerations into performance accountability structures by aligning sustainability-linked executive remuneration targets. We believe that strong governance, measurable targets and operational accountability are essential for translating sustainability ambitions into meaningful long-term outcomes.

The Social, Ethics and Transformation Committee (SETC) continued to provide oversight of sustainability governance, stakeholder-related matters, ethics, transformation and broader ESG integration across the Group.

Looking ahead

While meaningful progress was achieved during the year, we recognise that sustainability is an evolving journey that requires continuous improvement, collaboration and innovation.

Our focus going forward remains on strengthening climate resilience, improving ESG data maturity, embedding sustainability more deeply into operational processes and advancing practical initiatives that create long-term value for our stakeholders.

In line with our theme of *"**Growing Together, Greener Tomorrow**"*, we remain committed to growing responsibly, supporting the communities we serve and contributing towards a more resilient, inclusive and sustainable future.

Ntombi Dludla
Executive: Sustainability and Stakeholder Engagement

30 June 2026

Our commitment to **SUSTAINABILITY**

"Growing Together, Greener Tomorrow"

Our sustainability strategy and framework

Our sustainability strategy is built around value creation for all stakeholders through sustainable operations. Our three-pillar framework, which has remained consistent in the year under review, focuses on food security, climate action and responsible consumption. This has been enhanced by the addition of a governance enabler through the adoption of an IFC-aligned Environmental and Social Management System (ESMS) and aligning sustainability-linked incentives. Making the ESMS a central piece of our sustainability strategy has enabled an improved integration of ESG factors into our business model, operational processes and stakeholder engagement, while maintaining a Sustainable Development Goal (SDG) focus.

GROWING TOGETHER, GREENER TOMORROW

Growing a lifetime of loyalty through sustainable actions

Strategic pillars

Our focus	**Enhancing food security**
Our goals	Partnering to transform food systems Contribute to affordable, healthy, safe and quality food

Our focus	**Climate action**
Our goals	Champion South Africa's just green transition Support low-carbon initiatives

Our focus	**Responsible consumption**
Our goals	Minimise waste through reduction, re-use and recycling Promote waste hierarchy and circularity

Enablers

Our focus	**Partnership**
Our goals	Partnering for poverty alleviation and food security

Our focus	**Innovation**
Our goals	Innovate for efficiency and sustainability Digital technologies Inclusive circular business models

Our focus	**Peace, justice and strong institutions**
Our goals	Strengthen environmental and social governance and risk management Promote accountability and continuous improvement

Our sustainability framework is designed to support our business strategy, the virtuous circle (page 38), through a disciplined process of value creation involving the following stages:

- **Minimisation of costs** through the reduction or elimination of unsustainable processes, our paper-reduction efforts fit this category
- **Optimisation of efficiencies** through sustainable actions that positively impact profitability, such as embracing the IFC's Excellence in Design for Greater Efficiencies (EDGE) in our built-environment
- **Driving circularity** for environmental impact and revenue generation as demonstrated by our value-adding cardboard and plastics recycling initiatives (page 46)

In addition, we have embedded cross-functional collaboration, through our sustainability steering committees, to drive innovation, competitiveness, enhanced risk management and brand equity in how we execute our sustainability strategy.

Our material ESG risks and opportunities

Our materiality assessment, which is an ongoing process, and is guided by the principle of "double materiality"* has not yielded any significant changes to our sustainability and climate-related risks and opportunities in the current year. The topics identified that continue to have an impact on our prospects, operations, environment and society at large and have thus been the focal point of sustainability governance processes.

Material topic	Description	Mitigation
Climate risk	Climate change continues to be a cross-cutting societal risk. It continues to pose far-reaching physical and transitional risks for our business and society. Some opportunities come with mitigation, adaptation and a just energy transition.	Boxer has participated in the Science Based Targets initiative (SBTi) process during the year under review. This process will now guide our decarbonisation pathway towards Net-Zero.
Food losses and food waste	Food waste is core to our business and affects social and natural systems. We must manage it in a manner that is beneficial to all stakeholders.	Boxer became a signatory to the Consumer Goods Council of South Africa (CGSA) Food Waste Initiative during the year. It is through this process that we will be adding rigor to our food waste guidelines, baselines and targets. In addition, our food security partnerships with food-rescuers such as SA Harvest are instrumental in helping us realise our objectives in this area.
Ethical sourcing and biodiversity	Promotion of an ethical and inclusive supply chain that upholds human rights and protects biodiversity.	Through our IFC-aligned ESMS we have been able to update and align our Supplier Code of Ethics with the IFC's Performance Standard on Biodiversity. We have been able to refresh our ethical sourcing procedures to enable risk categorisation and set targets for supplier vetting and due diligence.
Packaging and circularity	Packaging, in various forms, is material to our business and a responsibility to pursue sustainable packaging practices, remains. It entails championing resource efficiency processes that create a shift from linear production modes to systems that embrace circularity and recyclability.	Through our sustainability-related governance processes, packaging, in the form of cardboard and plastic, has now become the subject of ESG-linked executive remuneration targets. This places the accountability of realising our packaging targets at the highest level in the organisation. The target for FY27 is to increase cardboard and plastic recycling volumes by 5% each from the FY26 baseline.

* *A principle that considers both the impact of sustainability matters on an organisation's enterprise value and the organisation's impacts on the economy, environment and society.*

Sustainability progress in 2026

Environmental and climate action update

Commitments made in FY25

- Embark on setting science-based targets for climate
- Set evidence-based targets for other resource-efficiency areas

FY26 Environmental update

- Finalised and published SBTi-linked climate targets
- Scope 1, 2 and 3 targets in place
- SETC and IFC approved a resource efficiency target-setting framework developed in partnership with IBIS
- ESG-linked executive remuneration target

Social impact update

Commitments implicit in FY25

- Improve our food security footprint and initiatives
- Uplift our communities
- Support education initiatives and Boxer Youth Leadership programme (BYLP)
- Maintain BBBEE rating

FY26 Social update

- Our CSI-linked food security initiatives, through our partners, generated an increased revenue of R28.4 million in the period while reaching more households
- We rolled-out 11 Victim-Friendly support rooms across the country
- Our BYLP programme has been enhanced
- Two more schools were supported in the year, bringing the total to 49 schools
- On track to maintain our BBBEE rating

Partnerships and innovation

Commitments made in FY25

- Enhancing food security
- Reducing food waste
- Improving packaging and waste management
- Protecting biodiversity and nature
- Supporting local economic development and community safety

FY26 Partnership update

Boxer was able to forge and maintain the below partnerships to co-create high-impact solutions:

- Food security partnerships (Kolisi Partnership, SA Harvest, StarFish, Icebolethu)
- Joined the Consumer Goods Council of South Africa (CGSA)'s Food Loss and Waste Initiative
- Maintained membership of EPR Waste Association of South Africa (EWASA)
- Collaborated with the South African National Biodiversity Institute (SANBI) to drive nature-based practices in our business
- Worked with South African Police Services (SAPS) to roll-out Victim Friendly Facility (VFF) centres

Governance and risk management

Commitments made in FY25

Boxer undertook to strengthen its sustainability and climate-related governance by effecting the following:

- Developing an over-arching Sustainability Policy
- Strengthening the current ESG Policy suite
- Developing an Environmental and Social Management System (ESMS)
- Formalising a resource efficiency target-setting framework

FY26 Governance update

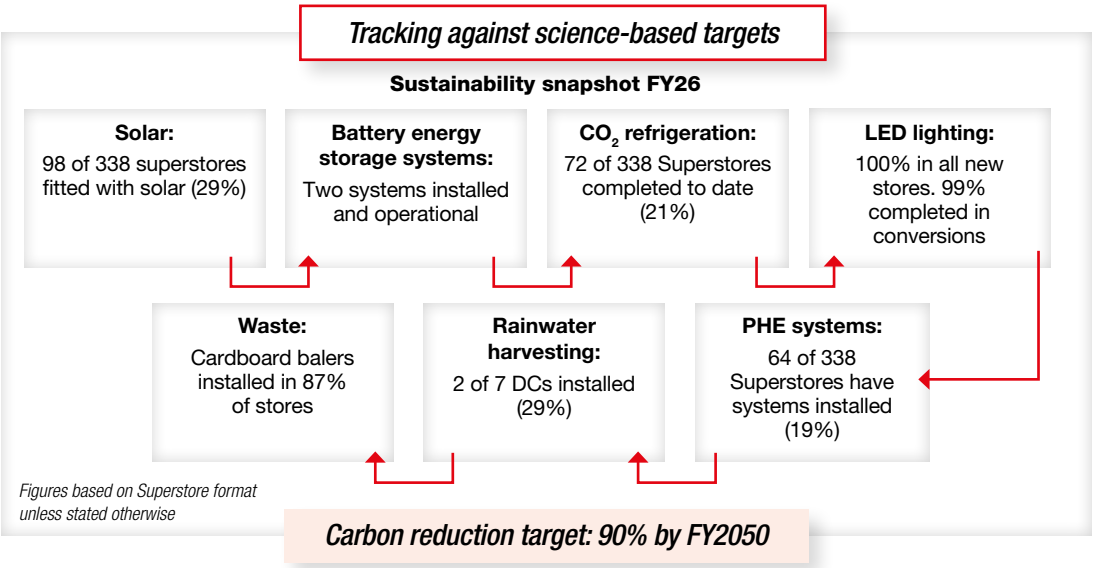
- An IFC Performance Standard-aligned over-arching Sustainability Policy was developed and approved
- Boxer's ESG Policy suite was enhanced with the addition of a Human Rights Policy
- An Environmental and Social Management System (ESMS) was developed in partnership with IBIS/SLR Consulting
- The SETC approved a resource efficiency target-setting framework to ensure the setting of effective and evidence-based targets across material sustainability areas

Our commitment to climate action and responsible consumption

Tackling climate, energy, water, packaging and waste

Our Sustainability Policy commits us to:

- Environmental protection through a credible decarbonisation framework comprising of initiatives around renewable energy, natural refrigeration and partnerships for sustainable logistics technologies
- Implementing water conservation and efficiency initiatives across our business operations
- Reducing packaging impact across our business through sound waste management practices and circularity initiatives



Focus area	Description	Progress/impact
Climate action Climate change is a strategic business consideration for Boxer, with implications for operational resilience and long-term stakeholder value creation. Boxer is therefore strengthening its climate-related governance, emissions management and resource-efficiency initiatives to align with evolving IFRS S1 and IFRS S2 disclosure requirements and the IFC Performance Standards. During the year, Boxer continued to progress climate-related initiatives through the Science Based Targets initiative (SBTi) process, including greenhouse gas (GHG) inventory development, emissions hotspot identification and the evaluation of decarbonisation pathways across operations and the value chain. The SBTi process is designed to align emissions reduction targets with climate science and the objectives of the Paris Agreement. In support of this transition, Boxer has also been exploring resource-efficient store development approaches aligned with IFC EDGE principles and green building practices to improve energy, water and material efficiency in selected developments and refurbishments.	We endeavour to: • Continue the roll-out of energy-efficient LED lighting in all our stores, distribution centres and offices • Increase the adoption of CO_2 (trans-critical) refrigeration systems in our new and refurbished stores to reduce GHG emissions • Promote the use of solar-based or renewable energy in our stores, distribution centres and other facilities • Support logistics optimisation and sustainable transport initiatives to improve fleet and distribution efficiency • Promote resource-efficient store design principles aligned with IFC EDGE and broader green building considerations in new stores • Strengthen climate-related data, governance, risk management and target-setting capabilities • Continue engaging our suppliers and business partners on climate-related performance and decarbonisation opportunities	Carbon Emissions (tCO_2e): During FY26, the group was able to independently verify its Scope 1, Scope 2 and Scope 3 greenhouse gas inventory in accordance with the Greenhouse Gas Protocol and ISO 14064-3 assurance requirements, as follows:

	FY26	FY25	Commentary
Scope 1	**168 700**	167 897	Scope 1 emissions remained relatively stable at 168,700 tCO_2e, compared to 167,897 tCO_2e in FY25.
Scope 2	**242 601**	313 901	Scope 2 emissions decreased significantly by 22.7% compared to FY25, declining from 313,901 tCO_2e to 242,601 tCO_2e. This is due to the enhancement of energy efficiency measures introduced across the estate.
Scope 3	**29 626**	–	FY26 marks the inception of our Scope 3 emissions, albeit for limited articles, namely upstream transportation and logistics and food waste. We're currently strengthening our reporting in this area.
Total Emissions	**440 927**	**481 798**	Total reported Scope 1, 2 and 3 emissions showed a marginal decrease from the prior year. This reflects our on-going investments in energy and other resource efficiency measures.

Scope 3 Emissions Breakdown:

Scope 3 emissions totalled 29 626 tCO_2e, primarily driven by transportation and distribution activities (81%), with waste generated in operations contributing 19%.

	FY26
Upstream Transportation & Distribution (Category 4	23 927
Waste Generated in Operations (Category 5)	5 699
Total Scope 3 Emissions	29 626

Our commitment to climate action and responsible consumption continued

Focus area	Description	Progress/impact
Water South Africa is a water-scarce country, and several of Boxer's operations are located in areas affected by water availability and water quality challenges. As a responsible retailer, Boxer recognises the importance of improving water efficiency and strengthening water resilience across its operations, the broader value chain and community at large. Our approach includes implementing practical conservation initiatives, improving water-use monitoring and supporting long-term resource stewardship aligned with our ESMS and climate resilience priorities.	Notwithstanding challenges experienced in this area, we commit to: • Continue to plan the phased roll-out of rooftop rainwater harvesting systems across two more distribution centres during FY27 • Undertaking cost-effective and practical exercises to develop water consumption baseline, improve data quality and establish water conservation targets • Integrating water efficiency considerations into broader resource-efficiency frameworks and operational improvement initiatives linked to Boxer's evolving ESMS journey » Explore partnerships that help us improve best-practices and unlock value in this area » Partner with suppliers to disseminate good practices across the value chain	Tongaat as well as the East London DC's installations are now complete. • Initiated collaboration with the South African National Biodiversity Institute (SANBI) to assess Boxer properties located within Strategic Water Source Areas (SWSAs) and in proximity to rivers and wetlands, thus strengthening Boxer's understanding of water-related environmental dependencies and risks • Integrated water efficiency and water stewardship considerations into Boxer's ESMS
Sustainable packaging and waste Packaging plays a critical role in preserving food safety, quality and product integrity. Boxer recognises the importance of reducing the environmental impact associated with packaging and waste generation. Hence, our championing of recycling, circular economy principles and responsible waste management practices across our operations and value chain. Our approach focuses on increasing recyclability, improving waste diversion from landfill and supporting inclusive recycling initiatives that create shared environmental and socio-economic value in communities.	• Boxer's in-store plastic carrier bag contains 100% post-consumer recycled material • Inbound cardboard and recyclable plastic generated through Boxer's operations are recycled through approved recycling streams • Continued investment in waste baler infrastructure across stores and distribution centres help improve waste segregation, recycling efficiency and circularity initiatives • Boxer refreshed its waste and recycling procedures in line with the IFC's ESMS **Partnering with buy-back centres and suppliers** Boxer continues to collaborate with ecosystem partners to strengthen circular economy practices and improve the sustainability profile of packaging materials used across the business. • We facilitated the recycling of inbound plastic and cardboard, in partnership with buy-back centres and suppliers, to reduce our waste-to-landfill and improve material circularity performance • Continued to partner with plastics aggregators and entities like LeaderPak to enhance the sustainability profile of Boxer's grocery plastic bags through the incorporation of recycled content and improved recyclability considerations » We maintained our membership of the EPR Waste Association of South Africa (EWASA), a Producer Responsibility Organisation (PRO), to ensure continued sound management of our Extended Producer Regulations (EPR) responsibilities **Partnering with and empowering micro-enterprises** Boxer's Abahlengi Bemvelo ("Rescuers of the Environment") initiative supports community-based recycling micro-entrepreneurs while promoting environmental awareness, inclusive economic participation and circular economy benefits at community level. The initiative provides participating micro-entrepreneurs with access to Boxer's in-store waste baler infrastructure and supports them through training, waste collection and recycling processes linked to approved waste off-takers. Participants generate income based on the volume of recyclable waste they recover and process.	

	FY26	FY25	Commentary
Electronic (E)-waste recycled	**0.782 tonnes**	0.516 tonnes	This covers Head Office E-waste. The increase is indicative of our expanding IT infrastructure.
Cardboard recycling	**9 811 tonnes**	8 469 tonnes	Boxer continued to increase its store recycling coverage, including the Meat Factory.
Plastics recycling	**1 083 tonnes**	981 tonnes	Plastics recycling continues to expand in line with store growth.
Polypropylene recycled	**38 tonnes**	19 tonnes	A new and expanding waste stream.
Total recycling revenue (including sorter income)	**R12.4 million**	R10.0 million	Reflects the effect of new stores.
Sorter income	**R6.6 million**	R5.8 million	The increase in sorter income reflects the continued expansion of our recycling programme, higher recycling revenues and the need to create sustainable livelihood opportunities for community-based micro-recyclers.

Partnering for food security and poverty alleviation

Food waste

We are committed to reducing food losses and waste to improve food security in South Africa while mitigating the harmful effects of biodiversity loss and climate change.

Focus area	Description	Progress/impact
Food waste has significant socio-economic and environmental implications, including impacts on food security, resource efficiency, biodiversity loss and climate change. Boxer's Food Losses and Waste Policy remains an integral part of the Group's broader sustainability strategy.	• Boxer is committed to reducing food losses and waste across its operations while supporting vulnerable communities through responsible surplus food redistribution initiatives aligned with Sustainable Development Goal 2: Zero Hunger • Our approach combines food waste reduction, community partnerships and improved operational processes to maximise social impact and minimise waste to landfill	• Continued partnership with SA Harvest to redistribute surplus food to vulnerable communities and improve food security outcomes • More than R6.6 million worth of food has been donated through our various platforms to support food security, including through our partnership with SA Harvest and Kolisi Foundation • Ongoing digitisation of food donation and recovery processes to improve operational efficiency, traceability and programme reach • Delivered nutritional meals and food support to more than 880 beneficiaries through community support initiatives • Joined the Consumer Goods Council of South Africa (CGSA)'s Food Loss and Waste Initiative (SA FLWI)

Championing the creation of sustainable livelihoods

Our people

We are committed to:

- Expanding work and economic opportunities to all people and communities in our value chain
- Inclusivity and diversity as part of the Group's ongoing commitment to societal transformation
- Maintaining a safe and healthy environment at all our sites

Boxer employs 35 314 (FY25: c. 32 000) people of which 98.03% are from designated groups, fostering local employment and economic growth.

Our occupational health, safety and wellness framework is embedded in our daily operations with zero fatalities over the past three financial years and a lost time injury frequency ratio of 1.38 (FY25 1.31).

Diversity, equity and inclusion

Through its Social, Ethics and Transformation Committee, Boxer oversees the implementation of an appropriate transformation strategy aligned with BBBEE legislation and broader societal transformation objectives. We remain committed to promoting diversity, equity, inclusion and shared value creation through sustainable empowerment and economic participation initiatives.

Health and well-being

Employee wellness initiatives form part of Boxer's broader sustainability and people strategy. We prioritise the health, well-being, safety and dignity of employees across all operations, including stores, distribution centres, meat factory and head office.

Occupational health and safety (OHS)

Boxer's safety management system focuses on prevention, detection and corrective action linked to identified operational risks. Online controlled self-assessments are conducted monthly, supported by unannounced management risk surveys and bi-annual independent risk survey audits across all operational sites.

Promoting sustainable economic development

We are committed to:

- Sourcing goods and services responsibly in a manner that supports environmental stewardship, protects biodiversity and promotes sustainable value chains
- Promoting ethical sourcing practices and clearly communicating the human rights, social and environmental standards expected of suppliers across our value chain
- Expanding inclusive economic participation opportunities for historically disadvantaged South Africans, small businesses and emerging enterprises through responsible procurement, supplier development and broad-based black economic empowerment (BBBEE) initiatives across our business
- Supporting informal, township and rural entrepreneurs through targeted enterprise development and community upliftment initiatives focused on digital inclusion, agricultural development and local economic participation



Focus area	Description	Progress/impact
Ethical sourcing and biodiversity Boxer's operations and broader value chain depend on healthy natural eco-systems and stable climatic conditions. Recognising the increasing global biodiversity loss crisis and the interconnected impacts of climate change, Boxer is committed to promoting responsible sourcing practices that support environmental stewardship, protect biodiversity and uphold human rights across its value chain.	We continue to: • Collaborate with suppliers to uphold high standards of human rights, ethical conduct and decent working conditions across the value chain • Promote responsible sourcing and operational practices that contribute to the protection of natural ecosystems and biodiversity • Require Boxer-listed suppliers to sign our refreshed Supplier Code of Ethics • Align with applicable national legislation and evolving international best practice relating to ethical sourcing, sustainability and biodiversity stewardship • Support the goals of the Convention on Biological Diversity (CBD) Global Biodiversity Framework and broader global and national biodiversity conservation initiatives	• The Social, Ethics and Transformation Committee (SETC) approved Boxer's stand-alone Human Rights Policy, reinforcing the Group's commitment to responsible business conduct, ethical governance and the protection of fundamental human rights across its operations and value chain • Boxer's Supplier Code of Ethics was further strengthened through alignment with relevant aspects of the IFC Performance Standards, especially IFC Performance Standard 6 relating to biodiversity conservation and the sustainable management of living natural resources • Boxer's collaboration with the South African National Biodiversity Institute (SANBI) has enhanced the scientific rigour of the Group's approach to biodiversity and environmental risk
An inclusive and resilient supply chain Boxer continues to advance its Enterprise and Supplier Development (ESD) initiatives to promote inclusive economic participation and strengthen the resilience of local supply chains.	• Our approach combines financial and non-financial support aimed at improving the operational, technical and commercial capabilities of emerging enterprises, including small-scale, female and youth-owned farming businesses • Boxer also recognises that evolving regulatory and certification requirements within the food sector can present significant barriers to entry for emerging suppliers and remains committed to supporting supplier development and market access opportunities • Similarly, access-to-finance continues to be a major barrier for not only emerging farmers and manufacturers but for the real estate entrepreneurs too. Hence our targeted support for emerging landlords in communities in which we trade	• Boxer continued supporting local and emerging agricultural producers through its procurement activities, to enhance local economic development, food security and rural livelihoods: » More than R167 million of farm produce was procured from local, emerging and rural farmers • Similarly, we supported emerging property entrepreneurs through development finance arrangements in order to strengthen supplier development, job creation and inclusive economic growth in the communities we serve

Our commitment to the township economy and agricultural value chain

Digital Kick-Start programme

Boxer partnered with the eThekwini Metropolitan Municipality and iKhokha to implement the innovative Digital Kick-Start programme aimed at improving digital business literacy, financial inclusion and market access for informal traders, spaza shop owners and township-based SMMEs in the eThekwini region. The programme provided practical training in digital marketing, record keeping, business compliance, digital payments and access to finance, while supporting entrepreneurs with the tools they needed to participate more effectively in the digital economy.

More than 250 digital support packs comprising smartphones, iKhokha devices, SIM cards and related digital enablement tools were distributed to participating entrepreneurs. The programme also facilitated hands-on onboarding to digital payment platforms, WhatsApp Business and Boxer Bulk Online, enabling participants to strengthen record-keeping practices, improve customer reach, reduce cash-handling risks and enhance access to potential funding opportunities through improved transaction visibility and business formalisation.



Rapid Agri-Support programmes

Through Boxer's Rapid AGRI-Support programmes, more than 160 small-scale farmers in the Limpopo province received agricultural support and farming input assistance. Boxer also supported an emerging poultry farmer through the Durban Business Fair Best Agri-Stand Competition, contributing to agricultural enterprise development, local food systems and inclusive economic participation within the communities in which the Group operates.

Impact

- Reached more than 160 farmers in Limpopo through the Rapid-Agricultural Support programme and other incubation initiatives
- Supported 688 farmers in KwaZulu-Natal and Limpopo provinces through targeted farmer-support intervention
- Our Digital Kick-Start programme benefitted more than 250 township informal traders and spaza shops

Partner testimonials

Boxer is helping us enhance impact on small businesses

***Ms. Khungeka Gojo**, Programme Manager: MSME, eThekweni Municipality*

Partnering with Boxer helped increase our reach

***Mr. Qenehelo Khaile**, Regional Retail Lead, KwaZulu-Natal, iKhokha*

Our agricultural co-ops were enriched by the Boxer's Rapid Agri-Support programme

***Ms. Lufuno Matodzi,** GNEST Agricultural Services, Makhado, Limpopo*



Ubuntu: A unique and people-centred approach to corporate social responsibility (CSR)

A community champion for education, well-being and sustainable communities

We are committed to:

- Promoting safe, inclusive and resilient communities through initiatives that support community well-being, safety and vulnerable groups
- Contributing to the sustainable development and economic advancement of South Africa's youth through education, skills development, wellness and inclusive socio-economic initiatives
- Advancing community and grassroots-level climate and environmental action through impactful education, awareness and sustainability initiatives

Focus area	Description	Progress/Impact
Championing education Boxer's education initiatives are designed to address immediate educational needs while contributing to long-term socio-economic development and youth empowerment within the communities in which the Group operates. Our approach focuses on leadership development, educational support and creating enabling learning environments that promote sustainable future opportunities for young people.	We continued to: • Provide support for school infrastructure, learning materials and Back-to-School campaigns aimed at improving access to conducive learning environments and educational success within local communities • Support the Boxer Youth Leadership programme (BYLP) which continues to identify and develop high-potential learners from under-served communities through leadership development, mentorship and life-skills support	• Partnered with 48 schools nationally, positively impacting a national footprint of learners through educational support initiatives » 50 learners were supported through the Boxer Youth Leadership programme (BYLP) during the year at a cost of R495 290, reinforcing Boxer's continued investment in youth leadership development, education and long-term socio-economic empowerment » The FY26 Boxer Youth Leadership programme (BYLP), hosted at Sugar Bay Resort, challenged participating learners to develop innovative solutions aimed at addressing South Africa's growing water-stress challenges, strengthening environmental awareness and sustainability leadership among future youth leaders



Ubuntu: A unique and people-centred approach to corporate social responsibility (CSR) continued

Focus area	Description	Progress/impact
Green entrepreneurial skills and education Boxer pioneered a scalable school recycling initiative aimed at promoting environmental awareness, responsible waste management and green entrepreneurial skills among learners and surrounding communities.	• The programme combines environmental education with practical recycling activities to support cleaner school environments, climate-conscious behaviour and potential income generation opportunities linked to circular economy practices • Revenue generated through recycling activities contributes towards identified school development and infrastructure priorities	• Expanded the initiative through the launch of additional school recycling projects in Ngqeleni Village School (Eastern Cape), Ilinge High (Gauteng) and Tshiluvhi Primary (Limpopo), bringing the total number of schools supported to 4







Focus area	Description	Progress/impact
Community safety, health and well-being Boxer supports initiatives that promote healthier lifestyles, community well-being and safer communities within the areas in which the Group operates. Through sports development, community partnerships and social support initiatives, Boxer aims to encourage social cohesion, wellness, youth development and community resilience.	• The Boxer Athletics Club continues to serve as a developmental platform for runners from previously disadvantaged backgrounds through coaching, competition exposure and financial support. The BAC prides itself with some of the high-performingg national and international Award-winning athletes. • Sponsored and hosted community running events, encouraging active lifestyles and community participation. • Partnered with the South African Police Service (SAPS) to support safer communities through the roll-out of renovated Victim Friendly Facility (VFF) centres across South Africa, aimed at supporting vulnerable groups and strengthening community-based responses to Gender-Based Violence (GBV) and related social challenges.	• Hosted Durban and Johannesburg 5km marathons, with 7 363 participants • Boxer Athletics Club supported several high-performing athletes • 11 SAPS VFF Centres launched • Clean-up campaign at the iSimangaliso Wetland in partnership with SANParks, in addition to another community and store clean-up programme in Matatiele in the Eastern Cape



4

A review of the FY26 PERFORMANCE

Chief Finance Officer's review

Chief Finance OFFICER'S REVIEW

Building on our strong JSE debut with a resilient performance

The business delivered consistent market share gains in FY26, with solid like-for-like volume growth, strong contributions from new stores and healthy growth in profitability and cash generation. These results were achieved within a highly competitive and deflationary trading environment, while also absorbing the additional costs associated with operating as a stand-alone listed entity, and the opening of our new Tongaat distribution centre.

Alongside continued investment in customer value, stores, supply chain and technology, the Group also progressed several innovation initiatives during the year, including our Boxer Rewards loyalty programme and the launch of our new B-Inside supplier portal. The year again demonstrated the strength of Boxer's strategy, operating efficiency and customer proposition within a constrained consumer environment.

Financial results for the 52 weeks ended 1 March 2026

	52 weeks 1 March 2026 FY26	53 weeks 2 March 2025 FY25	% change
Turnover	**46.7 billion**	42.6 billion*	9.6
Trading profit	**2.64 billion**	2.31 billion	14.3
Trading profit margin	**5.7%**	5.4%	
Profit before tax before capital items	**2.16 billion**	1.94 billion	11.1
Headline earnings	**1.60 billion**	1.41 billion	13.2
Headline earnings per share (HEPS) – cents	**351.67**	413.76	(15.0)**
Dividend per share – cents	**140.67**		
Pro forma FY25 (52 weeks)* **			
Turnover (52/52w)	**46.7 billion**	41.6 billion	12.7
Trading profit (52/52w)	**2.64 billion**	2.25 billion	17.3
Trading profit margin	**5.7%**	5.4%	

* *FY25 Turnover restated to now include certain items previously recognised within cost of goods sold. FY25 trading profit was not impacted; FY25 trading profit margin was revised as a consequence of the turnover restatement.*
** *The decline in HEPS is the result of the IPO structure, which resulted in a substantial increase in the number of shares in issue during November 2024.*
*** *FY25 pro forma financial information on a 52-week basis is provided as supplementary information. Please refer to page 101.*



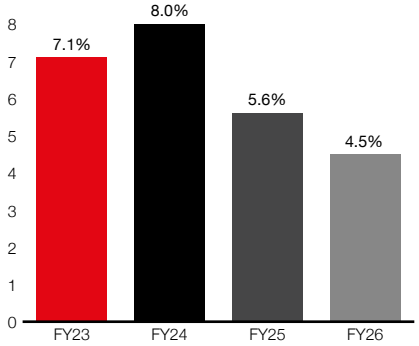
David Wayne
Chief Finance Officer

FY26 represented Boxer's first full financial year as a listed business and I am pleased to report that the Group delivered a strong set of results, in line with the guidance and strategic objectives communicated at the time of the IPO.

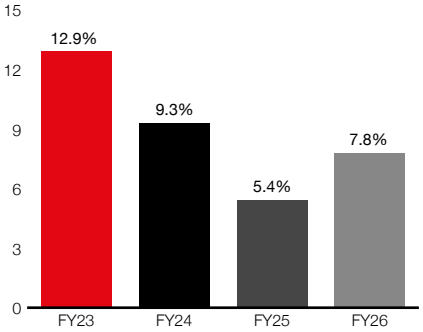
Review of financial performance

Turnover

Like-for-like turnover growth



Turnover growth from new stores



Boxer delivered turnover growth of 12.3% (52/52w) for FY26, with like-for-like sales growth of 4.5%, in line with our market guidance and growth ambitions for the year. The Group achieved consistent market share gains across the year, supported by solid like-for-like volume growth across the existing store estate.

Turnover growth moderated from 13.9% in H1 FY26 to 10.9% in H2 FY26, reflecting a more constrained consumer environment, particularly over the extended Black Friday period, alongside continued deflation across key commodity categories.

Against this backdrop, Boxer continued to invest meaningfully in customer value in support of the Group's virtuous circle strategy. Internal selling price inflation, measured on a volume-held-constant basis, averaged -1.2% for FY26, comparing favourably against Statistics South Africa food and non-alcoholic beverages inflation of +4.4% for the same period. Internal selling price deflation deepened from -0.7% in H1 FY26 to -1.6% in H2 FY26, with significantly lower selling prices in several core commodity categories.

The continued roll-out of the Boxer Rewards Club, together with an expanded private and confined label offering, further strengthened Boxer's value proposition.

New stores added 7.8% to turnover growth for the year. Boxer added 51 net new stores in FY26, closing the year with 576 stores. The strong contribution from new stores reflects the quality of recent store openings and the continued relevance of the Boxer proposition in the communities we serve, even within a constrained trading environment.

Gross profit

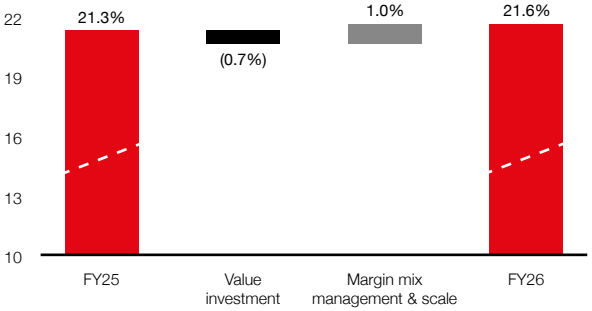
Gross profit increased by 11.2% to R10.1 billion for FY26, with the gross profit margin expanding by 30 basis points to 21.6% of turnover, from a restated 21.3% in FY25. This margin expansion was achieved despite continued investment in lower prices for customers, which reduced point-of-sale margin by approximately 70 basis points over the period.

Supply chain costs remained well controlled during the year. The expected logistics cost pressure associated with the commencement of operations at the Tongaat distribution centre was effectively offset by efficiencies achieved across the broader supply chain network, resulting in a broadly neutral impact on gross margin.

Gross margin expansion was driven by strong margin mix management and continued economies of scale across the business. This is particularly pleasing within a deflationary trading environment and highlights the operating efficiency of the Boxer business.

Boxer's gross profit margin remains below that of listed food retail peers, reflecting the meaningful value the Group continues to deliver to customers every day.

Gross profit margin accretion despite ongoing price investment



Other trading income

Commissions and other trading income increased by 25.0% year-on-year to R390 million, representing 0.8% of turnover. Growth was driven by strong performances from financial and other value-added services provided at our till points, together with the launch of Boxer's B-Inside supplier portal during the year. The platform establishes a new income stream for Boxer by providing suppliers with valuable insights into customer behaviour, category and product performance. It also reflects how Boxer is increasingly using data, technology and innovation to create new opportunities within the business.

Trading expenses

Trading expenses increased by 10.9% year-on-year, including the additional trading week in the prior year base, with trading expenses as a percentage of turnover increasing from 16.6% in FY25 to 16.8% in FY26.

The primary drivers of expense growth during the year were the Group's store roll-out programme, which increased trading space by 6.9%, together with the impact of Boxer operating as a separately listed business. Included within FY26 trading expenses were R31 million of incremental listed entity costs, below the R45 million cost guidance provided at the time of the IPO, together with a non-cash expense of R81 million relating to the IPO share admission award. We expect higher diesel prices to provide some cost pressure in FY27. Diesel costs are primarily reflected in cost of goods sold, with a smaller portion included in operating expenses related to running generators at stores. Total diesel expenditure in FY26 was approximately R310 million, representing 0.7% of turnover.

Employee costs – increased by 10.4% to R3.4 billion, driven by employee growth, above-inflation wage increases and share-based payment expenses, partially offset by increased employee tax incentives.

Occupancy costs – increased by 9.4% to R1.3 billion, reflecting annual lease escalations and store rol-out.

Operations costs – increased by 12.3% to R2.4 billion, primarily driven by higher depreciation, electricity costs and IT expenditure.

Merchandising and administration costs – increased by 11.0% to R775 million, impacted by higher card commissions as electronic payments continued to increase as a proportion of customer transactions, alongside increased promotional marketing costs.

Within the context of a rapidly expanding business, operating costs remain well controlled. The simplicity and efficiency of the Boxer business, together with careful cost management and strict return on investment criteria, continue to provide the Group with a meaningful competitive advantage. This enables Boxer to expand profitably into under-served communities, where low-cost execution and operational discipline remain critical to long-term success.

Trading profit

Trading profit increased by 17.3% (52/52w) to R2.6 billion for FY26, with the trading margin improving to 5.7% of turnover. This is an exceptional result in the context of a highly competitive and deflationary trading environment, driven by sustained turnover momentum, strong underlying customer demand and the growing contribution from new revenue streams within the business.

Boxer delivered this growth while continuing to invest in lower prices, absorb the additional costs associated with operating as a stand-alone listed entity and ramp up the new Tongaat distribution centre. Strong margin management, increasing scale benefits across the business and continued focus on operating efficiency and cost control all contributed to the trading profit performance for the year.

Net finance costs

Net finance costs, including implied interest charges under IFRS 16, increased by 31.3% year-on-year to R482 million.

Net finance costs	FY26 Rm	FY25 Rm	% change
Net funding interest received	1	45	(97.8)
Lease liabilities interest	(483)	(412)	17.2
Total	(482)	(367)	31.3

Net funding interest

The primary driver of the increase in total net finance costs was the change in funding costs following the IPO balance sheet restructure. Net funding interest received reduced from R45 million in FY25 to R1 million in FY26, reflecting the external debt raised as part of the Group's new funding structure.

Following the rapid de-gearing of the balance sheet during the year and the swing from a net debt to net cash position, net funding interest improved from R2 million net interest paid in H1 FY26 to R3 million net interest received in H2 FY26. Boxer expects to move towards a comfortable net funding interest received position during FY27.

Lease liability interest

Lease liability interest increased by 17.2% to R483 million, driven by the accelerated store roll-out programme and the mechanics of IFRS 16, with higher interest charges during the early years of new leases.

Profit before tax before capital items

Profit before tax before capital items increased by 11.1% year-on-year (52/53w) to R2.2 billion, with the increase in net finance costs partially offsetting the strong growth in trading profit during the year.

Tax

Boxer's effective tax rate declined to 26.3% from 27.5% in the previous year. The reduction was largely attributable to increased employee tax incentives and learnership allowances, which are treated as non-taxable income. Boxer's effective tax rate remains broadly aligned with the South African statutory tax rate of 27.0%.

Earnings per share

FY26 earnings and headline earnings increased by 12.5% and 13.2%, respectively. Several factors impacted earnings comparability over the year, including the additional trading week in the FY25 base, the incremental costs associated with operating as a listed entity, the share-based payment cost of the IPO admission award, and higher net funding interest related to external debt raised at the time of the IPO.

As part of the IPO, Boxer issued 157.4 million new shares, increasing the total ordinary shares in issue from 300 million to 457.4 million shares. The new shares were included in the weighted average number of shares in issue (WANOS) for a full 12 months in FY26, compared to only three months in the FY25 base period. As a result, WANOS increased by 33.2% year-on-year to 453.0 million shares, which diluted the earnings per share metrics.

Headline earnings per share (HEPS) – All impairment losses and other capital items are excluded from the calculation of headline earnings per share. HEPS declined 15.0% year-on-year to 351.67 cents per share.

Earnings per share (EPS) – All items of a capital nature, including impairments, are included in the calculations of earnings per share. EPS declined 15.5% year-on-year to 343.50 cents per share.

Boxer did not retain the R8.5 billion of capital raised through the IPO, with these proceeds distributed to Pick n Pay Stores Limited, its majority shareholder as part of the pre-listing restructure. As a result, the Group believes absolute earnings growth remains the most appropriate measure of the underlying operational performance of the business during FY26.

With the dilution impact from the IPO share issuance now fully reflected in the base, future growth in per share earnings will approximate underlying earnings growth going forward.

Review of financial position

Gearing

	FY26 Rm	FY25 Rm
Cash and equivalents	538	466
Long-term bank debt	(200)	(850)
Net amount owed by Pick n Pay*	371	204
Net cash/(debt) excluding lease liabilities	709	(180)
Lease liabilities	(5 271)	(4 797)
Net debt including lease liabilities	(4 562)	(4 977)

* *Amounts owed by Pick n Pay relate to outstanding overnight settlements of operational cash flows which result from the sharing of payment system infrastructure.*

Boxer closed FY26 with net cash (excluding lease liabilities) of R709 million, compared to net debt of R180 million at the end of FY25.

During the year, Boxer repaid R650 million of the long-term debt raised at the time of the IPO, with the remaining R200 million settled subsequent to year-end. The rapid de-gearing of the balance sheet following the IPO reflects the strong underlying cash generation of the business, disciplined capital investment and careful management of working capital and cash flows throughout the year.

The net amount owed by Pick n Pay increased during the year following Boxer's settlement of a R127 million intercompany loan originating prior to the IPO. The remaining balance largely relates to normal payment settlement processes between the two businesses.

The benefits of the stronger balance sheet already started to emerge during the second half of FY26, with the Group moving from a net funding interest paid position in H1 FY26 to a net funding interest received position in H2 FY26.

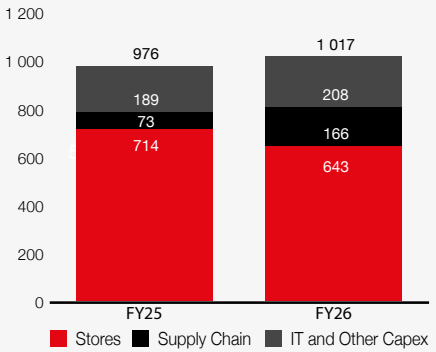
Working capital

Working capital absorbed R386 million of liquidity during the year, primarily due to the R889 million increase in inventory, which grew by 26.3% to R4.3 billion. The increase was driven by strategic inventory buy-ins, the growing store base and incremental stock associated with the opening of the Tongaat distribution centre. Trade and other payables increased by 9.4% to R5.2 billion, broadly in line with growth in cost of goods sold.

Notwithstanding the increased inventory investment during the year, Boxer maintained a negative net working capital position equal to 1.1% of turnover, reflecting the strength of the Boxer cash profile.

Capital investment (Rm)

Stores/Supply Chain/IT & Other Capex (Rm)



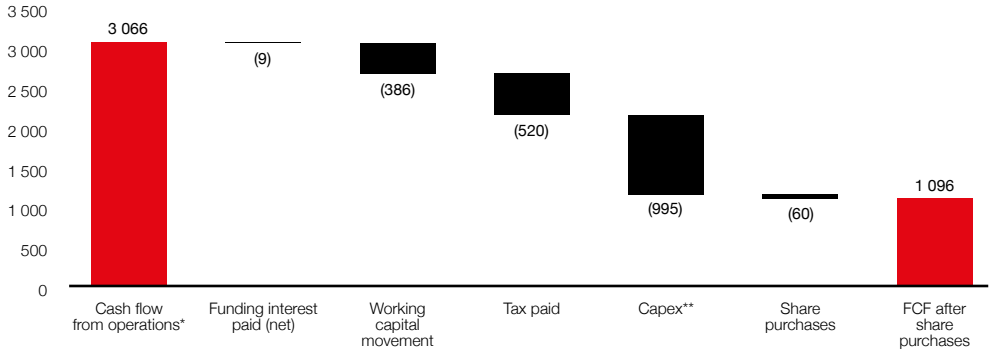
Boxer invested R1.0 billion in capital expenditure during FY26, up 8.3% on last year, with 67% of the total spend directed towards expansion.

Store capex of R643 million reflects continued investment in the store network, both in growing and maintaining the quality of the footprint. Supply chain capex of R166 million related mainly to the fit-out and final building works at the new Tongaat distribution centre.

IT and other capital expenditure of R208 million included investment in a new business intelligence platform and point-of-sale hardware refresh. The new business intelligence capability also enabled the launch of Boxer's B-Inside supplier portal during the year, contributing to the growth in other trading income.

The quality and consistency of Boxer's capital allocation, together with the efficiency of the business, enabled the Group to improve its return on invested capital (ROIC) to 26.0% for FY26, ahead of the 25.5% reported in FY25. Excluding IFRS 16, the ROIC was 66.7%. Capital investment for FY27 is expected to be approximately R1.1 billion.

Free cash flow (Rm)



* *Cash flow from operations includes lease payments.*
** *Capex after disposals and net of loans to landlords.*

Boxer generated R1.1 billion of free cash flow during FY26, despite the significant investment in inventory during the year and after funding both maintenance and expansionary capital expenditure. The Group also utilised R60 million during the year for share purchases relating to the new long-term incentive scheme. Excluding capital investment targeted at expansion, free cash flow generated from the existing business amounted to R1.8 billion for the year.

Cash dividend declaration

The Board has declared a final dividend of 95.37 cents per share, bringing the total FY26 dividend to 140.67 cents per share. This represents a pay-out ratio of 40% of FY26 headline earnings per share, in line with the guidance provided in the pre-listing statement. The dividend was paid on 1 June 2026.

FY27 outlook

The broader trading environment remains uncertain and difficult to predict. Developments in the Middle East and the associated impact on global oil and fuel prices are likely to place renewed pressure on food inflation and the cost of living during FY27.

Against this backdrop, Boxer remains focused on the areas within our control. The Group will continue to invest carefully in customer value, maintain careful cost management and execute on our store roll-out and strategic growth initiatives.

The strength of the Boxer customer proposition, together with the resilience of the business, positions the Group well to continue serving customers effectively within a constrained consumer environment. While trading conditions may become more challenging over the year ahead, Boxer remains committed to delivering value to customers and sustainable long-term growth for shareholders.

I would like to thank the Boxer finance, reporting and support teams for their hard work, professionalism and commitment throughout the year.

David Wayne
Chief Finance Officer

30 June 2026





5

Commitment to
CORPORATE GOVERNANCE

Governance summary

Our Board of directors

Report of the Audit, Risk and Compliance Committee

Report of the Remuneration Committee

- Part 1: Background statement
- Part 2: Overview of the remuneration policy
- Part 3: Implementation of the remuneration policy

Report of the Social, Ethics and Transformation Committee

Report of the Nominations and Corporate Governance Committee

Governance **SUMMARY**

Reflections from our Board leadership

FY26 represented an important next step in Boxer's journey as a listed company.

Much of the Board's focus in FY25 was on preparing Boxer for listing and establishing the governance foundations appropriate for an independent listed entity. During FY26, our focus shifted towards embedding and refining those structures as Boxer completed its first full year in the listed environment.

The Board continues to operate in a constructive and collaborative manner. There is a strong sense of mutual respect around the Board table, and directors engage openly and honestly while remaining aligned on the long-term objectives of the business and the importance of supporting management effectively.

As the year progressed, the Board and its committees continued refining their work plans, oversight priorities and reporting cadence to improve alignment and support more effective decision-making. The committees worked well together throughout the year and delivered effectively against their respective mandates.

Annual self-assessment evaluations were undertaken in respect of the Board, its committees, the Chair and individual directors. The feedback received was positive and encouraging, reflecting strong levels of engagement, constructive contributions and a shared commitment to continuous improvement.

Importantly, the Board is mindful that governance should support the business rather than constrain it. Boxer's success has been built on entrepreneurial thinking, operational agility and a deep understanding of its customers and communities. The Board is therefore focused on providing appropriate oversight and challenge while continuing to support management's ability to execute effectively.

FY26 also marked an important leadership transition for the Board. James Formby stepped down as Board Chair on 28 February 2026, and the Board extends its sincere appreciation for his leadership, guidance and significant contribution during an important period in Boxer's history.

Sean Summers succeeded James as Chair with effect from 1 March 2026. Sean's deep retail experience, understanding of the South African consumer landscape and long association with the Boxer business continue to provide valuable insight and continuity to both the Board and management team.

As CEO of the Pick n Pay Group, Sean is not considered independent. The role of the lead independent director therefore remains important in supporting balanced oversight, independent judgement and effective governance processes in the interests of all shareholders.

Leon Lourens retired from the Board on 28 February 2026 to take on a full-time executive position outside of Boxer. Leon played an important role on the Board during a significant time in Boxer's history and we thank him sincerely for his valuable contribution and wish him well for the future.

Material Board focus areas during FY26

In addition to the ongoing work performed through the Board committees, the Board focused on several broader strategic and operational matters during FY26.

A significant area of focus was the Group's continued operational and financial performance, including its market share gains, volume growth, trading resilience and the effectiveness of trading initiatives aimed at supporting Boxer's value leadership position in a competitive consumer environment.

The Board maintained close oversight of the Group's store expansion programme, including capital allocation, roll-out execution, and the contribution of new stores to turnover growth.

The Board also monitored the continued development of the Group's supply chain and operational infrastructure, including the successful opening of the Tongaat distribution centre, inventory management and working capital efficiency, while supporting consistent product availability across the store network.



James Formby *Outgoing Board Chair* | **Charlotte Maponya** *Lead Independent Director* | **Sean Summers** *Board Chair*

We are pleased to report that the governance foundations established ahead of listing proved strong and effective during the year. They provided the Board and management team with a solid platform from which to operate confidently as a listed company, while still allowing Boxer to retain the agility, entrepreneurial culture and operational focus that have long differentiated the business.

Additional Board focus areas

- Capital structure, liquidity and cash generation
- Strategic partnerships and the expansion of financial and other value-added services
- Ongoing investment in technology, digitisation and operational efficiency initiatives
- Stakeholder engagement, including shareholder, supplier and investor engagement
- Transformation, employment equity and broader sustainability priorities

Throughout the year, the Board remained focused on supporting disciplined long-term growth while maintaining Boxer's operational agility, customer focus and low-cost operating model.

Committee focus areas during FY26

Each Board committee focused on important areas of development during the year.

The Audit, Risk and Compliance Committee – oversaw the continued strengthening of Boxer's risk and assurance environment, including the effective transition to in-house risk management and internal audit capabilities and the further embedding of the enterprise risk management framework across the business.

The Remuneration Committee – focused on enhancing the Group's short- and long-term incentive structures following constructive shareholder engagement after listing, while continuing to support remuneration outcomes that promote sustainable long-term value creation and talent retention.

The Social, Ethics and Transformation Committee – continued to oversee Boxer's meaningful contribution to the communities it serves while supporting the practical integration of sustainability considerations into the business. An important area of focus was preserving Boxer's distinctive culture and values as the business grows.

The Nominations and Corporate Governance Committee – continued to focus on Board effectiveness, succession planning and leadership continuity. Given the depth of experience and long tenure across parts of the Group's leadership structures, significant focus was placed on identifying and developing future leaders to support orderly and sustainable succession over time.

We continue to learn from one another, strengthen our oversight practices and build on the strong foundations established at listing. We would like to thank our fellow directors, the management team and all Boxer employees for their commitment, professionalism and contributions throughout the year.

James Formby
Outgoing Board Chair
Non-executive director

Sean Summers
Board Chair
Non-executive director

Charlotte Maponya
Lead independent
non-executive director

30 June 2026

Overall, FY26 was a positive and rewarding year for the Board. There is a strong sense of collaboration and shared purpose across the Board and management team, and a genuine commitment to supporting Boxer's continued growth and long-term sustainability.



Board governance confirmation

The Board is satisfied that it, together with its committees, fulfilled its responsibilities during FY26 in accordance with the Board Charter and respective committee Terms of Reference. The Board further confirms that the Group complied with its Memorandum of Incorporation, the Companies Act and the JSE Listings Requirements, and that the Board and its committees continued to operate effectively throughout the year in support of good governance and long-term value creation.

Our approach to corporate governance

Strong corporate governance is fundamental to how Boxer operates, makes decisions and creates sustainable value.

As a listed company, we are committed to maintaining governance practices that are transparent, effective and appropriately robust. Our governance approach supports disciplined growth, responsible leadership and long-term stakeholder confidence.

The Board recognises that governance is not static. During FY26, we continued to strengthen and embed our governance practices following the Group's listing in FY25, while maintaining the agility and entrepreneurial culture that underpin the Boxer business.

The Board provides ethical and effective leadership by setting the strategic direction of the Group and overseeing the execution of strategy within a framework of prudent and effective controls. In fulfilling its responsibilities, the Board:

- Approves the Group's strategy and monitors its execution
- Oversees risk management and internal controls
- Monitors financial and operational performance
- Oversees compliance with applicable laws and regulations
- Oversees the effectiveness of the Group's combined assurance activities
- Considers material sustainability matters
- Considers the legitimate needs, interests and expectations of material stakeholders
- Ensures the integrity of external reporting

The Board acts in the best interests of the Group and its stakeholders and exercises independent judgement in its decision-making.

Executive management is responsible for implementing strategy and managing the day-to-day operations of the Group within the governance framework established by the Board.

During FY26, the Board continued to focus on strengthening governance effectiveness and embedding governance disciplines appropriate for a listed-company environment.

Our corporate governance framework

The Group's governance framework supports clear accountability, effective oversight and disciplined execution. The Board is supported by its committees, which provide focused oversight in key areas including audit and risk, remuneration, corporate governance and Board nominations.

Each committee operates within approved Terms of Reference and reports regularly to the Board. Authority is delegated through formal levels of authority and governance structures designed to:

- Support effective decision-making
- Strengthen accountability and oversight
- Enable appropriate risk management
- Promote ethical conduct
- Support sustainable value creation

The Board regularly reviews the effectiveness of the Group's governance structures and processes to ensure they remain appropriate for the evolving needs of the business.

Board

The Board considers strategy, performance, risk, sustainability and stakeholder interests in an interconnected manner to support balanced and informed decision-making and value creation. The Board is ultimately accountable for:

Governance | **Performance** | **Long-term sustainability**

Board committees

Audit, Risk and Compliance Committee	Remuneration Committee	Social, Ethics and Transformation Committee	Nominations and Corporate Governance Committee
Oversees accounting, tax, financial management, implementation of internal controls, compliance and combined assurance	Oversees remuneration and policies and practices to support performance and sustain value	Oversees ethics and sustainability, transformation, sustainability efforts and stakeholder well-being	Oversees Board composition, succession and Board Charters

Executive management

Responsible for implementing strategy and managing the day-to-day operations of the Group within the governance framework established by the Board

Risk management | **Compliance** | **Internal controls** | **Assurance** | **IT and information governance** | **Ethics and integrity**

Stakeholders and integrated thinking

The Group engages with and considers the needs of stakeholders and fosters long-term value creation and stakeholder interests in support of our decision-making and long-term value creation.

- Shareholders
- Customers
- Employees
- Suppliers and partners
- Communities
- Regulators

Our corporate governance framework aligns with:

- The Companies Act, No. 71 of 2008, as amended
- The JSE Listings Requirements
- Principles and recommended practices of King IV™
- Boxer's values and ethical culture



Applying King IV

The Group's governance practices support the achievement of the four King IV governance outcomes:

Ethical culture

The Board promotes ethical leadership, integrity and accountability across the Group, supported by a Code of Ethics, ethics policies, training and confidential whistle-blowing channels. Boxer remains committed to conducting business responsibly and in a manner that supports trusted stakeholder relationships.

Good performance

Governance structures and processes support disciplined strategy execution, effective decision-making and sustainable stakeholder value creation. The Group's performance-linked long-term incentive schemes incentivise management to deliver and retain key talent.

Effective control

The Board oversees a framework of governance, risk management and internal controls – including Board and committee charters, policies and a comprehensive delegation framework – designed to support informed decision-making and safeguard the Group's assets, reputation and long-term sustainability.

Legitimacy

The Group seeks to maintain transparent and constructive relationships with stakeholders through meaningful engagement, responsible conduct and clear and transparent reporting.

Further detail regarding the application of King IV principles is available in the Group's King IV Application Register, available on Boxer's investor relations website at www.boxerinvestor.co.za.

The Board is preparing for the adoption of King V in FY27, and is currently undertaking a comprehensive review of the Group's corporate governance frameworks, policies and procedures to to ensure alignment with the updated King principles to ensure Boxer's continued adherence to best practice.

Board composition

The Board comprises a balanced mix of executive, non-executive and independent non-executive directors who contribute retail, commercial, financial, IT and digital, ESG, legal and regulatory knowledge, as well as practical business acumen. Our non-executive directors are strong-minded individuals of integrity who are successful and experienced professionals in their respective fields.

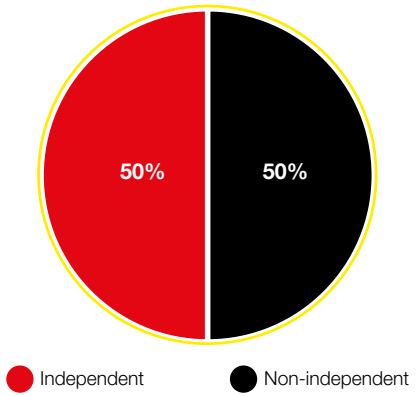
The Board is satisfied that its composition reflects an appropriate mix of knowledge, skills, experience, diversity and independence to support effective oversight and informed decision-making.

The Board, supported by the Nominations and Corporate Governance Committee, regularly reviews its composition to ensure it remains aligned with Boxer's strategy, growth ambitions and responsibilities as a listed company.

Board independence and balance

The majority of the Board comprises independent non-executive directors, supporting objective judgement and effective oversight.

Independence of non-executive directors (%)



The independence of non-executive directors is assessed annually by the Board, through the Nominations and Corporate Governance Committee, with reference to King IV™, the JSE Listings Requirements and other relevant governance considerations. Factors considered include whether a director:

- Has a direct or indirect material interest in the Group
- Has a material relationship with the Group
- Represents or is associated with a material shareholder
- Has been employed by the Group in an executive capacity in recent years
- Receives remuneration other than directors' fees from the Group
- Has served on the Board for a period that could affect independence
- Has close family, business or professional relationships that could impair objective judgement

James Formby and Sean Summers are not considered independent owing to their relationship with the controlling shareholder, Pick n Pay Stores Limited. James Formby served as Chair of the Board until 28 February 2026. Sean Summers was appointed Chair with effect from 1 March 2026.

The Board also considered Sean's capacity to continue serving as both Chief Executive Officer of Pick n Pay Stores Limited and Chair of Boxer. Sean has served on both the Pick n Pay and Boxer Boards since listing and has continued to manage his responsibilities, engagement and contribution effectively. The Board remains satisfied that he is fulfilling his responsibilities appropriately and that the Board continues to operate independently and constructively.

To reinforce governance integrity and balance, Charlotte Maponya serves as lead independent director. This role supports independent oversight, particularly when the Chair may be conflicted or is not independent.

The Board is satisfied that the independent non-executive directors continue to exercise objective judgement and fulfil their responsibilities independently and in the best interests of the Group.

Chair and executive leadership

A clear separation of responsibilities exists between the Board Chair and the Chief Executive Officer to ensure an appropriate balance of authority and accountability.

Board Chair

Sean Summers is responsible for leading the Board, setting the ethical tone and creating a culture of trust, openness and constructive engagement. The Chair ensures that the Board operates effectively and that directors are able to contribute meaningfully to Board deliberations.

Chief Executive Officer (CEO)

Marek Masojada is accountable to the Board for the performance and day-to-day management of the Group. He leads strategy execution and operational delivery, ensuring that the business remains agile, well-run and values-driven.

Chief Finance Officer (CFO)

David Wayne is responsible for the Group's financial integrity and performance. He oversees finance, risk and compliance, and ensures that risks are appropriately identified, monitored and reported.

Lead independent director

Charlotte Maponya reinforces independence and balance on the Board. She provides oversight in any instance where the Chair may be conflicted, leads the Chair's performance review, and supports the protection of the interests of all shareholders. The role remains particularly important given Boxer's controlling shareholder structure and the appointment of a non-independent Chair.

Formal delegations of authority, Board and committee structures, and established governance processes support independent judgement, accountability and effective oversight. Directors are required to declare actual or potential conflicts of interest and, where appropriate, recuse themselves from deliberations and decision-making processes.

The Board is satisfied that there is an appropriate balance of power and authority across the Group's governance structures, with no individual director having unfettered decision-making powers.

Board appointments and rotation

Board appointments follow a formal and transparent process led by the Nominations and Corporate Governance Committee. Appointments are based on merit and consider the skills, experience, independence, diversity and succession requirements of the Board, as well as the Group's strategic priorities.

The appointment of all directors are approved by shareholders at the AGM.

The Board recognises the importance of orderly succession planning to support continuity and governance effectiveness.

The Board continues to review succession planning for the Board, committees and key leadership roles as part of its forward-looking governance responsibilities.

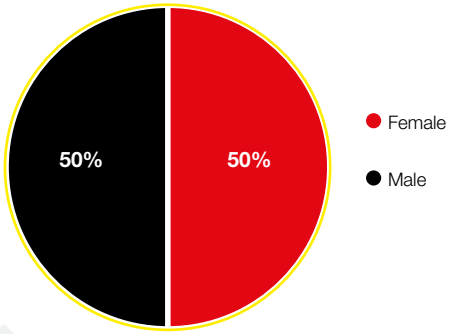
In accordance with the Company's Memorandum of Incorporation, at least one-third of non-executive directors retire by rotation at each Annual General Meeting and may offer themselves for re-election.

New directors participate in a formal induction process and directors receive ongoing governance, regulatory and industry updates relevant to their responsibilities as directors of a listed company.

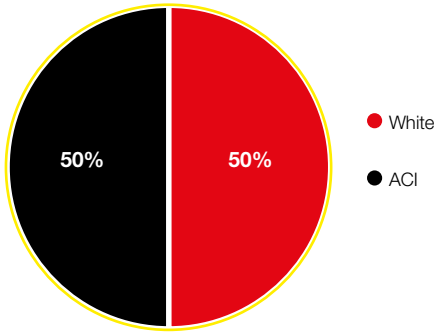
Board diversity

Boxer is committed to building a Board that reflects the diversity of the country and the communities it serves. Diversity across race, culture, gender, skills, experience and background is recognised as an important contributor to effective governance, broader perspectives and balanced decision-making.

Gender diversity %



Racial diversity %



The Group adopted a formal Board Diversity Policy in November 2024, which sets out short- and long-term voluntary targets:

Short-term targets (within three years)

- 44% ACI representation
- 44% women representation

Long-term targets (within six years)

- 50% ACI representation
- 50% women representation

Following Leon Lourens' resignation from the Board on 28 February 2026, the Board composition moved to 50% ACI representation and 50% female representation, aligning with the Group's longer-term diversity targets.

The Board is committed to maintaining an appropriate balance of diversity, skills, experience and independence in support of effective governance and the long-term needs of the business. Diversity considerations will continue to form an important part of Board succession and appointment processes, together with the broader requirements of Board composition and governance effectiveness.

Progress against the Group's diversity objectives will continue to be monitored and reported annually as part of Boxer's commitment to transformation, inclusion and good governance.



Our Board **OF DIRECTORS**

Executive directors



Marek Masojada (61)
Chief Executive Officer

Qualifications: CA(SA)

On the Board since: 2024

Marek has been with Boxer for more than three decades and has played a central role in building the business into South Africa's leading soft discounter. His experience spans retail operations, finance, commercial execution, strategy, property, expansion and risk management. Having joined Boxer in 1993 when the business operated just five stores, Marek has been instrumental in shaping Boxer's customer proposition, operating model and growth strategy. His deep understanding of discount retail, disciplined execution and customer-focused leadership continue to support Boxer's strong operational performance and long-term growth ambitions as a listed company.



David Wayne (47)
Chief Finance Officer

Qualifications: CA(SA)

On the Board since: 2024

David has extensive experience across finance, governance, taxation, capital investment, compliance, risk management and financial strategy. Since joining Boxer in 2007, he has played a key role in strengthening the Group's financial discipline, governance and reporting capabilities.

His commercial insight and focus on operational efficiency have contributed significantly to Boxer's financial resilience, capital allocation discipline and strong returns on invested capital. David continues to oversee the Group's finance, risk and compliance functions and plays an important role in supporting Boxer's continued growth and governance maturity as a listed company.

Non-executive directors



Sean Summers (73)
Non-executive Board Chair

On the Board since: 2024

Sean is one of South Africa's most experienced retail leaders, with deep expertise across food retail, merchandising, customer strategy, store operations and large-scale retail transformation.

He has an exceptional understanding of the South African consumer landscape and the operational realities of value-focused retailing across diverse communities and income segments. Sean also has deep institutional knowledge of Boxer, having originally led the acquisition of Boxer by Pick n Pay in 2002, and brings valuable strategic and operational insight as Boxer continues its next phase of growth as a listed company.

Other listed company directorships:

- Pick n Pay Stores Limited (CEO)



James Formby (56)
Non-executive director

Qualifications: CA(SA); Masters in Philosophy in Management Studies

On the Board since: 2024

Committees: Remuneration

James has extensive corporate finance, banking, governance and strategic leadership experience developed over a distinguished career at Rand Merchant Bank, including seven years as chief executive officer. His expertise includes mergers and acquisitions, capital markets, debt restructuring, IPOs, governance and strategic transactions. James played an important role in supporting Boxer's successful listing and governance transition into a listed environment, and continues to contribute valuable strategic, financial and governance insight to the Board.

Other listed company directorships:

- Pick n Pay Stores Limited (Board Chair)
- Vukile Property Fund Limited

Independent non-executive directors



Charlotte (Chichi) Maponya (61)

Lead independent non-executive director

Qualifications: Bachelor of Commerce

On the Board since: 2024

Committees: Nominations and Corporate Governance (Chair); Social, Ethics and Transformation; Remuneration

Chichi is an accomplished entrepreneur and business leader with extensive retail, property development and community business experience. She has deep insight into township and community-based retail markets, informal trade dynamics and the needs of value-conscious consumers. She brings a practical entrepreneurial perspective to the Board, together with strong stakeholder engagement, leadership and transformation experience. Her understanding of the communities Boxer serves supports the Group's customer-led growth strategy and commitment to inclusive economic participation.



Jesmane Boggenpoel (53)

Independent non-executive director

Qualifications: CA(SA), MPub Admin (Harvard)

On the Board since: 2024

Committees: Social, Ethics and Transformation (Chair); Audit, Risk and Compliance; Nominations and Corporate Governance

Jesmane brings extensive experience across governance, public policy, sustainability, transformation and strategic leadership. Her career has included senior leadership roles across both the public and private sectors, with particular expertise in organisational transformation, stakeholder engagement, governance and responsible leadership. She contributes a balanced combination of governance, financial and transformation expertise to the Board and provides valuable leadership in her role as Chair of the Social, Ethics and Transformation Committee.

Other listed company directorships:

- Spur Corporation Limited



Cindy Robertson (50)

Independent non-executive director

Qualifications: CA(SA)

On the Board since: 2024

Committees: Audit, Risk and Compliance (Chair); Remuneration (Interim Chair); Nominations and Corporate Governance

Cindy brings extensive financial, governance, audit and risk management experience to the Board. Her expertise spans financial oversight, assurance, governance, compliance and strategic financial management across complex business environments. She contributes strong technical expertise, together with practical commercial insight and governance experience. As Chair of the Audit, Risk and Compliance Committee, Cindy plays an important role in overseeing the integrity of financial reporting, risk management and combined assurance activities across the Group.

Other listed company directorships:

- Coronation Fund Managers Limited
- Equites Property Fund Limited
- Rainbow Chicken Limited



Dineo Molefe (48)

Independent non-executive director

Qualifications: CA(SA), MCom International Accounting (UJ), Advanced Management Programme: Wharton, University of Pennsylvania

On the Board since: 2024

Committees: Audit, Risk and Compliance; Social, Ethics and Transformation

Dineo is an experienced finance and business leader with extensive expertise in financial management, governance, strategy and operational leadership. She has held senior executive leadership roles within large and complex organisations, including MTN South Africa. She brings strong commercial insight together with deep financial, operational and leadership experience. Her expertise supports the Board's oversight responsibilities across financial governance, risk management, stakeholder engagement and sustainable business performance.

Company Secretary



Vaughan Pierce (43)
Company Secretary

Qualifications: BA, LLB, LLM

Appointed: 2024

Vaughan has extensive experience in corporate governance, regulatory compliance and company secretarial practice within listed and regulated environments. He supports the Board and its committees in the effective discharge of their governance responsibilities and provides guidance on governance, regulatory and statutory matters. Vaughan plays an important role in supporting governance effectiveness and the continued strengthening of Boxer's governance framework as a listed company, including supporting Board and committee processes and governance compliance requirements. Vaughan is also the Company Secretary of the Pick n Pay Group.



Abbreviated director biographies for the directors and the Company Secretary are included in this Integrated Annual Report. Full biographies, including detailed qualifications, career history and external appointments, are available on Boxer's investor relations website at www.boxerinvestor.co.za.

Evaluation of Board performance

The Board recognises the importance of ongoing evaluation in supporting governance effectiveness and continuous improvement.

During FY26, the Board, its committees, the Chair and individual directors were subject to an annual self-assessment performance evaluation process led by the Nominations and Corporate Governance Committee. The evaluation considered:

- Board composition and effectiveness
- Committee performance
- Governance processes and oversight
- Quality of Board information and reporting
- Strategic oversight and decision-making
- Committee work plans and reporting cadence
- Board culture and constructive engagement

The evaluation confirmed that the Board and its committees continue to operate effectively and fulfil their respective responsibilities. Areas identified for continued focus included:

- Further refinements of governance processes
- Continued integration of assurance activities
- Ongoing succession planning and Board development

Board attendance

The Board met four times during FY26 in accordance with its approved annual work plan, including in May 2026 to approve the FY26 Annual Financial Statements and final dividend declaration.

Directors are expected to prepare thoroughly, contribute constructively and exercise independent judgement in Board deliberations.

Directors	Meeting attendance
Jesmane Boggenpoel	4/4
James Formby	4/4
Charlotte Maponya	4/4
Marek Masojada	4/4
Dineo Molefe	3/4
Cindy Robertson	4/4
Sean Summers	4/4
David Wayne	4/4
Former director	
Leon Lourens	3/3

Company Secretary

The Board is supported by Vaughan Pierce as Company Secretary.

The Company Secretary provides guidance to the Board and its committees on governance, regulatory and statutory matters and supports the effective functioning of the Board and its committees.

All directors have unrestricted access to the advice and services of the Company Secretary.

The Board has considered and satisfied itself of the competence, qualifications, experience and capacity of the Company Secretary. The Board has taken cognisance of his role as Company Secretary of the Pick n Pay Group and is satisfied that, supported by appropriate governance and administrative structures, he is able to fulfil both roles effectively. The Board confirms that an arm's length relationship exists between the Company Secretary and the Board.

Risk, compliance and IT governance

The Board is responsible for overseeing the Group's systems of risk management, compliance and internal control and is supported in this regard by the Audit, Risk and Compliance Committee.

The Group applies an integrated risk management approach that supports informed decision-making and the achievement of strategic objectives.

Risk management processes are designed to identify, assess, monitor and manage material risks and opportunities across the business. Key risks are regularly reviewed by management, the Audit, Risk and Compliance Committee and the Board.

The Board also oversees compliance with applicable laws, regulations and governance requirements and remains committed to maintaining high standards of ethical and responsible conduct.

Technology, information and digital governance remain important areas of focus for the Group. The Board oversees the governance of information technology and digital systems to support operational resilience, cybersecurity, data protection and effective business operations.

During FY26, the Group continued strengthening governance, risk, compliance and assurance integration processes appropriate for a listed-company environment.

Further detail regarding the Group's principal risks and risk management approach is provided from page 19.

Board committees

The Board has established committees to assist it in discharging its responsibilities and to provide focused oversight in key governance areas. Each committee operates within approved Terms of Reference aligned with the Companies Act, JSE Listings Requirements and King IV and reports regularly to the Board.

The Board is satisfied that its committees operated effectively during FY26 and fulfilled their respective governance responsibilities.

Board committee overview

Committee	Members – at June 2026	Purpose
Audit, Risk and Compliance	Cindy Robertson (Chair) Jesmane Boggenpoel Dineo Molefe	Assists the Board through independent oversight of the integrity of financial reporting, ethics, risk management, compliance and the effectiveness of internal financial controls. The Committee also oversees combined assurance activities, the internal audit function, the external audit process and information and technology governance, including facilitating appropriate liaison between internal and external assurance providers. *Further detail is provided from page 70.*
Remuneration	Cindy Robertson (Interim Chair) James Formby Charlotte Maponya	Assists the Board in overseeing remuneration governance and ensuring that remuneration practices are fair, responsible and aligned with the Group's strategy, performance objectives and long-term sustainability. The Committee oversees executive and non-executive remuneration, incentive structures, remuneration disclosures and succession-related remuneration considerations to support the attraction, retention and motivation of high-calibre talent. *Further detail is provided from page 75.*
Social, Ethics and Transformation	Jesmane Boggenpoel (Chair) Charlotte Maponya Dineo Molefe	Assists the Board in overseeing ethics, organisational culture, transformation, sustainability and responsible corporate citizenship across the Group. The Committee also oversees stakeholder relationships, employee matters, consumer and community impacts, and the Group's progress against its environmental, social and transformation priorities, while monitoring compliance with relevant social, ethical and regulatory standards. *Further detail is provided from page 92.*
Nominations and Corporate Governance	Charlotte Maponya (Chair) Jesmane Boggenpoel Cindy Robertson	Assists the Board in overseeing Board composition, succession planning and governance effectiveness. The Committee oversees director appointments, independence assessments, Board and committee evaluations, governance practices and the ongoing development of governance structures and processes appropriate for a listed-company environment. *Further detail is provided from page 94.*

Report of the AUDIT, RISK AND COMPLIANCE COMMITTEE

The Audit, Risk and Compliance Committee (the Committee) presents its report for the financial period ended 1 March 2026 (FY26). This report was prepared in accordance with the requirements of the Companies Act, No. 71 of 2008, as amended (the Companies Act), the King IV™ Report on Corporate Governance for South Africa (King IV), the JSE Limited Listings Requirements (Listings Requirements), IFRS Accounting Standards as issued by the International Accounting Standards Board (IFRS) and other applicable regulatory requirements.

Committee chair overview

I am pleased to present the Audit, Risk and Compliance Committee's report for FY26, the Group's first full financial year as a listed company. As expected, this has introduced increased complexity and higher expectations across financial reporting, risk management, compliance and assurance. The business has responded well. The relevant teams have demonstrated strong professionalism and commitment, embedding governance in a way that is practical, sustainable and aligned to the needs of the business. Importantly, this progress has been achieved efficiently without compromising Boxer's low-cost operating model. Governance, controls and processes have been strengthened in a measured way, supporting the business without introducing unnecessary administrative burden or cost.

A significant milestone during the year was the successful transition of the internal audit, risk management and compliance functions from Pick n Pay to fully in-house Boxer-managed functions. These are now led by dedicated Boxer executives and supported by in-house teams. While the underlying foundations remain strong, each function has established clear multi-year roadmaps to support its continued development and maturity.

The Committee has maintained a strong focus on the control environment as the business continues to expand. Boxer's growth strategy is well defined and executable, with ongoing store rollout in a challenging trading environment where customers remain under pressure. In this context, particular attention has been given to ensuring that controls are robust and scalable, supporting growth without compromising discipline.

Technology is an important enabler of the Group's strategy. The Committee has spent time reviewing IT governance, system resilience and cybersecurity risks, particularly as the business invests in operational efficiency and customer-facing initiatives. This remains an area of ongoing focus.

The broader geopolitical and macro-economic environment remains uncertain. Developments in the Middle East, and the resulting volatility in fuel costs, will have a direct impact on the cost of doing business and on our customers. These factors are being closely monitored, with a disciplined approach to managing their impact while maintaining Boxer's value offering.

The business has delivered against its strategic and operational objectives, while continuing to build a robust governance foundation. The Committee is satisfied that the Group's governance, risk and assurance functions are working effectively, are well coordinated, and are continuing to mature in a disciplined and practical way. On behalf of the Committee, I thank management and the broader teams for their commitment and professionalism.

Leon Lourens retired from the Board and the Committee on 28 February 2026 to take on a full-time executive position outside of Boxer. I acknowledge Leon's contribution to the Committee during a period of significant change, including the listing and the transition to an independent governance structure. We thank him for his contribution and wish him well. I welcome Dineo Molefe to the Committee and look forward to the experience and perspective she will bring in the year ahead.

Committee mandate

The Committee assists the Board in discharging its responsibilities for financial reporting, risk governance, assurance and regulatory compliance across the Group.

The Committee provides independent oversight and assessment of the integrity of the Group's financial and integrated reporting, the effectiveness of its risk management and internal control environment, and the performance of its assurance functions. In doing so, the Committee supports transparency, accountability and informed decision-making, and contributes to the long-term sustainability of the Group.

The Committee's responsibilities are aligned with the Companies Act, JSE Listings Requirements and the principles of King IV, and are set out in its Terms of Reference.

The Committee's key areas of oversight include:

- **Financial reporting and integrity** – reviewing and recommending the approval of the Annual Financial Statements and other external reports, and ensuring that these present a fair, balanced and transparent view of the Group's performance and position.
- **Financial sustainability** – assessing the Group's solvency and liquidity, and supporting the Board in confirming the appropriateness of the going concern basis of preparation.
- **Risk governance** – overseeing the Group's risk management framework and processes, including the identification, assessment and management of key risks.
- **Combined assurance** – overseeing a coordinated approach to assurance across internal audit, external audit, risk management and other assurance providers, to support an effective control environment and the integrity of reporting.
- **External and internal audit oversight** – monitoring the independence, effectiveness and performance of the external auditor and internal audit function.
- **Regulatory compliance** – overseeing the Group's compliance with applicable laws, regulations and codes, including the Companies Act and JSE Listings Requirements.

The Committee operates in accordance with formal Terms of Reference, which are reviewed annually and approved by the Board, and are available on the Company's Investor Relations website at www.boxerinvestor.co.za/esg-governance.

Committee governance

The Committee is constituted as a statutory committee of the Board and operates independently of management within a clearly defined governance framework. The Board has delegated to the Committee oversight of audit, risk and compliance matters, while retaining ultimate accountability. The Committee supports the Board by providing independent insight and recommendations on matters within its mandate.

The Committee adopts an annual work plan to guide its activities and ensure that it discharges its responsibilities effectively and in a disciplined manner. The phasing of agenda items continued to be refined during the year to ensure appropriate focus on interim and year-end responsibilities.

The Committee Chair reports to the Board after each meeting. In addition, the Committee Chair engages periodically with the Chair of the Group Audit, Risk and Compliance Committee of Pick n Pay Stores Limited on matters of mutual interest.

The Committee comprises independent non-executive directors who are nominated by the Nominations and Corporate Governance Committee and elected by shareholders at the Annual General Meeting. Members collectively have the appropriate skills, experience and financial literacy to fulfil the Committee's responsibilities.

Committee composition and meeting attendance

All members of the Committee satisfy the requirements of section 94 of the Companies Act and collectively possess the necessary skills, experience and financial literacy to discharge their responsibilities effectively. The Committee met four times during FY26, including a post financial year-end meeting to consider the Annual Financial Statements and the outcomes of the external audit and combined assurance process. Details of Committee membership and attendance are set out below:

Member	Status	Attendance	Notes
Current members			
Cindy Robertson (Chair)	Independent non-executive	**4/4**	
Jesmane Boggenpoel	Independent non-executive	**4/4**	
Dineo Molefe	Independent non-executive	**1/1**	Appointed 1 March 2026
Former member			
Leon Lourens	Independent non-executive	**3/3**	Resigned 28 February 2026

The composition of the Committee changed towards the end of FY26, as reflected above. Biographical details of Committee members are available on the Boxer Investor Relations website at www.boxerinvestor.co.za/leadership and are included in the 2026 Notice of AGM.

Committee effectiveness and re-election

The Committee conducted a formal self-assessment during FY26 and is satisfied that it has operated effectively and in line with its mandate. In accordance with the Companies Act, all members of the Committee will be put to shareholders for formal re-election at the 2026 AGM to be held in July 2026.

How the committee discharged its duties in FY26

The Committee executed its responsibilities in accordance with its mandate and annual workplan, with a continued focus on strengthening governance, oversight and assurance. The Committee engaged constructively with management, internal audit, the external auditor and other assurance providers, ensuring that key matters were appropriately considered and resolved.

Financial reporting

The Committee provided oversight of the integrity and transparency of the Group's financial reporting and the effectiveness of the finance function, with particular focus on the quality of earnings and sustainability of performance.

Key areas of focus and activities during FY26 included:

- Reviewing financial results, budgets, forecasts and capital expenditure, including the assessment of key performance drivers, margin dynamics and variances against budget and prior year
- Evaluating areas of significant judgement, including revenue recognition, impairments and provisions
- Assessing disclosure quality, consistency and alignment with JSE requirements
- Monitoring compliance with IFRS and other regulatory requirements
- Reviewing liquidity, debt covenants and capital allocation priorities in the context of ongoing expansion, and the approval of the repayment of long-term debt
- Maintaining oversight of the Group's tax compliance and governance framework
- Reviewing financial reporting controls and monitoring remediation of identified control matters

The Committee considered the composition, experience and capacity of the finance function and is satisfied that it is appropriately resourced. The Committee further confirmed that the Chief Finance Officer, David Wayne CA(SA), has the appropriate expertise and experience for his continued appointment.

External audit

The Committee oversees the appointment, remuneration, independence and effectiveness of the Group's external auditor. The Committee maintained regular engagement with the external auditor during the year, with unrestricted access provided to the Committee and its Chair.

Key areas of focus and activities during FY26 included:

- Reviewing and approving the external audit plan and scope, ensuring appropriate coverage of key risk areas and significant balances
- Assessing audit risks and areas of judgement, and engaging with management and the auditor on these matters
- Approving audit fees, with a focus on transparency and value
- Monitoring independence, including the nature and extent of non-audit services
- Evaluating audit findings and confirming the resolution of all material audit matters
- Assessing audit quality, including the application of professional scepticism
- Supporting the use of audit technology and data analytics to enhance audit effectiveness

Internal audit

The Committee oversaw the effectiveness of the internal audit function, recognising its role as a key component of the Group's combined assurance framework. During FY26, the internal audit function continued to mature, with the successful transition to an in-house capability aligned to the Group's evolving risk and assurance requirements.

The Committee notes that the head of internal audit also has responsibility for the Group's risk management function. While this presents a potential conflict of interest, the Committee has considered the matter carefully and is satisfied that appropriate safeguards are in place and documented in the audit charter to maintain the independence of the internal audit function.

Key areas of focus and activities during FY26 included:

- Approving the internal audit plan and budget, aligned to key risk areas
- Assessing independence, capability and the evolving structure of the in-house function
- Reviewing internal audit reports across financial, operational and IT controls
- Monitoring the timely and effective remediation of audit findings
- Engaging independently with the Head of Internal Audit
- Overseeing integration into the Combined Assurance framework

The Committee noted the continued strengthening of internal audit coverage and its increasing contribution to enhancing the Group's control environment, particularly in the context of the Group's expansion strategy.

Risk management

The Committee provided oversight of the Group's risk governance framework, ensuring that key risks are identified, assessed and managed in a structured and disciplined manner, aligned to the Group's strategic objectives. During FY26, the Committee oversaw the continued maturation of the Group's Enterprise Risk Management (ERM) framework, reflecting the transition to an in-house Boxer risk function fully independent of its holding company, and a more embedded approach to risk management across the business.

Key areas of focus and activities during FY26 included:

- Reviewing the risk management framework and strategy, aligned to the Group's stage of maturity
- Overseeing the transition to an in-house risk function and strengthening risk capability
- Reviewing key risk exposures across strategic and operational areas
- Ensuring clear accountability for risk ownership at executive level
- Exercised oversight of IT governance, including cybersecurity, systems resilience, effectiveness of disaster recover plans and incident response processes and technology related risks
- Monitoring emerging risks, including macro-economic, supply chain, technology and cybersecurity risks
- Reviewing enhancements to risk methodologies and reporting
- Overseeing the integration of risk management with assurance activities
- Monitoring insurance coverage and risk transfer arrangements

The Committee noted the continued strengthening of risk governance processes and the increasing integration of risk management into operational and strategic decision-making, including consideration of the pace of expansion and its impact on the control and risk environment.

Compliance

The Committee provided oversight of the Group's compliance framework, ensuring adherence to applicable laws, regulations and internal policies, and supporting a culture of ethical conduct and accountability across the organisation. During FY26, following the appointment of a Compliance Manager, the Committee oversaw the continued development and formalisation of the Group's compliance framework, reflecting the increasing requirements of a listed environment and the need for a structured and proactive approach to regulatory compliance.

Key areas of focus and activities during FY26 included:

- Approving the compliance framework and associated policies
- Monitoring adherence to applicable laws and regulatory requirements
- Reviewing litigation and legal matters within defined risk thresholds
- Monitoring whistleblowing processes and investigation outcomes
- Reviewing compliance with key operational policies, including occupational health and safety and food safety
- Enhancing compliance reporting to support improved visibility and trend analysis

The Committee noted the continued strengthening of compliance processes and governance structures, supporting a disciplined and proactive approach to regulatory compliance as the Group matures as a listed entity.

Combined assurance

The Committee oversaw the development and implementation of the Group's Combined Assurance Framework, supporting a coordinated and risk-based approach to assurance across the organisation. During FY26, the Committee focused on establishing a structured and integrated assurance model aligned to the Group's evolving risk and control environment, recognising the increasing complexity of a listed operating environment.

Key areas of focus and activities during FY26 included:

- Approving the Combined Assurance Framework and multi-year plan
- Aligning assurance activities across the three lines of defence
- Establishing a Combined Assurance Forum to enhance coordination
- Embedding Control Self-Assessments across key operational areas
- Expanding assurance coverage to improve visibility over risk and control effectiveness
- Encouraging a phased and structured approach to assurance maturity

The Committee noted that FY26 represented a foundational year in establishing the Group's Combined Assurance model, with a focus on enhancing risk and control visibility.

Key focus areas and significant judgements

The Committee devoted focused attention to a number of key areas during FY26, reflecting the Group's continued growth and the increasing complexity of a listed operating environment.

Key areas of focus included:

- **Sustaining financial performance and reporting integrity** – in the context of strong growth, strong focus on material provisions and potential impairments, with particular attention to margin management, cost discipline and areas of accounting judgement
- **Maintaining a robust control environment during accelerated expansion** – including the scalability of store-level robust training pipeline for new store personnel, controls and the effectiveness of remediation actions in response to identified control weaknesses
- **Embedding risk governance capabilities** – including the transition to an in-house risk function, the defining of a comprehensive risk universe and the identification of emerging risks
- **Establishing a structured Combined Assurance model** – supporting improved visibility over risk and control effectiveness and enabling a coordinated approach to assurance across the organisation
- **Ensuring audit quality and effective external assurance** – including focused engagement on key risk areas and areas of significant judgement

Key focus areas for FY27

The Committee will continue to focus on strengthening governance, oversight and assurance processes, with particular emphasis on:

- Further embedding the Combined Assurance Framework and expanding assurance coverage across all areas of the business
- Enhancing risk management capabilities, including the continued development of risk analytics and reporting
- Monitoring the effectiveness of the control environment in the context of continued operational expansion
- Maintaining the quality, integrity and transparency of financial and integrated reporting
- Ongoing oversight of IT governance, cybersecurity and emerging technology risks
- Preparing for the adoption of King V in FY27, including a comprehensive review of the Group's corporate governance frameworks, policies and procedures to ensure alignment with updated principles and continued adherence to best practice
- Embedding the compliance framework and expanding coverage across all areas of the business

Conclusions and governance statements

The Committee's key governance conclusions and statements for FY26 are set out below.

Internal control effectiveness

The Committee reviewed the effectiveness of the Group's internal financial controls, including CEO and CFO attestations and supporting management representations. Based on the work performed by management, external and internal audit and other assurance providers, and having considered control incidents identified during the year and the effectiveness of remediation actions implemented, the Committee is satisfied that the Group's internal financial controls were effective and provide a sound basis for the preparation of reliable financial statements.

External auditor

The Committee is satisfied that Ernst & Young Inc. is independent and effective in performing its duties as external auditor. In accordance with paragraph 5.7 (h)(iii) of the JSE Listings Requirements, the Committee has considered the auditor's independence, performance and quality of audit work, including the application of professional scepticism and the resolution of all material audit matters. The Committee noted that no reportable irregularities were identified and that an unqualified audit opinion will be issued. The Committee recommends the reappointment of Ernst & Young Inc. as external auditor for FY27, subject to shareholder approval at the Annual General Meeting.

Internal audit

The Committee is satisfied that the internal audit function, which reports into the committee, operated independently and effectively during FY26. The Committee considered the capability, capacity and performance of the in-house internal audit function, the execution of the approved audit plan, and the responsiveness of management to audit findings. The Committee is satisfied that internal audit continues to provide appropriate assurance over the Group's control environment.

Risk management

The Committee is satisfied that the Group's risk management framework is effective and supports the identification, assessment and management of key risks. The Committee considered the continued maturation of the Enterprise Risk Management framework, the establishment of an independent risk function, and the embedding of risk ownership across the business. The Committee is satisfied that appropriate risk mitigation strategies are in place and that an acceptable level of residual risk is maintained.

Going concern

The Committee reviewed the Group's financial position, cash flow forecasts, solvency and liquidity, and compliance with debt covenants. Based on this review, and having considered management's representations, the Committee is satisfied that the Group is a going concern and supports the adoption of the going concern basis of preparation for the FY26 Annual Financial Statements.

Annual Financial Statements approval

The Committee reviewed the consolidated Group and separate Company Annual Financial Statements for the 52 weeks ended 01 March 2026. The Committee is satisfied that, in all material respects, the financial statements comply with IFRS and the Companies Act and fairly present the financial position, performance and cash flows of the Group and Company. The Committee recommended the Annual Financial Statements to the Board for approval.

Cindy Robertson
Chair: Audit, Risk and Compliance Committee

7 May 2026[1]



[1] *Date of publication in the Boxer FY26 Annual Financial Statements.*

Report of the REMUNERATION COMMITTEE

Message from our Remuneration Committee Chair

I am pleased to present Boxer's Remuneration Report for the financial year ended February 2026.

The remuneration framework established at the time of listing has provided a strong and appropriate foundation for Boxer. During the year, the Committee focused on refining this framework in a measured and deliberate manner, ensuring that it continues to evolve in line with the Group's strategic priorities, emerging market practice and shareholder feedback.

We were encouraged by the strong level of shareholder support received at the AGM and, importantly, we engaged with all shareholders who requested discussions thereafter. These engagements were open, constructive and valuable in shaping our ongoing approach.

Our approach to remuneration

Our approach to remuneration is guided by three core principles:

- **Fairness** – ensuring that remuneration is equitable across the organisation, supports pay parity and reflects the contribution of our people at all levels
- **Performance** – a meaningful portion of remuneration is linked to what the business delivers, with no reward for underperformance
- **Sustainability** – remuneration outcomes are affordable, responsible and aligned with the long-term success of the Group

In practice, these principles translate into a remuneration framework where guaranteed pay is positioned conservatively relative to the market, with a greater proportion of remuneration delivered through performance-linked incentives. This approach supports cost discipline while ensuring that strong performance is incentivised and appropriately rewarded.

Our people: fairness, transformation and succession

The Committee's focus extends beyond executive remuneration, with a strong emphasis on fairness and opportunity across the organisation.

During the year, the Committee undertook a review of pay equity across the Group. This confirmed that, on the whole, equitable pay parity is evident, with no evidence of unfair discrimination based on race or gender. Where differences do exist, these are largely explained by tenure and experience. The Committee's next focus is to deepen this analysis, and to investigate and resolve any anomalies or differentials over time.

Transformation remains a core priority for Boxer. The Committee continues to oversee progress against the Group's employment equity objectives and is encouraged by the progress made. At the same time, we recognise that sustained focus is required to achieve our longer-term targets. Our remuneration practices support this by enabling the development, progression and retention of diverse talent across the organisation.

Succession planning has also been a key focus area during the year. The Committee works closely with the Nominations and Corporate Governance Committee to ensure that there is a strong and sustainable leadership pipeline, supported by appropriate remuneration structures that enable the development and retention of future leaders.



Cindy Robertson
Interim Chair: Remuneration Committee

We valued the strong support shown at the AGM and the constructive shareholder engagements that continue to inform our remuneration approach.

Focus during the year

The Committee focused on refining and strengthening the remuneration framework in a measured and consistent way.

Short-term incentive performance bonus scheme (STI)

During the year the Committee:

- Revised the forward-looking Group performance measures for the STI (from FY27), including the introduction of an ESG measure, in response to shareholder engagement and a change in financial measure to headline earnings. Further details provided on page 86.
- Increased the STI opportunity for the Executive team – expressed as months of total guaranteed pay (TGP) – and aligned the basis of calculation for the executive team from base salary to TGP, bringing the structure closer to market practice. Further details provided on page 86.

Long-term share incentive plan (LTIP)

During the year the Committee:

- Introduced a return on invested capital (ROIC) performance measure (previously a gatekeeper clause), strengthening alignment with long-term value creation. Further details provided on page 87.
- Increased the maximum annual LTIP award for the CFO from 80% to 100% of total guaranteed pay (TGP), aligning the allocation more closely with market practice and internal senior management benchmarks. Further details provided on page 88.
- Broadened participation in the LTIP to include selected junior and middle management, replacing a legacy cash retention scheme and supporting talent development and retention at this level. Further details provided on page 88.

Governance and oversight

During the year the Committee:

- Enhanced the clarity and transparency of remuneration disclosures, particularly in relation to performance measures and incentive outcomes
- Ensured that incentive outcomes were aligned with performance and within the Group's affordability limits
- Undertook a detailed review of pay equity across the Group, confirming equitable outcomes with no evidence of unfair discrimination, and identifying areas for further analysis
- Supported succession planning through remuneration structures that enable the development and retention of future leadership
- Maintained close oversight of employee costs and key workforce metrics used to assess employee productivity and operational efficiency, ensuring alignment with internal targets and market benchmarks

Committee composition

There were changes to the composition of the Committee at the end of the financial year. Leon Lourens stepped down from the Board and the Committee to take up a full-time executive role. I would like to thank Leon for his significant contribution, particularly in establishing Boxer's remuneration framework through the listing process, and I wish him well in his new role. I also extend my thanks to Sean Summers for his valued contribution to the Committee prior to his appointment as Board Chair and subsequent resignation from the Committee.

I welcome Chichi Maponya and James Formby to the Committee and look forward to the experience and perspective they will bring in the year ahead.

Looking ahead

Our focus remains on strengthening the Group's remuneration framework in a way that is practical, transparent and aligned with our strategy and stakeholder expectations.

We will continue to:

- Refine our incentive structures, including the considered and phased introduction of ESG-related measures
- Enhance the clarity and transparency of our remuneration disclosures
- Maintain a strong focus on pay equity, transformation and workforce trends
- Engage openly and constructively with shareholders

Following the implementation of the Companies Amendment Act, the Committee has incorporated the enhanced remuneration disclosure and shareholder voting requirements into its governance processes. The Company now provides the additional disclosures required under the Act, including information on pay gaps and income differentials as set out in the remuneration disclosures on page 85, and will continue to review its practices to ensure ongoing compliance and transparency.

The Committee is satisfied that Boxer's remuneration framework remains appropriate and supports the delivery of the Group's strategy. We remain committed to a remuneration approach that is fair, responsible and grounded in performance.

On behalf of the Committee, I thank our shareholders for their continued support and engagement.

Cindy Robertson
Interim Chair: Remuneration Committee

30 June 2026

Structure of the Remuneration Report

The Remuneration Report is presented in three parts to promote transparency, fairness and accountability, and to provide stakeholders with a clear understanding of the Group's remuneration governance, policy and outcomes.

Part 1: Background statement

Provides an overview of the Committee's mandate, composition and governance, together with information on shareholder engagement, AGM voting outcomes and the Committee's response to shareholder feedback.

Part 2: Remuneration policy

Outlines the Group's remuneration framework, including pay structures, performance measures, eligibility criteria and fair pay principles. This section is tabled for shareholder approval by ordinary resolution at the forthcoming Annual General Meeting.

Part 3: Implementation report

Explains how the remuneration policy was applied in FY26, including detailed disclosure of executive remuneration outcomes, incentive awards, and fees paid to non-executive directors, together with supporting context for key decisions. This section is also tabled for shareholder approval by ordinary resolution at the forthcoming Annual General Meeting.

Part 1: BACKGROUND STATEMENT

This report was prepared in line with the Companies Act, King IV, JSE Listings Requirements, IFRS, and other applicable regulations.

Committee mandate

The Committee assists the Board in developing and overseeing a remuneration framework that is fair, responsible and transparent, and aligned with the Group's strategic objectives, ethical values and long-term value creation. The Committee operates independently of management and promotes an inclusive and equitable approach to reward across the organisation, supporting the attraction, motivation and retention of high-performing talent.

The Committee's key responsibilities include:

- Developing, reviewing and overseeing the implementation of the remuneration policy to ensure alignment with strategy, regulatory requirements, market practice and principles of fair and responsible pay
- Approving performance measures, incentive structures, pay increases and remuneration outcomes for executive directors, senior management and key talent, ensuring alignment with strategic priorities and sustainable value creation
- Promoting equitable remuneration practices, including oversight of pay parity, transformation objectives, succession planning and the broader employee value proposition
- Overseeing remuneration disclosures and engaging with shareholders on remuneration matters, including responding to feedback on the remuneration policy and implementation report

Committee governance

The Board has delegated its statutory and regulatory responsibilities for remuneration governance to the Remuneration Committee. The Committee operates in accordance with formal Terms of Reference, that define its role, authority and reporting obligations, and are reviewed and approved by the Board annually. The Terms of Reference are aligned with the Companies Act, JSE Listings Requirements and the principles of King IV, and are available at www.boxerinvestor.co.za/esg-governance.

The Committee is constituted as a standing committee of the Board and comprises non-executive directors, the majority of whom are independent. Members are nominated by the Nominations and Corporate Governance Committee and appointed by the Board.

The Committee adopts an annual work plan to guide its activities and meets at least three times a year, with additional meetings convened as required. The Committee met four times during FY26, including a post-year-end meeting to finalise variable remuneration outcomes. Senior management and external advisors may be invited to attend meetings, while other Board members attend as observers. Representatives of Boxer's majority shareholder, Pick n Pay Stores Limited, may also attend by invitation.

The Chair of the Committee reports to the Board after each meeting and engages regularly with the Chair of the Pick n Pay Remuneration Committee on matters of mutual interest. The Committee is satisfied that its members collectively have the appropriate skills, experience, and capacity to fulfil their responsibilities. Details of members' qualifications and experience are set out on pages 65 and 66.

Committee composition and attendance

Current members	Status	Attendance	Notes
Cindy Robertson (Interim Chair)	Independent non-executive	4/4	
Chichi Maponya	Independent non-executive	1/1	Appointed 1 March 2026
James Formby	Non-executive	1/1	Appointed 1 March 2026
Former members			
Leon Lourens	Independent non-executive	3/3	Resigned 28 February 2026
Sean Summers	Non-executive	3/3	Resigned 1 March 2026

The composition of the Committee changed at the end of FY26, as reflected above. The reasons for these changes are detailed in the Board leadership report on page 59.

The role of independent external advisors

The Committee remains informed of developments in legislation, governance standards and remuneration trends through ongoing training, research and market monitoring. In line with its Terms of Reference, the Committee may obtain independent external advice to support the effective execution of its mandate.

During FY26, the Group engaged REMchannel and 21st Century for remuneration benchmarking services, and Bowmans to support the review of remuneration policies and updates to the Group's short- and long-term incentive schemes and key performance indicators. The Committee is satisfied that the advice received was objective and independent.

Stakeholder engagement

Shareholders are encouraged to raise any material matters relating to remuneration in advance of the AGM to support informed voting and meaningful dialogue. Comments and queries may be directed to the Company Secretary at companysecretary@boxer.co.za.

FY26 marks the first year of reporting under the amended Companies Act requirements. This report has been prepared to comply with the enhanced disclosure requirements introduced by the amendments. The remuneration policy and implementation reports are presented separately in this report and will each be tabled for shareholder approval by ordinary resolution at the forthcoming Annual General Meeting.

2025 AGM shareholder voting outcomes

Voting percentages	% In favour	% Against
Remuneration policy	97.47	2.53
Implementation of remuneration policy	97.62	2.38
Directors' fees	99.91	0.09

Shareholder feedback and response

Notwithstanding the strong level of shareholder support received at the 2025 AGM, the Committee responded to all requests for shareholder engagement to ensure that all feedback and guidance were appropriately considered. This engagement provided an opportunity for shareholders to engage with the Committee on the application of the Group's remuneration framework and to contribute to its ongoing refinement.

The key themes raised by shareholders, and the Committee's response, are summarised below:

Themes	Committee response
Balanced performance-aligned incentives Shareholders expressed a preference for a broader mix of LTI performance measures, including earnings, return-based and shareholder return metrics, rather than reliance on a single income statement measure, to better align incentives with sustainable long-term value creation.	Initial LTI awards (admission and performance) were based on income statement metrics, with a returns-based gatekeeper, to mitigate the impact of IPO-related balance sheet changes and to avoid measuring performance on factors outside of management control. From FY27, all new LTI performance awards will incorporate a return on invested capital (ROIC) measure alongside earnings-based metrics, strengthening alignment with capital discipline and sustainable value creation. Please refer to page 87.
Use of non-performance retention awards Shareholders expressed a clear preference for performance-linked incentives over retention-based awards (cash or shares) without performance conditions.	The Committee recognises the importance of aligning variable remuneration with performance and shareholder value creation. Retention-based awards without performance conditions are granted only in exceptional circumstances, where there is a clear and strategic retention requirement for critical talent. These awards were once-off as part of the listing, subject to defined limits (including a maximum of 50% of annual total guaranteed pay), and do not form part of the standard remuneration framework. The majority of variable remuneration remains performance-based and aligned with long-term value creation. No such awards were granted in FY26. Please refer to page 87.
Design of LTI structures and vesting terms A limited number of shareholders noted that a portion of admission awards vested after two years (shorter than typical market practice), and that LTIP vesting levels (40% at threshold and 70% at target) appeared above market benchmarks.	Admission awards were structured as once-off retention instruments to support management stability during the Group's listing and the early years as a listed company. The shorter vesting period reflects this defined transition period and is not indicative of the ongoing LTI structure. Independent benchmarking confirmed that LTIP vesting levels of 40% at threshold and 70% at target are aligned with South African market practice. Please refer to page 87.
Transparency of performance metric adjustments Shareholders requested greater clarity on how Adjusted Trading Profit after Lease (ATPAL) is determined, including the nature of adjustments applied, to ensure that performance targets are not inappropriately eased.	The Committee confirmed that ATPAL is adjusted only for annualised incremental costs directly attributable to the Boxer listing. These adjustments are limited and ensure that participants are not assessed on factors outside of their control, while maintaining the integrity of performance targets. The ATPAL performance measure will be replaced by headline earnings from FY27. Please refer to page 86.
Incorporation of ESG performance targets Shareholders expressed a clear expectation that ESG-related performance measures be incorporated into the Group's short- and long-term incentive structures.	The Committee supports the inclusion of ESG-related performance measures, recognising their role in driving sustainable value creation. Appropriate ESG measures have been incorporated into the STI from FY27. Please refer to page 86.
Transparency in disclosure Requests for enhanced disclosure, including scaled performance targets and outcomes, individual KPI measures, and clear explanation of any adjustments applied.	The Committee remains committed to meeting reasonable expectations for clarity and transparency over time. The Committee will continue to refine the level of detail provided, including in relation to performance targets, outcomes and the application of discretion, while balancing commercial sensitivity. Please refer to page 86.
Forward-looking information Shareholders requested greater upfront disclosure of future STI and LTI performance targets, including vesting scales for upcoming awards.	The Committee acknowledges this preference. In line with South African market practice, STI targets are disclosed retrospectively due to their commercially sensitive nature. For LTI awards, the Committee will enhance forward-looking disclosure over time, including providing performance targets and vesting scales in advance of awards where practicable, as a consistent grant cycle is established.
Minimum Shareholding Requirements (MSR) Shareholders favour higher minimum shareholding requirements to strengthen alignment between executives and shareholders.	The Committee acknowledges that higher MSR can enhance alignment. Current levels (200% of total guaranteed pay for the CEO and 100% for the CFO) were set at listing and align with South African market practice. As Boxer was only listed in November 2024, executives have had limited time to build shareholdings, and current levels are considered appropriate and achievable. The Committee will continue to review the policy as market practice evolves. Please refer to page 82.

Part 2: OVERVIEW OF THE REMUNERATION POLICY

Boxer's remuneration framework is designed to support the delivery of the Group's strategy by attracting, motivating and retaining high-quality talent, while promoting fair, responsible and performance-aligned outcomes for all stakeholders. The framework is applied in a manner that remains aligned with market practice, regulatory requirements and shareholder expectations.

Scope of this section

This section sets out Boxer's forward-looking remuneration policy for the financial years FY27 - FY29, including:

- The principles underpinning the Group's remuneration approach
- The structure of fixed and variable remuneration
- The design of short- and long-term incentive arrangements
- Minimum shareholding requirements
- Malus and claw-back provisions
- Key provisions relating to service contracts and termination
- Fees paid to non-executive directors

Remuneration principles

The Group's remuneration policy is aligned with its strategic objectives and values, and is designed to promote sustainable long-term value creation. The framework is underpinned by the following core principles:

Fair and responsible remuneration

The Group is committed to remuneration practices that are fair, equitable and responsible across the organisation. This includes:

- Ensuring remuneration is legally compliant and non-discriminatory
- Maintaining appropriate internal pay equity
- Benchmarking remuneration against relevant market peers
- Supporting sustainable business performance over the long term

Talent development and an inclusive workforce

The remuneration framework supports the development, retention, and progression of a diverse and high-performing workforce by:

- Prioritising local hiring and community upliftment
- Enabling access to training, development, and career progression opportunities
- Supporting succession planning and leadership development
- Promoting transformation and broader participation across the organisation

Performance-based reward

A significant portion of executive remuneration is variable and linked to performance, ensuring alignment with shareholder interests and long-term value creation. This includes:

- Clearly defined performance measures aligned to strategy
- A balanced scorecard of financial and non-financial metrics
- No reward for under-performance
- Long-term incentives and minimum shareholding requirements to encourage sustained value creation and executive share ownership

Remuneration framework

Boxer's remuneration framework integrates its remuneration principles and policy into a structured approach that supports fair, competitive and performance-aligned reward outcomes. It is designed to attract, develop and retain a high-performing team by appropriately balancing short-term incentives with long-term value creation, aligned with the Group's strategic objectives and stakeholder interests.

The remuneration framework comprises fixed and variable remuneration. The relative weighting of these elements varies by role and level of responsibility, with senior employees having a greater proportion of variable remuneration, reflecting their accountability for strategic delivery and long-term performance.

Fixed remuneration

Fixed remuneration comprises a guaranteed base salary and benefits, designed to provide stable and competitive reward, aligned with role, skills and experience. Levels are benchmarked against relevant market and industry peers, with input from independent remuneration advisors, to ensure appropriate positioning. Fixed remuneration is reviewed annually, taking into account individual performance, inflation, affordability, and internal equity, with particular focus on lower-earning employees.

1. Base salary

- Reflects role, skills, experience, and level of responsibility
- Positioned within defined pay structures to ensure internal equity and market alignment
- Reviewed annually based on performance, inflation, and affordability

2. Benefits

- Core benefits include retirement funding, insured life and disability cover, and access to training
- Two provident funds are in place, covering executive and non-executive employees
- Access to affordable medical insurance is available to all staff
- Store-level benefits include long-service cash awards and funeral cover
- Benefits are reviewed periodically to ensure competitiveness and relevance to employee needs

Variable remuneration

Variable remuneration plays a key role in attracting, motivating and retaining talent, and in aligning reward with performance and value creation. Boxer's variable remuneration framework is designed to incentivise the delivery of short- to medium-term objectives, while supporting sustainable long-term performance.

The variable remuneration framework comprises short- and long-term incentives (STI and LTI), both of which are "at risk" remuneration linked directly to the achievement of Group and individual performance targets. To ensure alignment with affordability and shareholder interests, the combined value of STI and LTI awards is capped at 10% of Group profit before tax (PBT).

1. Short-term variable incentives

1.1 Annual STI performance bonus scheme

The annual STI scheme is a self-funding, performance-based model in which bonus outcomes are directly linked to the Group's financial performance. Performance is assessed against a combination of Group and individual key performance indicators (KPIs), ensuring alignment with strategic priorities while recognising individual contribution. STI targets are disclosed retrospectively, in line with market practice, due to their commercially sensitive nature.

Overview of the STI performance bonus scheme

Element	Description
Purpose	Incentivise the delivery of annual financial and operational performance aligned with the Group's strategy
Performance period	One financial year
Participants	Approximately 155 employees at middle management level and above
Eligibility	Participation requires a minimum of three months' service during the performance period, a minimum performance rating and continued employment at the payment date. Awards are pro-rated where applicable. Employees who have resigned or are serving notice are not eligible
Performance measures	Combination of Group performance and individual KPIs aligned with strategy, including store expansion, volume growth, operating efficiency and resource management **Group performance measure** **FY26** – Growth in Adjusted Trading Profit After Lease (ATPAL) **FY27** – Growth in headline earnings Refer to page 86 for further details on the forward-looking change to the performance measure for FY27. Appropriate targets for FY28 and FY29 will be set in accordance with the remuneration policy and disclosed in the implementation reports for those years.
Funding basis	Self-funding based on financial performance
Safeguards	Individual participant caps apply and all awards are subject to malus and claw-back provisions
Governance and discretion	The Committee exercises oversight within defined parameters to ensure fair and appropriate outcomes

Performance weighting and pay-out framework

STI outcomes are based on the achievement of Group and individual performance targets and pay-outs increase with improved performance, subject to affordability constraints.

Element	Executive directors	Executive team and management
The weighting of performance metrics	**FY26** Group financial target – 80% Individual KPIs – 20% **FY27** Group financial target – 80% Group ESG target – 5% Individual KPIs – 15% Refer to page 86 for further detail on the forward-looking changes to STI performance measures.	**FY26** Executive team Group financial target – 80% Individual KPIs – 20% Management Group financial target – 50% Individual KPIs – 50% **FY27** Executive team Group financial target – 80% Group ESG target – 5% Individual KPIs – 15% Management Group financial target – 50% Individual KPIs – 50%
STI opportunity	Expressed as months of total guaranteed pay (TGP) **FY26:** • Threshold – 4 months' TGP • Target – 6 months' TGP • Stretch – 8 months' TGP **FY27:** • Threshold – 6 months' TGP • Target – 8 months' TGP • Stretch – 10 months' TGP Refer to page 86 for further detail on the forward-looking change in the STI opportunity	**FY26:** Expressed as months of base salary (excluding benefits), varying by management level and reflecting role, skill and market benchmarks **FY27:** From FY27, the STI opportunity for the Executive team will be expressed as months of TGP, aligning with the executive directors and the market
Maximum pay-out	Super-stretch bonuses may apply for exceptional outperformance, subject to a maximum of 100% of TGP (12 months)	Super-stretch bonuses may apply for exceptional outperformance, subject to a maximum of 100% of TGP or base salary as applicable (12 months)

The Committee is satisfied that the STI framework remains appropriate and effective in incentivising delivery of the Group's annual performance objectives. The structure balances Group financial and ESG targets with individual performance measures, while maintaining affordability and alignment with shareholder interests.

1.2 Store bonus scheme

A separate store-level incentive scheme provides more frequent performance-based rewards to qualifying store-based employees. These incentives are linked to key short-term sales and profitability metrics, supporting operational delivery and overall store performance.

2. Long-term variable incentives

2.1 Long-term share incentive plan (LTIP)

The LTIP forms a key component of Boxer's remuneration framework and is designed to align remuneration with sustainable long-term value creation for shareholders. The plan incentivises the delivery of strategic objectives over the medium term and supports the retention of key talent. Awards are structured to ensure a strong link between reward and performance, while promoting share ownership and alignment with shareholder interests. The LTIP comprises a combination of once-off and recurring share awards, including admission awards, annual performance awards and, in limited circumstances, sign-on or retention awards. While these awards differ in purpose and design, they operate within a consistent governance and control framework.

Key features of the LTIP

Element	Description
Purpose	Align executive and senior leadership reward with strategy and long-term value creation, while supporting the retention of key talent
Instruments	Equity-settled share awards under the Boxer LTIP
Participants	Executive directors and senior and selected middle management
Award types	• Admission share awards (once-off in November 2024) • Performance share awards (annual) • Sign-on or retention share awards (ad hoc)
Value of awards	Based on a percentage of TGP, or base salary as applicable, aligned with market benchmarks
Performance period	Typically three years for performance awards; may vary for other award types
Performance measures	Group financial performance targets aligned with the strategic plan
Vesting	Subject to: • Continued employment over the performance period • Achievement of Group performance targets • Gatekeeper clause (ROIC > WACC) From FY27 the gatekeeper clause is removed, with ROIC incorporated as a formal performance measure. Refer to page 87 for further information.
Participant rights	• Beneficial ownership from award date (with full voting rights) • Shares held in escrow and subject to forfeiture restrictions until vesting • Dividends retained and paid at end of vesting period in line with vesting outcomes
Settlement	Governed by the LTIP rules and applicable legislation, through: • Treasury shares, open market purchases, or the issue of new shares
Safeguards	• Individual LTIP awards are capped at 120% of annual TGP for CEO, 80% of annual TGP for CFO (increasing to 100% from FY27), 100% of annual base salary for the Executive Team (TGP from FY27), and 100% of annual base salary (excluding benefits) for all other participants • Individual LTIP allocations capped at 2.3 million shares (0.5% of issued share capital), while total LTIP awards are capped at 22.9 million shares (5.0% of issued share capital) • Awards subjects to malus and claw-back provisions

Overview of the award types

Admission share awards (once-off)

Admission awards were issued in November 2024 as part of Boxer's listing to support leadership stability during and following the transition to a listed environment. These awards were granted on a once-off basis to executive directors and selected members of senior and middle management and will not form part of the ongoing remuneration framework. Vesting is subject to continued employment over a two- to three-year period, balancing retention objectives with shareholder alignment. The Committee is satisfied that the design of the admission awards was appropriate in the context of the Group's listing and does not set a precedent for future awards. Further details are provided on page 87.

Performance share awards (annual)

Performance awards are the primary ongoing component of the LTIP and are granted annually to executive directors and selected members of senior and middle management. Awards are subject to predefined performance conditions measured over a three-year period. These measures align management incentives with the delivery of the Group's strategy and sustainable financial performance. From FY27, performance awards incorporate return-based metrics alongside earnings measures, strengthening alignment with capital discipline and long-term value creation. Vesting outcomes vary based on performance, with no vesting for below-threshold performance. Further details are provided on pages 87 and 88.

Sign-on and retention share awards (ad hoc)

Sign-on and retention share awards may be used in limited and exceptional circumstances to attract or retain critical talent. These awards are not part of the standard remuneration framework and are applied selectively, subject to defined limits and appropriate governance oversight. Where appropriate, the Committee seeks to align such awards with performance conditions or time-based retention requirements. The Committee remains mindful of shareholder preferences and ensures that the use of such awards is clearly justified and aligned with the Group's long-term interests. No share-based sign-on or retention awards were granted in FY26. Further details are provided on page 88.

2.2 Long-term cash retention scheme

The Group may, in limited and clearly defined circumstances, implement long-term cash retention arrangements to retain key talent during periods of strategic importance or heightened retention risk. These arrangements are not a standard component of Boxer's remuneration framework and are applied selectively. Awards are typically subject to continued employment over a defined period and may include additional conditions where appropriate.

2.2 Long-term cash retention scheme continued

The Committee maintains a disciplined approach to the use of cash retention awards and reaffirms its commitment to shareholders in this regard:

- Used only in exceptional circumstances
- Subject to defined limits (maximum 50% of total guaranteed pay)
- Applied with clear justification and strong governance oversight

The Committee remains committed to prioritising performance-based remuneration and to limiting the use of retention arrangements to specific, justified circumstances aligned with long-term value creation. No cash retention awards were granted in FY26.

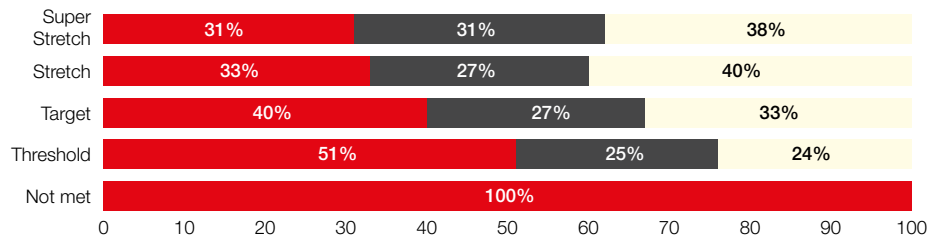
Remuneration mix

The Group's remuneration mix is designed to align reward with role, responsibility, and the delivery of strategic objectives, while maintaining an appropriate balance between fixed and variable remuneration. For executive directors and senior management, a greater proportion of total remuneration is variable and linked to performance, reflecting their direct accountability for delivering financial and operational outcomes.

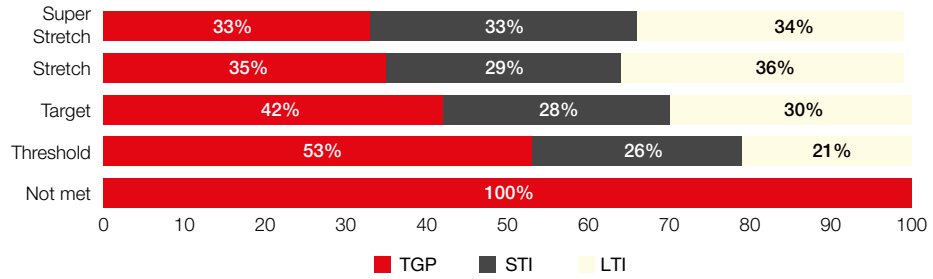
Variable remuneration is structured across short- and long-term incentives to support alignment with annual performance and long-term value creation. For employees at more junior levels, a higher proportion of remuneration is fixed, providing income stability and supporting fairness and retention across the broader workforce.

The remuneration mix set out below is forward-looking and reflects the potential mix of guaranteed and variable remuneration from FY27 onwards. Once-off awards, including admission awards, are excluded.

CEO remuneration R'000



CFO remuneration R'000



The Committee reviews the remuneration mix periodically to ensure continued alignment with market practice, the Group's strategic priorities and shareholder expectations.

Minimum shareholding requirement

Minimum shareholding requirements (MSR) are in place to strengthen alignment between executive directors, senior management and shareholders by encouraging meaningful long-term share ownership. Executive directors are required to build and maintain a minimum shareholding in the Company, expressed as a multiple of total guaranteed pay. The current requirements are:

- Chief Executive Officer: 200% of total guaranteed pay
- Chief Finance Officer: 100% of total guaranteed pay
- Executive team: 100% of annual base salary (excluding benefits)

These levels are aligned with South African market benchmarks for listed retail companies. Executives are expected to achieve these levels within five years of appointment. The MSR is to be met through the retention of vested shares received under the Group's incentive schemes. MSR levels are measured on a pre-tax basis, reflecting the value of shares before the deduction of employee taxes on vesting.

The Committee will continue to review MSR levels over time, taking into account market practice and shareholder feedback.

Service contracts, notice periods and termination benefits

Executive directors and senior management are employed under standard terms and conditions of employment, which include defined notice periods and termination provisions aligned with market practice and applicable legislation.

Notice periods and restraint of trade

Executive directors have a six-month notice period, followed by a 12-month restraint of trade. Notice and restraint periods for other employees are determined based on role and market practice and are typically between one and three months.

Termination benefits

The Committee's approach to termination is guided by the principles of fairness, consistency, and alignment with shareholder interests. In all cases, termination outcomes are assessed in the context of the reason for termination, contractual obligations, and the treatment of variable remuneration. Variable remuneration is not guaranteed and is subject to performance conditions, scheme rules and, where applicable, pro-rating.

Employment contracts do not provide for exceptional benefits or automatic compensation upon termination. Remuneration payable on termination or loss of office is limited to the payments detailed below, unless Remuneration Committee discretion is applied, as detailed on page 83.

- Payment in lieu of notice, based on fixed remuneration
- Accrued leave pay and any other statutory obligations
- Outstanding variable incentives, subject to good leaver provisions

Termination benefits continued

The Committee ensures that no reward is provided for failure or misconduct.

Summary of remuneration policy on termination of employment

	Fixed remuneration	Variable remuneration	
Scenario	**Salary and benefits**	**STI**	**LTI**
Resignation	Paid up to termination date, including contractual notice period	Forfeited	Unvested awards lapse
Dismissal (misconduct; poor performance)	Paid up to termination date	Forfeited	Unvested awards lapse; malus and claw-back may apply
Retirement	Paid up to termination date, including contractual notice period if applicable on early retirement	May be paid on a pro rata basis on payment date, subject to performance and Committee discretion	Awards may vest early on a pro rata basis, subject to performance conditions and scheme rules
Retrenchment	Paid in accordance with labour legislation and contractual terms	May be paid on a pro rata basis on payment date, subject to performance and Committee discretion	Awards may vest early on a pro rata basis, subject to performance conditions and scheme rules
Other good leaver scenarios (death, illness or disability)	Paid in accordance with contractual terms	May be paid on a pro rata basis on payment date, subject to performance and Committee discretion	Awards may vest early on a pro rata basis, subject to performance conditions and scheme rules

Malus and claw-back

The Group applies malus and claw-back provisions across all variable remuneration arrangements to ensure that remuneration outcomes remain aligned with underlying performance, risk outcomes and individual conduct.

Malus provisions allow the Committee to reduce or forfeit unvested awards prior to vesting. Claw-back provisions enable the recovery of remuneration that has already been paid or vested for a period of up to three years following settlement, where circumstances warrant such action.

These provisions may be applied in circumstances including, but not limited to:

- Fraud, dishonesty, or the misrepresentation of financial performance
- Material errors in the calculation or assessment of performance metrics or remuneration outcomes
- Gross misconduct or negligence
- Reputational damage or breach of policy
- Material failure in risk management or oversight responsibilities

The Committee exercises discretion in the application of malus and claw-back provisions, taking into account the facts and circumstances of each case, and ensuring that outcomes are fair, proportionate, and aligned with shareholder interests. The Committee is satisfied that these provisions support a robust and accountable remuneration framework and will continue to review their application in line with evolving governance standards and market practice.

There were no instances of malus and claw-back in FY26.

Non-executive director fees

Non-executive directors are appointed in terms of formal letters of appointment and do not have service contracts with the Company. They are not employees of the Group and do not participate in any incentive schemes or performance-related remuneration, thereby supporting their independence and objectivity.

Non-executive directors are remunerated through fixed fees for their services as members of the Board and its committees. The fee structure is designed to reflect the responsibilities, time commitment and regulatory obligations associated with these roles. The approved fee structure provides for differentiated fees for Board and committee membership, with additional fees payable to the Chairs of the Board and its committees to reflect their increased responsibilities.

Fees are reviewed annually and benchmarked against appropriate market comparators to ensure they remain fair and competitive. The market comparators are selected with reference to their size, complexity and nature of business. For details of the comparator group used for the most recent benchmarking exercise, please refer to page 88 of the implementation report. Fees are subject to shareholder approval by way of a special resolution at the AGM.

The Committee is satisfied that the current fee structure appropriately supports the attraction and retention of experienced and independent non-executive directors, while remaining aligned with shareholder interests.

Application of Remuneration Committee discretion

The Remuneration Committee is responsible for exercising sound judgement in assessing performance and determining pay outcomes. The remuneration policy authorises the Committee to apply responsible and transparent discretion in its decision-making on variable remuneration, in instances where the formulaic application of the policy may result in unintended consequences, such as unanticipated windfall gains or being unfairly punitive. Discretion may be applied both upward and downward, recognising exceptional contributions beyond standard metrics or, where necessary, reducing awards when pay outcomes do not appropriately reflect actual performance. Each case will be evaluated on its merits, considering the specific circumstances and rationale. Discretion may also be applied in connection with recruitment, retention, termination, or other exceptional circumstances not specifically contemplated by this policy. The Committee will ensure that any exercise of discretion is substantively and procedurally fair, remains within the framework and maximum remuneration limits approved by shareholders under this policy, and is transparently disclosed in the remuneration implementation report for the relevant year, including the nature of the discretion applied, its quantified impact, and the factors considered.

Part 3: IMPLEMENTATION OF THE REMUNERATION POLICY

Boxer's approach to remuneration is grounded in fairness, responsibility and long-term value creation.

FY26 represents the Group's first full year as a listed company following its November 2024 listing. Remuneration outcomes during the year still reflect this transition, with outcomes influenced by decisions taken under two distinct governance frameworks:

- Pre-listing: Historic decisions taken under the oversight of the Pick n Pay Remuneration Committee, in line with the Pick n Pay remuneration framework – specifically the legacy payments referred to on page 87
- Post-listing: Decisions taken by Boxer's independent Remuneration Committee, with appropriate consideration given to the listing context, including the impact of new listing related costs, changes in the Group's capital structure and volatility in associated performance measures

Key decisions, outcomes and policy refinements are presented with appropriate context and timing. Where relevant, reference is made to forward-looking enhancements, which follow engagement with shareholders after the 2025 AGM.

The Committee is satisfied that remuneration outcomes for FY26 were determined in accordance with the approved remuneration policy.

Scope of this section

This section explains how the remuneration policy was implemented in FY26, including:

- The application of the Group's fair and responsible remuneration principles, including pay equity, transformation and the additional disclosures required by section 30B of the Companies Act
- Guaranteed pay, including for the CEO and CFO
- Performance outcomes under the Group's short-term incentive (STI) and long-term incentive (LTI) schemes
- Fees paid to non-executive directors

Fair and responsible remuneration

Boxer remains committed to remuneration practices that are equitable, market-aligned and supportive of transformation, inclusion and long-term sustainability.

The Committee assesses fairness through five core principles:

1. Internal equity: Alignment of remuneration with role scope, responsibility and contribution
2. Legal compliance: Adherence to all applicable regulatory and governance requirements
3. Union agreements: Respect for collectively bargained pay structures
4. Market competitiveness: Ongoing benchmarking against relevant peer groups
5. Affordability: Ensuring remuneration decisions and outcomes support long-term sustainability

These principles support consistent and responsible decision-making across all levels of the organisation, ensuring that remuneration outcomes are fair, equitable and effective.

Equal pay for equal work

Remuneration is determined with reference to the requirements of each role, including scope, responsibility, skills and experience. Remuneration is not influenced by race, gender or any other discriminatory factor.

During the year, the Committee undertook a review of pay equity across all levels of the business. This included detailed data analysis to assess remuneration outcomes, identify patterns and test for potential anomalies. The differences highlighted were primarily attributable to tenure, experience and role progression, and the Committee is satisfied that there is no evidence of systemic unfair discrimination.

Our pay philosophy at different levels

At senior executive levels, we target the 25th – 50th percentile of the market for TGP, with higher variable incentives used to drive strategic delivery and shareholder alignment. For critical or scarce skills, we may apply a premium to attract and retain talent.

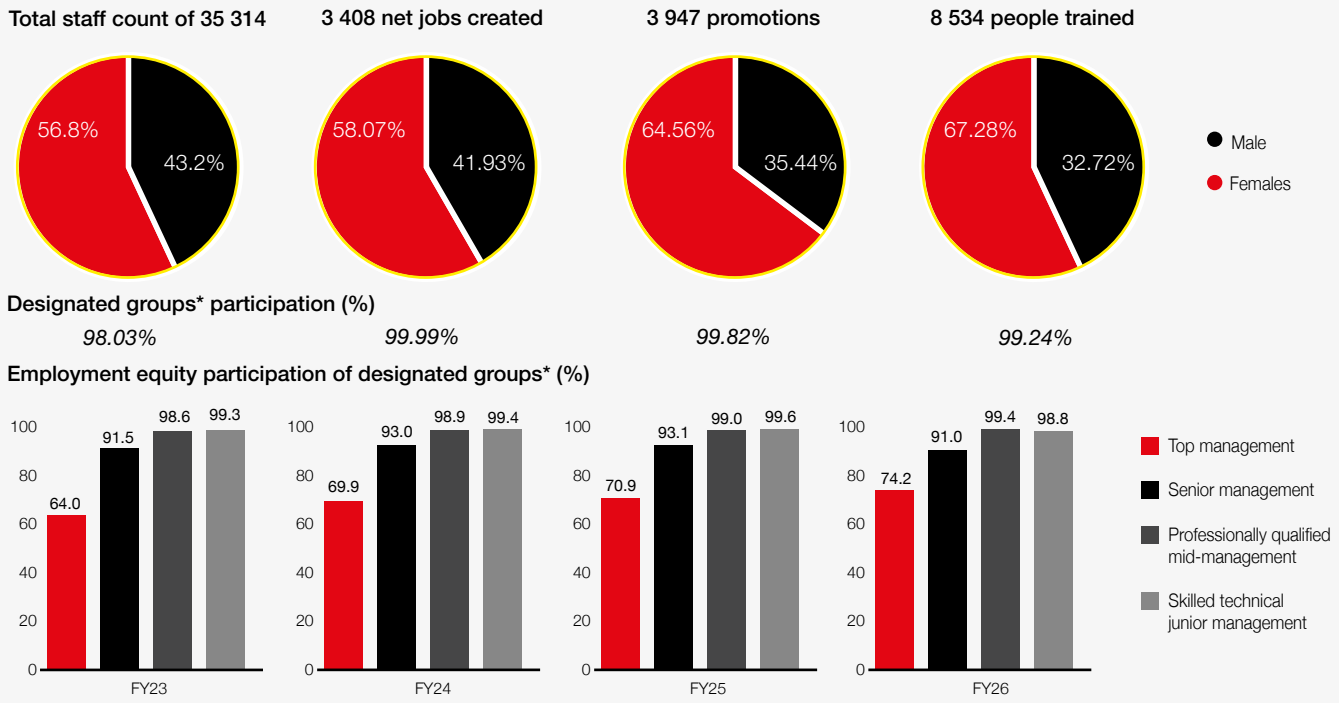
At entry level, we pay at least the legislated retail sector minimum wage (currently R30.23/hour), alongside additional benefits such as funeral cover. Annual increases are agreed through formal union negotiations and are structured to support progression over time.

Economic inclusion and workforce diversity

At the close of FY26, 98.03% of our workforce comprised employees from designated groups, with female representation of 56.80%. This reflects continued progress in building a workforce that is representative of the communities we serve.

As part of our store expansion programme, we prioritise hiring from the areas surrounding our stores, with approximately 90% of employees appointed in new stores recruited locally. This supports local job creation and enables employees to work within their own communities.

Many of our people start their journey with us in store roles. As our business grows, so do the career opportunities. We continue to focus on developing our people, supporting internal progression and building a strong pipeline of talent across all levels of the organisation.



* *Designated groups are Black people (Africans, Coloureds and Indians), women and persons with disabilities who are South African citizens, as defined in the Employment Equity Act, 1998 (Act No. 55 of 1998).*

Understanding our income differentials

Boxer recognises the income disparities that exist within the retail sector, which reflect the industry's large base of unskilled and semi-skilled roles across store and supply chain operations, compared to a much smaller group of more specialised and senior positions.

Our focus is on managing income differentials in a fair, responsible and consistent manner. Pay is aligned with the role performed, with a clear link to responsibilities, skills and performance.

The Committee maintains oversight of income differentials across the workforce, supported by ongoing internal analysis. This allows us to track trends over time, understand movements in the workforce and address any areas that require closer attention. Our focus remains unchanged: fair pay, responsible decisions, and creating opportunities for our people to grow with Boxer.

The remuneration metrics alongside - as required by section 30B of the Companies Act - have been calculated using remuneration data for all full-time and variable-time employees in FY26.

Total remuneration includes total guaranteed pay, variable remuneration, once-off payments and, where applicable, the accrual recognised during the year in respect of the long-term incentive plan.

Total remuneration	**FY26 R'000**
Highest paid remuneration	34 904 807
Top 5% average remuneration	570 748
Average remuneration	107 776
Median remuneration	71 307
Bottom 5% average remuneration	67 369
Lowest paid remuneration	67 369
Pay-gap ratio	**8.5:1**

To enable meaningful comparisons across the organisation, remuneration has been annualised to a full-time equivalent basis, of 195 hours per month. Actual hours worked by variable-time employees differ from the full time equivalent due to varying contracted hours, trading requirements and scheduling patterns.

The lowest-paid remuneration reflected in the table refers to a full-time general assistant in their first year of employment, remunerated at the prescribed minimum wage of R28.79 per hour in FY26.

Learners participating in Boxer training programmes have been excluded from these calculations, as they receive a statutory training stipend which is not comparable with employee remuneration. Had learners been included in the table provided, the lowest paid remuneration would reflect at R36 000, with average remuneration at R107 497, median remuneration at R71 170 and a pay gap ratio of 8.7:1.

Our disclosure reflects emerging practice. We will continue to monitor evolving practice and enhance our disclosure over time to support transparency and comparability.

Total guaranteed pay

Total guaranteed pay (TGP) represents the fixed component of remuneration, made up of base salary and standard benefits, aligned with an employee's role and responsibilities and informed by market benchmarks.

Annual increases

Annual adjustments to TGP are made to take account of inflation and to support Boxer's commitment to fair and competitive remuneration. This helps ensure that employees' pay remains fair and relevant in a changing economic environment.

Annual increases are guided by three core principles: affordability, keeping pace with inflation, and a continued focus on narrowing the pay gap across the organisation. Employees at lower pay grades typically receive higher percentage increases than senior and executive management. This reflects our commitment to supporting lower-earning employees, while ensuring that overall employee costs remain sustainable for the business.

All salary and wage reviews also consider market benchmarks, the availability of critical skills and experience, and the need to retain key talent. While higher increases have historically been applied at lower levels, adjustments are made at higher levels where necessary to ensure roles remain appropriately positioned relative to the market.

Annual increases continued

The table below outlines the average forward looking increases granted for FY27 compared with the prior year:

Average annual increases	FY27 % increase	FY26 % increase
CEO	4.00%	0%
CFO	5.00%	0%
Executive team	5.00%	6.30%
Senior and middle management	5.55%	5.70%
Junior management and supervisory	5.75%	6.30%
Clerical and other	6.03%	6.60%
Non-management bargaining unit	7.34%	7.45%

The average increase for non-management bargaining unit employees is determined in accordance with labour union agreements. In June 2024, Boxer concluded a three-year wage agreement which was designed to keep wages aligned with inflation, ensuring that employees' earnings maintain their real value over time. This multi-year agreement, concluding in FY27, provides Boxer with labour stability and cost predictability over a strategically important period for the Group, enabling greater focus on long-term growth and operational execution.

Short-term variable incentive – annual performance bonus

The short-term incentive (STI) performance bonus is a variable component of remuneration that rewards the achievement of annual Group financial and individual performance targets. It is designed to incentivise delivery against the Group's short-term objectives, with a clear link between performance and reward.

The STI framework is designed to balance performance with affordability. A safeguard is in place that caps the total annual bonus pool, including the cost of the long-term incentive plan (LTIP) as calculated under IFRS 2, at 10% of Group profit before tax. In addition, individual bonuses are capped at 100% of annual salary for participating employees, and at 100% of TGP for executive directors and the executive team.

The Committee set STI targets ahead of the FY26 financial year, based on growth in ATPAL. Trading profit was adjusted for incremental costs associated with the IPO and balance sheet restructure, ensuring that management was assessed on factors within their control.

FY26 ATPAL performance

	FY26 Rm	FY25 Rm
As reported 52 week FY26 trading profit/Pro forma 52 week FY25 trading profit	2 638	2 248
Lease interest	(483)	(412)
Trading profit after leases	2 155	1 836
Adjustments:	119	43
Financial guarantee	–	(7)
IPO Award share-based payment expense	81	22
Non-executive directors fees	7	3
Shared service costs	22	20
Costs from being a listed entity	9	5
Adjusted trading profit after leases (ATPAL)	2 274	1 879
Growth year-on-year	21.02%	

The Group achieved 21.02% growth in ATPAL, meaningfully outperforming the 15% Group performance target set by the Committee:

Group targets – 80% weighting
Growth in ATPAL

	FY26 target	FY26 outcome
Threshold	7%	
On-target	8%	
Stretch	12%	
Super-stretch	15%	21.02%

Outcome – achieved

+

Individual KPI targets – 20% weighting

CEO	CFO
Deliver FY26 net profit budget	Phase 1 deliverables for business process efficiencies and system enhancements

Outcome – achieved

=

Group performance target and individual KPIs fully attained

	FY26 STI R'000	FY26 STI % of TGP
CEO Marek Masojada	8 500	100%
CFO David Wayne	4 500	100%

FY26 STI achieved

For executive directors, STI outcomes are weighted primarily towards Group performance (80%), with a smaller portion linked to individual KPIs (20%). For all other participants, STI outcomes are based on a balanced weighting between Group performance (50%) and individual KPIs (50%). Individual KPIs include a combination of financial and non-financial measures aligned to strategic delivery, including ESG-related considerations such as energy usage, resource consumption, waste management and recycling.

The total value of STI bonuses paid in respect of FY26 performance amounted to R124 923 855, distributed to 1 484 qualifying employees, including the CEO and CFO.

Looking ahead

The Committee has approved refinements to the STI framework from FY27, which take into account shareholder feedback received during the year:

- The primary Group financial performance measure will move from ATPAL to growth in headline earnings. This reflects the normalisation of the Group's earnings base following the IPO, and strengthens alignment with shareholder interests.
- A formal Group ESG measure will be introduced into the STI. For executive directors, the FY27 STI scorecard will comprise 80% Group headline earnings, 5% Group ESG measures and 15% individual KPIs.

While best practice encourages the disclosure of forward-looking STI targets, the Group continues to disclose these retrospectively due to the commercial sensitivity of profit forecasts, in line with market norms.

Long-term variable incentives

The long-term incentive (LTI) scheme is a variable component of remuneration that incentivises the delivery of the Group's strategy and aligns management with long-term value creation.

Legacy payments related to participation under the historic Pick n Pay LTI scheme

As disclosed in the FY25 Remuneration Report, a number of Boxer employees previously held Pick n Pay share options and restricted share plan (RSP) awards through their participation in the broader Pick n Pay Group employee share incentive schemes. These awards had no intrinsic value ahead of the 2024 IPO and were cancelled.

The cancellation was driven by the under-performance of the Pick n Pay Group and resulted in below-market long-term incentive outcomes for key members of the Boxer team, notwithstanding the exceptional performance of the Boxer business over the same period.

To address this, the Pick n Pay Remuneration Committee approved once-off compensation for affected senior management, recognising the value delivered by Boxer over the performance period. These legacy payments were ratified by the Boxer Remuneration Committee and paid in June 2025, including R4.2 million to CEO, Marek Masojada, and R2.2 million to CFO, David Wayne. These amounts represent once-off legacy settlements, and do not form part of Boxer's ongoing remuneration framework.

Long-term incentive plan (LTI)

1. Once-off admission awards

As disclosed in the FY25 Remuneration Report, once-off admission awards were granted at the time of Boxer's listing to support leadership retention and stability through the transition to a listed environment and the early years as a listed company. The awards vest over two- and three-year periods, subject to continued employment and performance conditions, being growth in adjusted trading profit after lease (ATPAL) relative to CPI, and ROIC exceeding the Group's WACC at vesting.

Details of the admission award:

Total award value	R205 million	
Total number of participants	181	
Total number of shares	3 794 515	
Award date	30 November 2024	
Vesting date	**Tranche 1**	**Tranche 2**
	40%	60%
	30 November 2026	30 November 2027
Performance conditions – Growth in ATPAL	**Base year: FY24**	**Base year: FY24**
Threshold: 40% vesting	2-year CAGR = CPI	3-year CAGR = CPI
On-target: 70% vesting	2-year CAGR = CPI + 2%	3-year CAGR = CPI + 2%
Stretch: 100% vesting	2-year CAGR = CPI + 3%	3-year CAGR = CPI + 3%
Gatekeeper condition	ROIC > WACC over 2 years	ROIC > WACC over 3 years
Executive director awards	CEO – Marek Masojada	CFO – David Wayne
Number of shares	521 040	210 896
Value of award on issue date	R28.1 million	R11.4 million

Attainment of tranche 1 performance conditions:

	FY26 Rm	Base year FY24 Rm
As reported 52 week FY26 trading profit/As reported 52 week FY24 trading profit	2 638	2 101
Lease interest	(483)	(337)
Trading profit after leases	2 155	1 764
Adjustments:	119	(135)
Financial guarantee	–	(135)
IPO Award share-based payment expense	81	–
Non-executive directors fees	7	–
Shared service costs	22	–
Costs from being a listed entity	9	–
Adjusted trading profit after leases (ATPAL)	2 274	1 629
2-year compound annual growth rate	**18.15%**	
CPI	3.10%	
ROIC over 2 years per annum	25.75%	
WACC over 2 years per annum	12.21%	

The FY26 vs FY24 performance conditions required for the vesting of the first tranche of admission awards in November 2026 have been attained. Two-year CAGR in ATPAL of 18.15% exceeding the CPI target of 3.10% and ROIC over the period of 25.75% exceeding the WACC of 12.21%.

As a result, 1 511 429 shares are expected to vest in participants on 30 November 2026, subject to continued employment, with 208 416 and 84 358 to be delivered to the CEO and CFO, respectively.

These awards formed part of the Group's initial listing framework and do not form part of the ongoing remuneration structure.

2. Annual performance awards

Annual rolling awards of performance shares are granted under the LTIP to executive directors and selected members of senior and middle management. These awards are designed to incentivise the delivery of the Group's strategy and sustainable long-term value creation, with vesting subject to continued employment and performance conditions measured over a three-year period. Full details of the award structure, performance measures and rationale are provided on page 81.

During the year, the Committee refined the design of the annual LTIP to strengthen alignment with shareholder expectations and long-term value creation. From FY27, the previous ROIC gatekeeper will be replaced with a formal ROIC performance measure. Vesting will be based 80% on growth in headline earnings and 20% on ROIC performance. This introduces a more balanced set of performance measures, placing greater emphasis on capital discipline and returns, and aligns with shareholder feedback favouring a broader mix of metrics beyond a single income statement measure.

The Committee intends to introduce an ESG performance measure into the LTIP in time, once the Group's ESG framework is sufficiently developed to support a meaningful and measurable incentive.

In line with market practice and to achieve greater internal alignment, the maximum LTIP award opportunity for the CFO will increase from 80% to 100% of total guaranteed pay (TGP) from FY27. The CEO's maximum award opportunity remains unchanged at 120% of TGP.

Participation in the annual LTIP will be broadened in FY27 to include selected members of lower and middle management, increasing the number of participants from 46 to approximately 102. This reflects a targeted approach to retention and talent development at this level. Historically, retention at these levels was supported through the Pick n Pay cash-based retention incentive scheme, which did not achieve the desired outcome. The Committee believes that participation in the annual LTIP, and the opportunity to build a shareholding in the Company over time, provides a more effective and sustainable retention mechanism aligned with long-term value creation.

Details of the annual performance awards are set out below, including the second award (LTIP 2), expected to be granted in July 2026:

	FY27 LTIP 2 Expected		**FY26 LTIP 1 Actual**	
Award date	July 2026		30 June 2025	
Number of participants	102		46	
Number of shares	Est. 1 015 000		932 236	
Vesting date	June 2029		30 June 2028	
Base year	FY26		FY25	
Performance conditions	**80% headline earnings:**	**20% ROIC:**	**100% headline earnings:**	
Threshold: 40% vesting	CPI + 2%	20%	CPI + 2%	
On-target: 70% vesting	CPI + 3%	21%	CPI + 3%	
Stretch: 100% vesting	CPI + 5%	22%	CPI + 5.5%	
Gatekeeper condition	Not applicable		ROIC > WACC + 5% over three years	
Executive director awards	CEO – Marek Masojada	CFO – David Wayne	CEO – Marek Masojada	CFO – David Wayne
TGP value	120%	100%	120%	80%
Number of shares	Est. 132 600	Est. 59 063	158 533	55 953
Value of award	R10.6 million	R4.7 million	R10.2 million	R3.6 million

3. Ad hoc retention awards

Retention awards are used only in limited and clearly justified circumstances where there is a strategic need to retain critical skills. These awards are not a standard component of the remuneration framework and are applied selectively, subject to defined limits and appropriate governance oversight. No ad hoc retention awards were granted under the LTIP during FY26.

Non-executive director fees

The Committee reviewed and recommended non-executive director remuneration to the Board for shareholder approval at the 2026 AGM. The Committee agreed that the fees remained in line with market benchmarks and that the FY27 CPI-aligned increases approved by shareholders at the 2025 AGM remained appropriate. The Board will ask shareholders for further approval to increase the FY28 fees by CPI, subject to any amendments tabled at the 2026 AGM.

	FY27 Proposed R'000	FY26 Previous R'000	% change
Chair (including participation in all committees)	**1 854**	1 800	3.0
Lead independent director (including participation in all committees)	**927**	900	3.0
Non-executive director	**474**	460	3.0
Chair – Audit, Risk and Compliance Committee	**412**	400	3.0
Member – Audit, Risk and Compliance Committee	**216**	210	3.0
Chair – Remuneration Committee	**241**	234	3.0
Member – Remuneration Committee	**113**	110	3.0
Chair – Social Ethics and Transformation Committee	**206**	200	3.0
Member – Social Ethics and Transformation Committee	**113**	110	3.0
Chair – Nominations and Corporate Governance Committee[1]	**216**	210	3.0
Member – Nominations and Corporate Governance Committee	**103**	100	3.0

[1] *The Committee is currently chaired by the lead independent director who does not receive an additional fee for chairing this committee.*

The peer group of JSE-listed companies used for benchmarking

- Clicks Group Limited
- Dis-Chem Pharmacies Limited
- Mr Price Group Limited
- Pepkor Holdings Limited
- Pick n Pay Stores Limited
- TFG Limited
- Truworths International Limited
- Shoprite Holdings Limited
- Spar Group Limited
- Woolworths Holdings Limited

Directors' remuneration and interest in shares

Remuneration of executive directors

Executive directors[1] FY26	Base salary Rm	Retirement and medical contributions Rm	Fringe and other benefits Rm	Total fixed remuneration Rm	Short-term performance bonus Rm	Legacy settlements[2] Rm	Cash retention incentive Rm	Total remuneration Rm	Long-term share awards charges[3] Rm
Marek Masojada	6.9	1.3	0.3	8.5	8.5	4.2	–	21.2	13.7
David Wayne	3.6	0.7	0.2	4.5	4.5	2.2	–	11.2	5.4
Total remuneration	**10.5**	**2.0**	**0.5**	**13.0**	**13.0**	**6.4**	**–**	**32.4**	**19.1**
FY25									
Marek Masojada	5.6	1.1	0.3	7.0	8.5	–	3.0	18.5	–
David Wayne	2.7	0.6	0.2	3.5	4.1	–	–	7.6	(0.2)
Total remuneration	**8.3**	**1.7**	**0.5**	**10.5**	**12.6**	**–**	**3.0**	**26.1**	**(0.2)**

1 *The executive directors are employed and remunerated by Boxer Superstores (Proprietary) Limited, a subsidiary of the Boxer Retail Limited Group.*
2 *Legacy settlements relate to incentives paid in respect of the pre-IPO retention scheme.*
3 *The long-term share awards expense or recoupment is determined in accordance with IFRS 2 Share-Based Payments and is measured on an equity-settled basis.*

Fees of non-executive directors

Non-executive directors[1] FY26	Directors' fees R'000	Audit, Risk and Compliance Committee R'000	Remuneration Committee R'000	Social, Ethics and Transformation Committee R'000	Nominations and Corporate Governance Committee R'000	Total R'000
James Formby	1 800.0	–	–	–	–	1 800.0
Sean Summers[2]	460.0	–	110.0	–	–	570.0
Jesmane Boggenpoel	460.0	210.0	–	200.0	100.0	970.0
Cindy Robertson	460.0	400.0	110.0	–	100.0	1 070.0
Leon Lourens	460.0	210.0	234.0	–	100.0	1 004.0
Charlotte Maponya	900.0	–	–	–	–	900.0
Dineo Molefe	460.0	–	–	110.0	–	570.0
Total remuneration	**5 000.0**	**820.0**	**454.0**	**310.0**	**300.0**	**6 884.0**
FY25						
James Formby	750.0	–	–	–	–	750.0
Sean Summers[2]	191.7	–	45.8	–	–	237.5
Jesmane Boggenpoel	191.7	87.5	–	83.3	41.7	404.2
Cindy Robertson	191.7	166.7	45.8	–	41.7	445.9
Leon Lourens	191.7	87.5	97.5	–	41.7	418.4
Charlotte Maponya	375.0	–	–	–	–	375.0
Dineo Molefe	191.7	–	–	–	45.8	237.5
Total remuneration	**2 083.5**	**341.7**	**189.1**	**83.3**	**170.9**	**2 868.5**

[1] *The non-executive directors have been remunerated by Boxer Retail Limited.*
[2] *Sean Summers has ceded his director's fees to Pick and Pay Retailers (Proprietary) Limited.*

Share awards granted to executive directors

Long-term incentive plan (LTIP)	Calendar year granted	Calendar year vesting	Award grant price R	Balance held at 3 March 2025	Granted	Balance held at 1 March 2026
Executive directors						
Marek Masojada						
Admission award	2024	2026	Nil	208 416	–	208 416
Admission award	2024	2027	Nil	312 624	–	312 624
Performance award – LTIP 1	2025	2028	Nil	–	158 533	158 533
				521 040	**158 533**	**679 573**
David Wayne						
Admission award	2024	2026	Nil	84 358	–	84 358
Admission award	2024	2027	Nil	126 538	–	126 538
Performance award – LTIP 1	2025	2028	Nil	–	55 953	55 953
				210 896	**55 953**	**266 849**

Directors' interest in shares

Long-term incentive plan (LTIP)	How held[1]	Balance held at 2 March 2025	Additions/ Grants	Balance held at 1 March 2026	Beneficial/ non-beneficial interest[3]
Directors					
Marek Masojada	Direct – LTIP[2]	521 040	158 533	679 573	Beneficial
David Wayne	Direct – LTIP[2]	210 896	55 953	266 849	Beneficial
James Formby	Indirect	7 000	5 000	12 000	Beneficial
Dineo Molefe	Direct	7 628	–	7 628	Beneficial

1. *Direct interests represent a holding in the director's personal capacity. Indirect interests represent a holding by a trust or company (of which the director is a trustee or director/ shareholder, as relevant), a spouse or minor children of directors.*
2. *Direct – LTIP relates to the long term incentive plan share scheme, which shares are held in escrow and not yet vested, refer to note 5 Share based payments of the FY26 AFS.*
3. *Beneficial interest represents an interest in shares in which a person is entitled to receive income payable in respect to that shareholding and/or obtain any benefit as a result of holding those shares. The total directors beneficial interest in ordinary shares held amounted to 0.2% (2025: 0.2%) of total issued ordinary shares. Non-beneficial interest represents an interest in shares in which a person will not benefit directly as a result of holding those shares.*

There were no changes in the directors' interest in shares from 1 March 2026 up to the date of the approval of the Integrated Annual Report.



Report of the SOCIAL, ETHICS AND TRANSFORMATION COMMITTEE

The Social, Ethics and Transformation Committee (the Committee) presents its report for FY26. This report was prepared in accordance with the Companies Act, King IV and the JSE Listings Requirements.

Committee Chair overview

The Committee remained focused on ensuring that Boxer continues to grow in a responsible, practical and sustainable way, while staying true to the culture and values that have shaped the business over many years.

Many of the communities Boxer serves are under significant financial pressure. In this environment, affordability, responsible retailing and fair treatment of customers remain important considerations in how Boxer operates every day. The Committee therefore focused on matters important to the long-term sustainability of the business and the trust placed in Boxer by customers, employees, suppliers and communities.

The Committee oversaw a broad range of matters during the year, including ethics and whistleblowing processes, sustainability governance, transformation and employment equity, stakeholder considerations and Boxer's broader social impact across the communities it serves. Particular focus was placed on strengthening practical governance and compliance frameworks, policies and reporting disciplines following listing.

The Committee also oversaw the continued development and integration of key governance and compliance frameworks, including sustainability, ethics, human rights, ethical sourcing, food safety, occupational health and safety, and ESG reporting processes and tools.

Transformation, skills development and leadership continuity were important focus areas as Boxer continued to expand.

The Committee is satisfied that Boxer continues to operate in a responsible and ethical manner, supported by a strong values-driven culture, practical governance processes and clear accountability across the business.

On behalf of the Committee, I would like to thank management and employees across the Group for their commitment and contribution during the year.

Committee mandate

The Committee assists the Board in overseeing Boxer's responsibilities as a responsible corporate citizen and supports the Board in monitoring the Group's impact on the economy, society, the workplace and the environment.

The Committee oversees matters relating to:

- Ethics and organisational culture
- Stakeholder relationships
- Sustainability and environmental considerations
- Transformation and employment equity
- Responsible corporate citizenship
- Labour and employment practices
- Consumer and community matters

Committee governance

The Committee operates in accordance with an approved annual work plan aligned with its Terms of Reference. Standing invitees include members of executive and senior management responsible for sustainability, transformation, human resources, compliance, legal and stakeholder-related matters.

The Committee also maintains oversight of compliance matters relevant to its mandate, including food safety, occupational health and safety, consumer protection and broader stakeholder-related compliance considerations.



Jesmane Boggenpoel
Chair: Social, Ethics and Transformation Committee

The Committee prioritised responsible growth that is grounded in Boxer's values and focused on maintaining stakeholder confidence.

The Committee receives regular reporting from management across its areas of oversight and works closely with the Board and other Board committees where responsibilities intersect. The Committee also engages, where appropriate, with Pick n Pay Stores Limited on matters of shared governance relevance.

During FY26, the Committee continued refining its reporting cadence, governance oversight processes and standing agenda items to support effective oversight and alignment with the Group's broader governance framework.

Committee composition and meeting attendance

The Committee comprises independent non-executive directors with the appropriate skills, experience and governance expertise to fulfil its responsibilities. The Committee met three times during FY26 in accordance with its approved annual work plan.

Members	Attendance
Jesmane Boggenpoel (Chair)	3/3
Charlotte Maponya	3/3
Dineo Molefe	3/3

Key focus areas during FY26

Ethical leadership, governance and accountability

Ethical business practices and accountability are fundamental to Boxer's culture and operating model. During FY26, the Committee maintained oversight of ethics governance, whistleblowing processes, compliance monitoring and broader employee and supplier-related matters across the Group, while continuing to strengthen practical governance processes and reporting disciplines.

Focus areas during FY26

- Monitored whistleblowing reports and investigation outcomes to ensure all are handled sensitively and responsibly, with appropriate action as required
- Reviewed ethics-related incidents and compliance trends
- Oversaw updates to the Code of Ethics and related policies
- Strengthened ethics governance and training initiatives
- Reinforced accountability and escalation processes across the business

Responsible retailing, compliance and stakeholder considerations

Boxer stores serve communities where affordability, accessibility, food safety and responsible retail practices matter every day. The Committee therefore continued overseeing Boxer's broader stakeholder responsibilities across customers, employees, suppliers, communities and regulators, with particular focus on maintaining trust, and supporting responsible business practices as the Group grows.

Focus areas during FY26

- Reviewed responsible retail practices, food safety and customer value considerations
- Monitored compliance with consumer protection requirements
- Oversaw community investment and social responsibility initiatives
- Considered store, employee and customer security matters
- Reviewed supplier, human rights and ethical sourcing governance processes

Transformation, people development and well-being

Transformation and people development are important priorities for Boxer as the business continues to grow and create employment opportunities. The Committee remained focused on supporting meaningful and sustainable progress in employment equity, leadership development and long-term skills development across the Group.

Focus areas during FY26

- Approved newly instituted STI ESG targets
- Monitored employment equity and workforce demographic trends
- Reviewed progress against transformation and B-BBEE objectives
- Oversaw skills development, learnership and youth employment initiatives
- Monitored occupational health and safety compliance matters
- Considered leadership sustainability and succession planning

Sustainability and environmental governance

The Committee oversaw the development of Boxer's sustainability governance and reporting practices, with particular focus on ensuring that governance frameworks, reporting disciplines and sustainability-related commitments remain practical and measurable.

Focus areas during FY26

- Monitored progress against IFC-related environmental commitments
- Oversaw sustainability governance and ESG reporting processes
- Reviewed environmental, climate and emissions-related matters
- Monitored ESG data quality and compliance reporting disciplines
- Supported practical and measurable sustainability implementation

Committee effectiveness and FY27 focus areas

Annual self-assessment evaluations were conducted during the year and confirmed that the Committee continues to operate effectively and fulfil its responsibilities in accordance with its mandate.

Focus areas for FY27

- Strengthening sustainability governance and ESG reporting disciplines
- Enhancing oversight of compliance, ethics and stakeholder-related risks
- Improving ESG data quality and operational reporting processes
- Continuing to strengthen food safety, occupational health and safety and compliance oversight

The Board is satisfied that the Committee fulfilled its responsibilities during FY26 in accordance with its Terms of Reference.

The Committee will continue focusing on supporting responsible growth, maintaining strong ethical and governance standards and ensuring that sustainability, stakeholder and transformation considerations remain appropriately integrated into how Boxer operates and creates long-term value.

Jesmane Boggenpoel
Chair: Social, Ethics and Transformation Committee

30 June 2026

Report of the **NOMINATIONS AND CORPORATE GOVERNANCE COMMITTEE**

The Nominations and Corporate Governance Committee (the Committee) presents its report for FY26. This report was prepared in accordance with the Companies Act, King IV and the JSE Listings Requirements.

Committee Chair overview

The Committee remained focused on ensuring that Boxer's Board composition and succession planning arrangements continue to support the long-term sustainability of the Group, while preserving its strong culture.

A significant governance matter considered during the year was the transition of the Board Chair role from James Formby to Sean Summers. The Committee carefully considered the timing of the transition, governance continuity, Board stability and maintaining an appropriate balance of power and authority across the Group's governance structures.

Sean's extensive retail and operational experience, deep knowledge of Boxer and strong contribution to the Board were important considerations in supporting the transition. The Committee also considered Sean's role as Chief Executive Officer of Pick n Pay Stores Limited and was satisfied that he has the capacity to continue fulfilling both roles effectively. Sean resigned from the Remuneration Committee on his appointment as Board Chair, and was replaced by James Formby on that committee.

The Board remains satisfied that the role of the lead independent director, the strength and independence of the Board committees and the collective engagement of the Board support appropriate independence, oversight and balanced decision-making.

Following Leon Lourens' resignation from the Board and as Chair of the Remuneration Committee on 28 February 2026, Cindy Robertson was appointed interim Chair of the Remuneration Committee and Dineo Molefe was appointed to the Audit, Risk and Compliance Committee. The Committee has begun the process of identifying a suitable new non-executive director, taking into account the existing balance of skills, diversity, experience, Board dynamics and alignment with Boxer's culture.

The Committee would like to thank Leon for his significant contribution to the Board and its committees, particularly during Boxer's listing process.

The Committee is satisfied that the Board continues to operate effectively, supported by strong and constructive engagement, practical governance practices and an experienced and well-balanced leadership team.

Senior management succession and development also remained important focus areas. The Committee devoted considerable attention to succession planning across executive management and broader leadership structures, recognising the strength and depth of Boxer's management team, the value of institutional knowledge and the importance of preserving the entrepreneurial culture and operational expertise that are central to Boxer's success.

On behalf of the Committee, I would like to thank my fellow Board and Committee members, management and the Company Secretary for their continued professionalism and contribution during the year.

Committee mandate

The Committee assists the Board in overseeing matters relating to Board composition, succession planning, governance structures and broader corporate governance practices across the Group.

The Committee oversees matters relating to:

- Board and committee composition, appointments and succession
- Board diversity, independence and effective oversight
- Governance frameworks and policies
- Board and committee effectiveness and evaluations
- Director training and development



Charlotte Maponya
Chair: Nominations and Corporate Governance Committee

Our work centred on strengthening leadership continuity while preserving the entrepreneurial culture at the heart of the business, as we build a Board that is balanced and positioned for Boxer's long-term success.

Committee governance

The Committee operates in accordance with an approved annual work plan aligned with its Terms of Reference. Standing invitees include the Board Chair, the Company Secretary and members of executive management, together with external advisors where appropriate.

The Committee receives regular reports on governance, succession and Board-related matters and works closely with the Board and other Board committees where responsibilities intersect. The Committee also engages, where appropriate, with Pick n Pay Stores Limited on matters of shared governance relevance.

During FY26, the Committee continued to strengthen governance frameworks, succession planning processes and Board evaluation practices following Boxer's listing. Focus remained on ensuring that governance processes are practical, effective and well aligned with the operational realities of the business.

Committee composition and meeting attendance

The Committee comprises non-executive and independent non-executive directors with the appropriate skills, experience and governance expertise to fulfil its responsibilities. The Committee met three times during FY26 in accordance with its approved annual work plan.

Current members	Attendance
Charlotte Maponya (Chair)	3/3
Jesmane Boggenpoel (Chair of SETC)	3/3
Cindy Robertson (Chair of ARCC and interim Chair of RemCom)	3/3
Former member	
Leon Lourens[1]	2/2

[1] *Resigned from the Board and the Committee on 28 February 2026.*

Key focus areas during FY26

Board composition, independence and succession

The Committee focused on ensuring that the Board and its committees maintain an appropriate balance of skills, experience, diversity and independence, while supporting effective oversight and orderly succession planning.

Focus areas during FY26

- Oversaw the transition of the Board Chair role
- Reviewed Board and director independence assessments
- Oversaw Board and committee composition changes
- Began the process to identify a replacement for Leon Lourens

Senior management succession and development

Succession planning and management development remained important focus areas as Boxer continued to strengthen long-term leadership depth across the Group.

Focus areas during FY26

- Reviewed succession planning across executive leadership structures
- Oversaw leadership development and succession planning initiatives
- Considered internal leadership readiness and capability development
- Maintained focus on preserving Boxer's culture and operational expertise

Board effectiveness and performance

The Committee continued overseeing the effectiveness of the Board and its committees as governance processes and ways of working became more established following listing. Particular focus was placed on maintaining practical governance practices, effective oversight and constructive Board engagement.

Focus areas during FY26

- Oversaw Board and committee performance evaluations
- Reviewed committee work plans and governance reporting cycles
- Considered governance efficiencies and meeting effectiveness
- Supported the continued embedding of governance practices following listing

Governance frameworks and maturity

The Committee continued overseeing the refinement and embedding of Boxer's governance framework, with focus on strengthening governance practices while maintaining practical, efficient processes appropriate to the business.

Focus areas during FY26

- Continued embedding governance frameworks and Board policies following listing
- Reviewed governance developments and evolving regulatory requirements
- Supported targeted governance training and director development initiatives
- Refined governance reporting disciplines and Board processes

Committee effectiveness and FY27 focus areas

Annual self-assessment evaluations were conducted during the year and confirmed that the Committee continues to operate effectively and fulfil its responsibilities in accordance with its mandate.

Focus areas for FY27

- Continuing to build long-term leadership succession and development pipelines
- Completing the Board refreshment process following Leon Lourens' resignation
- Continuing to simplify and strengthen governance and reporting processes
- Preparing for emerging governance developments, including the transition from King IV to King V

The Board is satisfied that the Committee fulfilled its responsibilities during FY26 in accordance with its Terms of Reference.

The Committee will continue to focus on maintaining effective governance structures, supporting succession planning and ensuring that Boxer's governance framework remains practical, balanced and aligned with the long-term sustainability of the Group.

Charlotte Maponya
Chair: Nominations and Corporate Governance Committee

30 June 2026



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Additional INFORMATION

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Group statement of financial position

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Glossary of terms

Group statement of **COMPREHENSIVE INCOME**

	52 weeks to 01 March 2026 Rm	Restated* 53 weeks to 02 March 2025 Rm
Revenue	**47 139**	43 000
Turnover	**46 682**	42 597
Cost of merchandise sold	**(36 610)**	(33 544)
Gross profit	**10 072**	9 053
Other trading income	**390**	312
Trading expenses	**(7 824)**	(7 057)
Employee costs	**(3 400)**	(3 079)
Occupancy costs	**(1 293)**	(1 182)
Operations costs	**(2 356)**	(2 098)
Merchandising and administration costs	**(775)**	(698)
Trading profit	**2 638**	2 308
Finance income	**67**	91
Finance costs	**(549)**	(458)
Profit before tax before capital items	**2 156**	1 941
Loss on capital items	**(44)**	(33)
Loss on disposal of assets	**(13)**	(13)
Loss from impairments of property, plant and equipment and intangible assets	**(16)**	(4)
Loss from impairment on right-of-use assets	**(15)**	(16)
Profit before tax	**2 112**	1 908
Tax	**(556)**	(525)
Profit for the period	**1 556**	1 383

	52 weeks to 01 March 2026 Rm	Restated* 53 weeks to 02 March 2025 Rm
Profit for the period	**1 556**	1 383
Other comprehensive income, net of tax		
Items that will not be reclassified to profit or loss	**–**	5
Fair value gain on investment in Pick n Pay Stores Limited	**–**	5
Items that may be reclassified to profit or loss	**(2)**	(1)
Movement in cash flow hedge	**(2)**	(1)
Total comprehensive income for the period	**1 554**	1 387
Earnings per share	**Cents**	Cents
Basic earnings per share	**343.50**	406.70
Diluted earnings per share	**340.19**	405.51
Headline earnings per share	**351.67**	413.76
Diluted headline earnings per share	**348.27**	412.54

* *Comparative figures have been restated to correct for the turnover related to certain articles where system mapping erroneously resulted in turnover being presented within cost of merchandise sold. The reclassification increased prior period revenue, turnover and cost of merchandise sold by R253 million, with no net impact on previously reported profit.*

Group statement of **FINANCIAL POSITION**

	As at 01 March 2026 Rm	As at 02 March 2025 Rm
ASSETS		
Non-current assets		
Property, plant and equipment	4 091	3 807
Intangible assets	324	337
Right-of-use assets	3 981	3 654
Loans	122	126
Deferred tax asset	153	165
	8 671	8 089
Current assets		
Inventory	4 267	3 378
Trade and other receivables	436	458
Cash and cash equivalents	538	466
Loans	5	8
Right-of-return asset	4	3
Amounts owing by related parties	371	331
	5 621	4 644
Total assets	14 292	12 733

	As at 01 March 2026 Rm	As at 02 March 2025 Rm
EQUITY AND LIABILITIES		
Equity		
Share capital	8 203	8 203
Treasury shares	(265)	(205)
Retained earnings	3 587	2 142
Common control reserve	(8 197)	(8 197)
Other reserves	(3)	(1)
Total equity	3 325	1 942
Non-current liabilities		
Lease liabilities	4 633	4 150
Borrowings	200	850
	4 833	5 000
Current liabilities		
Trade and other payables	5 201	4 755
Lease liabilities	638	647
Provisions	40	57
Deferred revenue	143	119
Current tax liability	110	86
Amount owing to related party	–	127
Derivative financial instruments	2	–
	6 134	5 791
Total equity and liabilities	14 292	12 733

Group statement of **CHANGES IN EQUITY**

	Share capital Rm	Share premium Rm	Treasury shares Rm	Retained earnings Rm	Common control reserve Rm	Fair value reserve Rm	Other reserves Rm	Total equity Rm
At 25 February 2024	–	9	–	1 891	–	(59)	–	1 841
Total comprehensive income for the period	–	–	–	1 329	–	59	(1)	1 387
Profit for the period	–	–	–	1 383	–	–	–	1 383
Movement in cash flow hedge	–	–	–	–	–	–	(1)	(1)
Fair value gain on investment in Pick n Pay Stores Limited	–	–	–	–	–	5	–	5
Reclassification to retained earnings	–	–	–	(54)	–	54	–	–
Share purchases	–	–	(205)	–	–	–	–	(205)
Transactions with owners	8 203	(9)	–	(1 078)	(8 197)	–	–	(1 081)
Dividends	–	–	–	(1 100)	(8 160)	–	–	(9 260)
Capital reorganisation under common control	46	(9)	–	–	(37)	–	–	–
Issue of shares	8 157	–	–	–	–	–	–	8 157
Share-based payments	–	–	–	22	–	–	–	22
At 02 March 2025	8 203	–	(205)	2 142	(8 197)	–	(1)	1 942

	Share capital Rm	Share premium Rm	Treasury shares Rm	Retained earnings Rm	Common control reserve Rm	Fair value reserve Rm	Other reserves Rm	Total equity Rm
At 02 March 2025	8 203	–	(205)	2 142	(8 197)	–	(1)	1 942
Total comprehensive income for the period	–	–	–	1 556	–	–	(2)	1 554
Profit for the period	–	–	–	1 556	–	–	–	1 556
Movement in cash flow hedge	–	–	–	–	–	–	(2)	(2)
Share purchases	–	–	(60)	–	–	–	–	(60)
Transactions with owners	–	–	–	(111)	–	–	–	(111)
Dividends	–	–	–	(207)	–	–	–	(207)
Share-based payments	–	–	–	96	–	–	–	96
At 01 March 2026	8 203	–	(265)	3 587	(8 197)	–	(3)	3 325

Group statement of **CASH FLOWS**

	52 weeks to 01 March 2026 Rm	53 weeks to 02 March 2025 Rm
Cash flows from operating activities		
Trading profit	2 638	2 308
Adjusted for non-cash items	1 444	1 225
Depreciation on property, plant and equipment	665	591
Amortisation on intangible assets	19	14
Depreciation on right-of-use assets	699	653
Share-based payment expense	96	16
Profit on termination of leases	(35)	(42)
Amortisation of financial guarantee contract	–	(1)
Derecognition of financial guarantee contract	–	(6)
Cash generated before movements in working capital	4 082	3 533
Movements in working capital	(386)	(78)
Movement in trade and other payables, provisions and deferred revenue	483	146
Movement in inventory and right-of-return asset	(891)	(148)
Movement in trade and other receivables	22	(76)
Cash generated from trading activities	3 696	3 455
Interest paid on lease liabilities	(472)	(345)
Interest paid	(66)	(47)
Interest received	57	86
Cash generated from operations	3 215	3 149
Dividend paid	(207)	(9 260)
Tax paid	(520)	(750)
Cash generated/(utilised) from operating activities	2 488	(6 861)

	52 weeks to 01 March 2026 Rm	53 weeks to 02 March 2025 Rm
Cash flows from investing activities		
Investment in intangible assets	(22)	(16)
Investment in property, plant and equipment	(995)	(895)
Proceeds on disposal of Pick n Pay Stores Limited shares	–	31
Proceeds on disposal of property, plant and equipment and intangible assets	5	12
Purchase of operations	–	(28)
Loans advanced by the Group	(26)	(59)
Loans repaid to the Group	43	47
Lease incentives received	76	74
Cash utilised in investing activities	(919)	(834)
Cash flows from financing activities		
Net proceeds on issue of shares*	–	8 157
Borrowings (repaid)/raised	(650)	850
Share purchases	(60)	(205)
Related party loans advanced to the Group	–	966
Related party loans repaid by the Group	(127)	(2 347)
Principal lease liability payments	(620)	(613)
Cash (utilised)/generated in financing activities	(1 457)	6 808
Net increase/(decrease) in cash and cash equivalents	112	(887)
Cash and cash equivalents at beginning of period	797	1 684
Cash and cash equivalents at end of period	909	797
Comprising of:	909	797
Cash and cash equivalents	538	466
Amounts owing by related parties	371	331

* *This amount is disclosed net of transaction costs of R343 million.*

Pro forma **FINANCIAL INFORMATION**

Certain financial information presented in the audited Group Annual Financial Statements constitutes pro forma financial information in terms of the JSE Listings Requirements. The pro forma financial information has been prepared to illustrate the additional financial measures used by the management of the Group to assess operating performance, and thereby enhances an investor's understanding of the Group's results of operations and financial performance. The pro forma financial information is prepared for illustrative purposes only and because of its nature, may not fairly present the Group's financial position, changes in equity, results of operations or cash flows. The directors of the Company are responsible for the pro forma financial information, which has been presented in accordance with the JSE Listings Requirements. These measures should not be considered as a substitute for, or superior to, measures prepared in accordance with IFRS Accounting Standards. Ernst & Young Inc.'s unqualified Independent Auditor's Assurance Report on the compilation of the pro forma financial Information is included on page 81 to 82 of the FY26 Annual Financial Statements.

1. Impact of week 53

The Group manages its retail operations on a 52-week trading calendar basis where the financial reporting period always ends on a Sunday. To ensure calendar realignment, the inclusion of a 53rd week of trading is required approximately every six years. The Group reported on a 53-week basis in FY25, whereas the current period presented is on a 52-week basis.

In order to provide a comparison between the current and previous year, certain financial information relating to week 53 of FY25 is presented below. The impact of week 53, as calculated, is deducted from the reported FY25 results to illustrate a pro forma 52-week FY25. The pro forma 52-week FY25 information is based on the accounting policies of the annual financial statements, which have been prepared in accordance with IFRS Accounting Standards.

The Group calculated the impact of week 53 as follows:

- Adjustment to turnover for week 53 is extracted from the Group's accounting records.
- In calculating the adjustment to trading profit for week 53, management's judgement is used for the calculation of gross profit, other income and trading expenses based on extractions from the Group's accounting records.
- Trading profit margin is calculated as trading profit as a percentage of turnover.

Rm	**As reported[i] audited 52 weeks to 01 March 2026**	As restated[i] audited 53 weeks to 02 March 2025	Adjustment for week 53	Pro forma 52 weeks to 23 February 2025	Pro forma % change
Turnover	**46 682**	42 597	(1 046)	41 551	12.3%
Trading profit	**2 638**	2 308	(60)	2 248	17.3%
Trading profit margin	**5.7%**	5.4%		5.4%	

i. Information has been extracted, without adjustment, from the audited Group annual financial statements of Boxer Retail Limited for the 52 weeks ended 01 March 2026 on which the Independent Auditor has issued an unqualified assurance report.

2. Net debt (excluding lease liabilities), and net debt (including lease liabilities)[i]

Net debt (excluding lease liabilities), and net debt (including lease liabilities) for the Group on a historical basis for each of the periods indicated is calculated as presented in the following table.

	52 weeks to 01 March 2026 Rm	53 weeks to 02 March 2025 Rm
Cash and cash equivalents	**538**	466
Amount owing by related party	**371**	331
Borrowings	**(200)**	(850)
Amount owing to related party	**–**	(127)
Net cash/(debt) (excluding lease liabilities)	**709**	(180)
Non-current lease liabilities	**(4 633)**	(4 150)
Current lease liabilities	**(638)**	(647)
Net debt (including lease liabilities)	**(4 562)**	(4 977)

i. Information has been extracted, without adjustment, from the audited Group annual financial statements of Boxer Retail Limited for the 52 weeks ended 01 March 2026 on which the Independent Auditor has issued an unqualified assurance report.

3. EBITDA and EBITDA (pre-IFRS 16)[i]

The following presents a reconciliation from profit for the period (computed in accordance with IFRS Accounting Standards) to Earnings before interest, tax, depreciation and amortisation (EBITDA) and EBITDA (pre-IFRS 16) for the Group on a historical basis for each of the periods indicated.

	52 weeks to 01 March 2026 Rm	53 weeks to 02 March 2025 Rm
Profit for the period	**1 556**	1 383
Tax	**556**	525
Loss from impairment on right-of-use assets	**15**	16
Loss from impairments of property, plant and equipment and intangible assets	**16**	4
Loss on disposal of assets	**13**	13
Finance costs	**549**	458
Finance income	**(67)**	(91)
Trading profit	**2 638**	2 308
Depreciation on property, plant and equipment	**665**	591
Amortisation on intangible assets	**19**	14
Depreciation on right-of-use assets	**699**	653
Finance income – loans and receivables	**10**	6
EBITDA	**4 031**	3 572
Profit on termination of leases	**(35)**	(42)
Lease incentives received	**76**	74
Principal lease liability payments	**(620)**	(613)
Interest paid on lease liabilities	**(472)**	(345)
EBITDA (pre-IFRS 16)	**2 980**	2 646

i. Information has been extracted, without adjustment, from the audited Group annual financial statements of Boxer Retail Limited for the 52 weeks ended 01 March 2026 on which the Independent Auditor has issued an unqualified assurance report.

4. Return on average invested capital ("ROIC")

ROIC for the Group on a historical basis for each of the periods indicated is calculated as presented in the following table:

	52 weeks to 01 March 2026 Rm	53 weeks to 02 March 2025 Rm
As reported 52 week FY26 trading profit/Pro forma 52 week FY25 trading profit[i] (A)	**2 638**	2 248
Multiplier (B)[ii]	**0.73**	0.73
After-tax trading profit (A x B = C)	**1 926**	1 641
Average invested capital (D)[iii]	**7 403**	6 441
ROIC (C/D)	**26.0%**	25.5%

i. Information has been extracted, without adjustment, from section 1 'Impact of week 53' on page 101.
ii. The multiplier is one (1) minus the South African statutory company income tax rate for the relevant period, being 27%.
iii. Information has been extracted, without adjustment, from section 6 'Average invested capital' on page 103.

5. ROIC (excluding IFRS 16)

ROIC (excluding IFRS 16) for the Group on a historical basis for each of the periods indicated is calculated as presented in the following table:

	52 weeks to 01 March 2026 Rm	53 weeks to 02 March 2025 Rm
As reported 52 week FY26 trading profit/Pro forma 52 week FY25 trading profit[i]	**2 638**	2 248
Interest paid on lease liabilities[ii]	**(472)**	(345)
Trading profit (excluding IFRS 16) (A)	**2 166**	1 903
Multiplier (B)[iii]	**0.73**	0.73
After-tax trading profit (A x B = C)	**1 581**	1 389
Average invested capital (excluding IFRS 16) (D)[iv]	**2 369**	1 888
ROIC (excluding IFRS 16) (C/D)	**66.7%**	73.6%

i. Information has been extracted, without adjustment, from section 1 'Impact of week 53' on page 101.
ii. Information has been extracted, without adjustment, from section 3 'EBITDA and EBITDA (pre-IFRS 16)' on this page.
iii. The multiplier is one (1) minus the South African statutory company income tax rate for the relevant period, being 27%.
iv. Information has been extracted, without adjustment, from section 7 'Average invested capital (excluding IFRS 16)' on page 103.

6. Average invested capital

Average invested capital for the Group on a historical basis for each of the periods indicated is calculated as presented in the following table:

	52 weeks to 01 March 2026 Rm	53 weeks to 02 March 2025 Rm	52 weeks to 25 February 2024 Rm
Total equity[i]	3 325	1 942	1 841
Cash and cash equivalents[i]	(538)	(466)	(349)
Amount owing by related party[i]	(371)	(331)	(1 335)
Non-current lease liabilities[i]	4 633	4 150	3 700
Borrowings[i]	200	850	–
Current lease liabilities[i]	638	647	608
Amounts owing to related parties[i]	–	127	1 497
Invested capital (A)	7 887	6 919	5 962
Invested capital of previous period (B)	6 919	5 962	5 594
Average invested capital ((A+B)/2)	7 403	6 441	5 778

i. Information for the 52 weeks to 01 March 2026 and 53 weeks to 02 March 2025 has been extracted, without adjustment, from the audited Group annual financial statements of Boxer Retail Limited for the 52 weeks ended 01 March 2026 on which the Independent Auditor has issued an unqualified assurance report. Information for the 52 weeks to 25 February 2024 has been extracted, without adjustment, from the audited Group annual financial statements of Boxer Retail Limited for the 53 weeks ended 02 March 2025 on which the Independent Auditor has issued an unqualified assurance report.

7. Average invested capital (excluding IFRS 16)

Average invested capital (excluding IFRS 16) for the Group on a historical basis for each of the periods indicated is calculated as presented in the following table:

	52 weeks to 01 March 2026 Rm	53 weeks to 02 March 2025 Rm	52 weeks to 25 February 2024 Rm
Total equity[i]	3 325	1 942	1 841
Cash and cash equivalents[i]	(538)	(466)	(349)
Amount owing by related party[i]	(371)	(331)	(1 335)
Borrowings[i]	200	850	–
Amounts owing to related parties[i]	–	127	1 497
Invested capital (excluding IFRS 16) (A)	2 616	2 122	1 654
Invested capital (excluding IFRS 16) of previous period (B)	2 122	1 654	1 656
Average invested capital (excluding IFRS 16) ((A+B)/2)	2 369	1 888	1 655

i. Information for the 52 weeks to 01 March 2026 and 53 weeks to 02 March 2025 has been extracted, without adjustment, from the audited Group annual financial statements of Boxer Retail Limited for the 52 weeks ended 01 March 2026 on which the Independent Auditor has issued an unqualified assurance report. Information for the 52 weeks to 25 February 2024 has been extracted, without adjustment, from the audited Group annual financial statements of Boxer Retail Limited for the 53 weeks ended 02 March 2025 on which the Independent Auditor has issued an unqualified assurance report.

8. Adjusted trading profit after leases (ATPAL)

Adjusted trading profit after lease for each period indicated is calculated as presented in the following table:

	52 weeks to 01 March 2026 Rm	53 weeks to 02 March 2025 Rm	52 weeks to 25 February 2024 Rm
As reported 52 week FY26 trading profit/ Pro forma 52 week FY25 trading profit[i] /As reported 52 week FY24 trading profit	2 638	2 248	2 101
Lease interest[ii]	(483)	(412)	(337)
Trading profit after leases	2 155	1 836	1 764
Adjustments:[iii]	119	43	(135)
Financial guarantee	–	(7)	(135)
IPO Award share-based payment expense	81	22	–
Non-executive directors fees	7	3	–
Shared service costs	22	20	–
Costs from being a listed entity	9	5	–
ATPAL	2 274	1 879	1 629

i. Information has been extracted, without adjustment, from section 1 'Impact of week 53' on page 101.
ii. Information has been extracted, without adjustment, from the audited Group annual financial statements of Boxer Retail Limited for the 52 weeks ended 01 March 2026 on which the Independent Auditor has issued an unqualified assurance report.
iii. Extracted from the underlying financial information.



Financial value-added **STATEMENT**

	52 weeks to 01 March 2026 Rm	Restated* 53 weeks to 02 March 2025 Rm
Turnover	46 682	42 597
Other income	390	312
Amounts paid for goods and services	(40 786)	(37 136)
Finance income (excluding IFRS 16)	67	91
Total value created	6 353	5 865
Distributed as follows:		
Employees		
Salaries, wages, share purchases and other benefits	3 460	3 284
To providers of capital	273	1 147
Distribution to shareholders	207	1 100
Finance costs (excluding IFRS 16)	66	46
Government		
Taxation paid	520	750
Retained for growth	2 100	684
Total value distributed	6 353	5 865

* *Comparative figures have been restated to correct for the turnover related to certain articles where system mapping erroneously resulted in turnover being presented within cost of merchandise sold. The reclassification increased prior period revenue, turnover and cost of merchandise sold by R253 million, with no net impact on previously reported profit.*

Analysis of **SHAREHOLDERS**

As at 01 March 2026

Shareholder spread	Number of shareholdings	%	Number of shares	%
1 – 1 000 shares	29 088	87.99	3 505 717	0.77
1 001 – 10 000 shares	3 302	9.99	9 331 233	2.04
10 001 – 100 000 shares	528	1.60	16 002 856	3.50
100 001 – 1 000 000 shares	119	0.36	33 627 742	7.35
1 000 001 shares and over	21	0.06	394 939 860	86.34
Totals	33 058	100.00	457 407 408	100.00

Distribution of shareholders	No of shareholdings	%	No of shares	%
Banks/Brokers	53	0.16	20 258 074	4.43
Close Corporations	69	0.21	201 498	0.04
Endowment Funds	69	0.21	1 027 423	0.22
Individuals	30 243	91.48	10 240 259	2.24
Insurance Companies	48	0.15	4 489 727	0.98
Investment Companies	8	0.02	197 902	0.04
Medical Schemes	20	0.06	813 334	0.18
Mutual Funds	283	0.86	39 738 468	8.69
Other Corporations	124	0.38	134 511	0.03
Private Companies	491	1.49	19 712 979	4.31
Public Companies	2	0.01	20 786	0.00
Retirement Funds	303	0.92	51 592 839	11.28
Sovereign Wealth Funds	2	0.01	1 334	0.00
Pick n Pay Retailers Proprietary Limited	1	0.00	300 000 000	65.59
Treasury Shares	1	0.00	4 723 968	1.03
Trusts	1 341	4.06	4 254 306	0.93
Totals	33 058	100.00	457 407 408	100.00

Public/non-public shareholders	No of shareholdings	%	No of shares	%
Non-public shareholders	4	0.01	304 743 596	66.62
Pick n Pay Retailers Proprietary Limited	1	0.00	300 000 000	65.59
Boxer Superstores Proprietary Limited	1	0.00	4 723 968	1.03
Directors of the Company	2	0.01	19 628	0.00
Public shareholders	33 054	99.99	152 663 812	33.38
Totals	33 058	100.00	457 407 408	100.00

Beneficial shareholders holding more than 1%	No of shares	%
Pick n Pay Retailers Proprietary Limited	300 000 000	65.59
Government Employees Pension Fund	38 535 783	8.42
Salestalk Proprietary Limited Selected Shares 2	15 968 433	3.49
Allan Gray	13 117 222	2.87
GIC Private Limited	7 179 801	1.57
Old Mutual	7 079 010	1.55
International Finance Corporation	6 481 481	1.42
Boxer Superstores Proprietary Limited	4 723 968	1.03
Ninety One	4 574 646	1.00
Totals	397 660 344	86.94

Number of **STORES**

	As at 02 March 2025	Opened	Closed	As at 01 March 2026
Boxer South Africa	515	52	(3)	564
Superstores	313	19	(2)	330
Liquors	172	31	(1)	202
Build	30	2	–	32
Boxer Eswatini	10	2	–	12
Superstores	7	1	–	8
Liquors	3	1	–	4
Total by format	525	54	(3)	576
Superstores	320	20	(2)	338
Liquors	175	32	(1)	206
Build	30	2	–	32



Glossary of **TERMS**

Terms and abbreviations used in this Integrated Annual Report:

A2X	A2X Markets, an alternative venue for secondary listing and trading shares in South Africa
ACI	African, Coloured and Indian
AFS	Annual Financial Statements
AGM	Annual General Meeting
ARCC	Audit, Risk and Compliance Committee
ATPAL	Adjusted trading profit after lease
BAC	Boxer Athletics Club
BBBEE	Broad-based black economic empowerment
Board	Board of directors of the Company
BYLP	Boxer Youth Leadership programme
CAGR	Compound annual growth rate
CBD	Convention on Biological Diversity
CEO	Chief Executive Officer
CFO	Chief Finance Officer
Company	Boxer Retail Limited
Companies Act	Companies Act of South Africa, No 71 of 2008, as amended
CPI	Consumer Price Index – the headline inflation number in South Africa as reported by Stats SA
CSI	Corporate social investment. Voluntary investments and initiatives undertaken by a company to support the socio-economic development and community well-being.
CSDP	A central securities depository participant
CSR	Corporate social responsibility
Designated Groups	Are Black people (Africans, Coloureds and Indians), women and persons with disabilities who are South African citizens, as defined in the Employment Equity Act, 1998 (Act No. 55 of 1998)
DIY	Do it yourself
Double Materiality	A principle that considers both the impact of sustainability matters on an organisation's enterprise value and the organisation's impacts on the economy, environment and society.
EBITDA	Earnings before net interest, tax, depreciation, amortisation and capital items
EPR	Extended Producer Regulations
EPS	Earnings per share
ESMS	Environmental and Social and Management System. A structured framework of policies, procedures, controls and governance processes used to identify, assess, manage and monitor environmental and social risks, impacts and opportunities across an organisation's operations and value chain.
ERM	Enterprise risk management
ESD	Enterprise and supplier development
ESG	Environmental, social and governance
EY	Ernst & Young Inc.
FY	Financial year, for example FY26 – our 2026 financial year
GBV	Gender-Based Violence
Gearing	Gearing measures the Group's leverage by comparing its debt to its equity, illustrating its reliance on debt funding to finance its operations
GHG emissions	Greenhouse gas emissions
Group	Boxer Retail Limited and its subsidiaries
H1 and H2	First and second half of a financial year
HEPS	Headline earnings per share
IAR	Integrated Annual Report
IBIS/SLR Consulting	Environmental and sustainability consultants appointed by Boxer to support the roll-out of an IFC-aligned Environmental and Social Management System (ESMS).
IFC	International Finance Corporation
IFC EDGE	Excellence in Design for Greater Efficiencies (EDGE), an International Finance Corporation (IFC) green building certification system that promotes resource-efficient buildings through reductions in energy, water and embodied carbon.
IFRS	International Financial Reporting Standards
IPO	The listing of Boxer on the Main Board of the Johannesburg Stock Exchange
IT	Information technology
JSE	Johannesburg Stock Exchange
Just Energy Transition	The shift towards a low-carbon economy in a manner that promotes social inclusion, economic participation and equitable outcomes for affected workers and communities.
King IV	King IV Report on Corporate Governance™ for South Africa, 2016
KPI	Key performance indicator
LED	Light-emitting diode
LTI	Long-term incentive
LTIP	Long-term incentive plan
MOI	Memorandum of Incorporation
MSR	Minimum shareholding requirement
PBT	Profit before tax
PHE Systems	Pressure and hydraulic efficiency systems designed to optimise water use, reduce wastage and support water conservation objectives within store operations.
Physical Risks	Risks arising from the physical effects of climate change, including acute events such as floods and storms and chronic changes such as rising temperatures and water stress.
PnP	Pick n Pay
PRO	Producer Responsibility Organisation
RemCom	Remuneration Committee
ROIC	Return on invested capital
RSP	Restricted Share Plan
SANBI	South African National Biodiversity Institute
SAPS	South African Police Service
SDG	Sustainable Development Goal
SENS	Johannesburg Stock Exchange News Service
SETA	Sector Education and Training Authority
SETC	Social, Ethics and Transformation Committee
SMME	Small, medium and micro enterprises
STI	Short-term incentive
SWSA	Strategic Water Source Areas
tCO_2e	Tonne of carbon dioxide equivalent
TGP	Total guaranteed package
Transition Risks	Risks associated with the transition to a lower-carbon economy, including changes in regulation, technology, markets and stakeholder expectations.
VFF	Victim Friendly Facility
WACC	Weighted average cost of capital
White space	Geographic or market areas with little or no Boxer presence but where there is strong customer demand



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Notice of ANNUAL GENERAL MEETING

Form of proxy

Participation in the AGM via electronic communication

Corporate information

Notice of **ANNUAL GENERAL MEETING**

Notice is hereby given of the second Annual General Meeting (**AGM**) to the shareholders of Boxer Retail Limited (the **Company**) for the 2026 annual financial period.

The AGM will be conducted entirely by electronic communication, with the meeting starting at **08:30** on **Tuesday, 28 July 2026**. Please register for the AGM via the Lumi electronic platform at www.smartagm.co.za.

The procedure to be followed by **shareholders** or their duly appointed proxies (**participants**) who wish to participate electronically in the AGM is set out in detail under the heading "**Electronic Participation**" on page 117.

The board of directors of the Company (the **Board**) has established that the record date for purposes of determining which shareholders of the Company are entitled to participate in and vote at the AGM is **Friday, 17 July 2026**. Accordingly, the last day to trade in the Company's shares to be recorded in the Company's securities register to be entitled to participate and vote at the AGM will be **Tuesday, 14 July 2026**.

Each of the ordinary and special resolutions set out below may be proposed and passed, with or without modification or amendment, at the AGM or at any postponement or adjournment of the AGM. The resolutions are proposed in terms of the Companies Act, No 71 of 2008, as amended (the **Companies Act**), the Memorandum of Incorporation of the Company (the **MOI**) and/or the JSE Listings Requirements.

Relevant dates

Record date to receive this Notice of AGM	Friday, 26 June 2026
Last day to trade to be entitled to participate and vote	Tuesday, 14 July 2026
Record date to be entitled to participate and vote	Friday, 17 July 2026
Recommended latest date to lodge forms of proxy by **08:30** on	Friday, 24 July 2026
Recommended latest date to register to attend AGM by **08:30** on	Friday, 24 July 2026
Electronic AGM at **08:30** on	Tuesday, 28 July 2026

Voting thresholds

Ordinary resolutions require the approval of at least 50% of the voting rights plus 1 vote exercised on the resolutions. Special resolutions require the approval of at least 75% of the voting rights exercised on the resolutions.

PART I

Presentation of the consolidated Group and separate Company audited Annual Financial Statements of Boxer Retail Limited, the Directors' Report, the Remuneration Report and the reports of the Audit, Risk and Compliance Committee and the Social, Ethics and Transformation Committee for the 2026 annual financial period.

- The 2026 consolidated and separate audited Annual Financial Statements and the 2026 Integrated Annual Report of the Company and its subsidiaries (the **Group**) are published on the Group's website www.boxerinvestor.co.za or can be requested from the Company Secretary at companysectretary@boxer.co.za
- Extracts of the consolidated audited Annual Financial Statements of the Group are set out in the CFO's review and the additional information section of the Integrated Annual Report
- The audited Annual Financial Statements have been distributed together with this Notice
- The Remuneration Report has been distributed together with this Notice
- The Directors' Report on the Group is set out in the consolidated audited Annual Financial Statements
- The Audit, Risk and Compliance Committee's report and the Social, Ethics and Transformation Committee's report of the Group are set out in the Integrated Annual Report, published on the Group's website at www.boxerinvestor.co.za

PART II

ORDINARY RESOLUTIONS

1. Ordinary Resolution Number 1

Appointment of external auditors

Ernst & Young Inc. are the auditors of the Company, having been appointed as such on 29 July 2025, with Matthew Brown appointed as the designated audit partner on the same date. A new designated audit partner is due to be appointed for the new financial year and will be rotated as audit partner after five consecutive financial periods.

The Audit, Risk and Compliance Committee has considered the independence of the auditors and concluded that there is no reason to believe that the auditors acted with impaired independence at any time, and that the audit quality for the 2026 financial year was satisfactory.

The Audit, Risk and Compliance Committee has recommended the appointment of Ernst & Young Inc. as the Company's external auditors.

Ordinary resolution number 1

"RESOLVED that Ernst & Young Inc. are hereby appointed as the external auditors of the Company."

2. Ordinary Resolutions Numbered 2.1 to 2.4

Appointment of directors

Curricula vitae of directors to be elected are presented from page 65.

In terms of the Company's MOI, at least one third of non-executive directors are required to retire by rotation at each AGM and may offer themselves to shareholders for re-election at that time.

In determining which directors shall retire, the Board will consider the requirements of the Companies Act, the JSE Listings Requirements, the Board Charter and the length of time that each director has served since last election by shareholders. It is noted that non-executive directors are required to retire after a maximum of 3 (three) years' service and may offer themselves to shareholders for re-election.

The Nominations and Corporate Governance Committee considered the independence of all non-executive directors categorised as independent. After consideration of several relevant factors, the Committee concluded that the classification of Jesmane Boggenpoel, Charlotte Maponya (lead independent director), Dineo Molefe and Cindy Robertson as independent is appropriate.

As representatives of the majority shareholder, Pick n Pay Stores Limited, James Formby and Sean Summers are not considered to be independent.

The results of a Board evaluation survey performed by the Nominations and Corporate Governance Committee indicates satisfaction that the Board and each Board committee functions effectively and that there is an appropriate mix of knowledge, skill, experience and diversity with sufficient capacity to execute duties effectively. Based on the results of the evaluation of the Board and the performance and contribution of the directors to date, the Board recommends the election of the directors as set out below.

Being eligible, the directors listed below offer themselves for election:

Non-executive directors	Designation	Resolution
James Formby	Non-independent	Re-election for a three year term
Charlotte Maponya	Lead independent	Re-election for a three year term
Dineo Molefe	Independent	Re-election for a three year term
Cindy Robertson	Independent	Re-election for a three year term

Shareholders are requested to consider and, if deemed fit, elect James Formby, Charlotte Maponya, Dineo Molefe, and Cindy Robertson as directors of the Company by way of passing the separate ordinary resolutions set out below. Each non-executive director will be elected for a term not exceeding 3 (three) years. As described above, at least one-third of the non-executive Board will be put forward for re-election at the next AGM.

Ordinary resolution number 2.1

Re-election of James Formby as a non-executive director

"RESOLVED that James Formby be and is hereby elected as a non-executive director of the Company for a maximum 3 (three) year term."

Ordinary resolution number 2.2

Re-election of Charlotte Maponya as an independent non-executive director

"RESOLVED that Charlotte Maponya be and is hereby elected as an independent non-executive director of the Company for a maximum 3 (three) year term."

Ordinary resolution number 2.3

Re-election of Dineo Molefe as an independent non-executive director

"RESOLVED that Dineo Molefe be and is hereby elected as an independent non-executive director of the Company for a maximum 3 (three) year term."

Ordinary resolution number 2.4

Re-election of Cindy Robertson as an independent non-executive director

"RESOLVED that Cindy Robertson be and is hereby elected as an independent non-executive director of the Company for a maximum 3 (three) year term."

3. Ordinary resolutions numbered 3.1 to 3.3

Appointment of Audit, Risk and Compliance Committee members for the 2027 annual financial period

Curricula vitae of directors proposed to be elected to the Audit, Risk and Compliance Committee are presented on page 66.

Shareholders are requested to consider and, if deemed fit, elect Cindy Robertson, Jesmane Boggenpoel and Dineo Molefe as members of the Audit, Risk and Compliance Committee by way of passing the separate ordinary resolutions set out below. If appointed, Cindy Robertson will act as Chair of this Committee.

Ordinary resolution number 3.1

Appointment of Cindy Robertson as a member of the Audit, Risk and Compliance Committee

"RESOLVED that Cindy Robertson be and is hereby elected as a member of the Audit, Risk and Compliance Committee of the Company for the 2027 annual financial period, subject to her election as a director of the Company in terms of ordinary resolution 2.4"

Ordinary resolution number 3.2

Appointment of Jesmane Boggenpoel as a member of the Audit, Risk and Compliance Committee

"RESOLVED that Jesmane Boggenpoel be and is hereby elected as a member of the Audit, Risk and Compliance Committee of the Company for the 2027 annual financial period."

Ordinary resolution number 3.3

Appointment of Dineo Molefe as a member of the Audit, Risk and Compliance Committee

"RESOLVED that Dineo Molefe be and is hereby elected as a member of the Audit, Risk and Compliance Committee of the Company for the 2027 annual financial period, subject to her election as a director of the Company in terms of ordinary resolution 2.3"

4. Ordinary resolutions numbered 4.1 to 4.3

Appointment of Social, Ethics and Transformation Committee members for the 2027 annual financial period

Curricula vitae of directors proposed to be elected to the Social, Ethics and Transformation Committee are presented on page 66.

Shareholders are requested to consider and, if deemed fit, elect Jesmane Boggenpoel, Charlotte Maponya and Dineo Molefe as members of the Social, Ethics and Transformation Committee by way of passing the separate ordinary resolutions set out below. If appointed, Jesmane Boggenpoel will act as Chair of this Committee.

Ordinary resolution number 4.1

Appointment of Jesmane Boggenpoel as a member of the Social, Ethics and Transformation Committee

"RESOLVED that Jesmane Boggenpoel be and is hereby elected as a member of the Social, Ethics and Transformation Committee of the Company for the 2027 annual financial period."

Ordinary resolution number 4.2

Appointment of Charlotte Maponya as a member of the Social, Ethics and Transformation Committee

"RESOLVED that Charlotte Maponya be and is hereby elected as a member of the Social, Ethics and Transformation Committee of the Company for the 2027 annual financial period, subject to her election as a director of the Company in terms of ordinary resolution 2.2."

Ordinary resolution number 4.3

Appointment of Dineo Molefe as a member of the Social, Ethics and Transformation Committee

"RESOLVED that Dineo Molefe be and is hereby elected as a member of the Social, Ethics and Transformation Committee of the Company for the 2027 annual financial period, subject to her election as a director of the Company in terms of ordinary resolution 2.3."

5. Ordinary resolutions numbered 5.1 to 5.2

Remuneration policy and implementation for the 2026 annual financial period

The directors table the Remuneration Report for the 2026 annual financial period (**Remuneration Report**). The remuneration policy and implementation report are set out in the Remuneration Report, which can be found on pages 75 to 91 in the Integrated Annual Report, available on the Company website at www.boxerinvestor.co.za.

Ordinary resolution number 5.1

Approval of the remuneration policy

"RESOLVED that the remuneration policy of the Company, as outlined in the Remuneration Report, is approved, in accordance with section 30A(2) of the Companies Act."

As the amendments to the Companies Act, 2008 dealing with remuneration reporting, as introduced by the Companies Act Amendment Act 16 of 2024, have now come into effect, this is a binding ordinary resolution to approve the remuneration policy.

If approved, the remuneration policy will be valid and binding until 27 July 2029, unless any material amendment is made to the remuneration policy prior to this date (in which case shareholders will be requested to approve such amendments by ordinary resolution).

Ordinary resolution number 5.2

Approval of the remuneration report

"RESOLVED that the remuneration implementation report of the Company, as included in the Remuneration Report, is approved, in accordance with section 30A(2) of the Companies Act."

As the amendments to the Companies Act, dealing with the remuneration reporting as introduced by the Companies Act Amendment Act 16 of 2024, have now come into effect, this is a binding ordinary resolution to approve the remuneration report.

For the avoidance of doubt, while the remuneration report includes a copy of the Company's remuneration policy, ordinary resolution 5.2 does not relate to the approval of the remuneration policy, which is addressed in ordinary resolution 5.1.

If not approved by ordinary resolution:

- At the next Annual General Meeting, the Remuneration Committee must present an explanation on the manner in which the shareholders' concerns have been taken into account and the directors who are not involved in the day-to-day management of the business of the Company and who serve on the Remuneration Committee must stand for re-election as members of the Remuneration Committee at the Annual General Meeting at which the explanation is presented
- If at the Annual General Meeting in the year immediately following the year contemplated above, the Remuneration Report in respect of the previous financial year is again not approved by ordinary resolution of shareholders, the directors who are not involved in the day-to-day management of the business of the Company and who serve on the Remuneration Committee (i) may continue to serve as directors provided they successfully stand for re-election to the Board at that Annual General Meeting and (ii) will not be eligible to serve on the Remuneration Committee for a period of two years thereafter

6. Ordinary resolution number 6

General authority to repurchase Company's own shares

"RESOLVED that the Company, or any of its subsidiaries, be and is hereby authorised, by way of a general approval, to acquire issued shares of the Company from time to time, upon such terms and in such amounts as the directors may determine, subject to the Memorandum of Incorporation, the Companies Act, and the JSE Listings Requirements as amended from time to time."

Additional requirements imposed by the JSE Listings Requirements

It is recorded that the Company or its subsidiaries may only make a general acquisition of shares if the following JSE Listings Requirements are met:

- Any such acquisition of shares shall be effected through the order book operated by the JSE trading system and done without any prior understanding or arrangement between the Company or its subsidiaries and the counterparty or in any other manner approved by the JSE
- The general approval shall only be valid until the Company's next AGM, or for 15 (fifteen) months from the date of passing of this special resolution, whichever period is shorter
- An announcement will be made as soon as the Company and/or its subsidiaries has/have acquired shares in terms of this authority constituting, on a cumulative basis, 3% (three per cent) of the number of shares of the class of shares acquired in issue at the time of granting of this general approval and for each 3% (three per cent) in aggregate of the initial number of that class of shares acquired thereafter, which announcement shall contain full details of such acquisitions as required by paragraph 7.90 of the JSE Listings Requirements
- In determining the price at which shares are acquired by the Company or its subsidiaries in terms of this general approval, the maximum price at which such shares may be acquired may not be greater than 10% (ten per cent) above the weighted average of the market value at which such shares are traded on the JSE, as determined over the 5 (five) business days immediately preceding the date of the acquisition of such shares by the Company or its subsidiaries
- At any point in time, a company may only appoint one agent to effect any repurchase(s) on the company's behalf
- A resolution by the Board authorising the repurchase, that the Company passed the solvency and liquidity test, and that since the test was done there have been no material changes to the financial position of the Group
- The Company and/or its subsidiaries may not repurchase any shares, in terms of this authority, during a prohibited period, as defined in the JSE Listings Requirements, unless there is in place a repurchase programme where dates and quantities of shares to be traded during the prohibited period are fixed and full details of the programme have been submitted to the JSE prior to the commencement of the prohibited period

Statement by the Board of directors of the Company

Pursuant to the JSE Listings Requirements, the Board hereby states that:

- The intention of the directors is to utilise the general approval to repurchase shares in the capital of the Company if at some future date the cash resources of the Company are in excess of its requirements or there are other good grounds for doing so. In this regard, the directors will take account of, inter alia, an appropriate capitalisation structure for the Company, the long-term cash needs of the Company and the interests of the Company
- In determining the method by which the Company intends to repurchase its securities, the maximum number of securities to be repurchased and the date on which such repurchase will take place, the directors will only make repurchases if, at the time of the repurchase, they are of the opinion that:
  - The Group will, after the repurchase, be able to pay its debts as they become due in the ordinary course of business for the 12 (twelve) month period following the date of the repurchase
  - The consolidated assets of the Group, fairly valued and recognised and measured in accordance with the accounting policies used in the latest audited financial statements, will, after the repurchase, be in excess of the consolidated liabilities of the Group for the 12 (twelve) month period following the date of the repurchase
  - The issued share capital and reserves of the Group will, after the repurchase, be adequate for the ordinary business purposes of the Group for the 12 (twelve) month period following the date of the repurchase
  - The working capital available to the Group will, after the repurchase, be adequate for the ordinary business purposes of the Group for the 12 (twelve) month period following the date of the repurchase
- The repurchase shall only be effected if the Board has, at the time of the repurchase, passed a resolution authorising the repurchase in terms of sections 48 and 46 of the Companies Act and it reasonably appears that the Group has satisfied the solvency and liquidity test and that, since the test was performed, there have been no material changes to the financial position of the Group

Reason for and effect of ordinary resolution number 6

The reason for ordinary resolution number 6 is to grant the Company a general authority, in terms of the JSE Listings Requirements, for the acquisition by the Company or any of its subsidiaries of shares issued by the Company, which authority shall be valid until the earlier of the next AGM of the Company or the variation or revocation of such general authority by ordinary resolution by any subsequent general meeting of the Company, provided that the general authority shall only be valid until the Company's next AGM, or for 15 (fifteen) months from the date of passing of this ordinary resolution, whichever period is shorter. The passing of this ordinary resolution will have the effect of authorising the Company or any of its subsidiaries to acquire shares issued by the Company.

Save as aforesaid, the Board has no specific intention, at present, for the Company to repurchase any of its shares, but considers that such a general authority should be put in place should an opportunity present itself to do so during the year, which the Board deems to be in the best interests of the Company and its shareholders, taking prevailing market conditions and other factors into account.

PART III

SPECIAL RESOLUTIONS

7. Special resolution number 1

Directors' fees for the 2027 and 2028 annual financial periods

"RESOLVED, as a special resolution, that the directors' fees, to be paid to the directors in their capacity as directors only, for the 2027 annual financial period, be as follows:

	FY27 Proposed R'000	FY26 Previous R'000	Year-on-year change %
Chair (including participation in all committees)	**1 854 000**	1 800 000	3.0
Lead independent director (including participation in all committees)	**927 000**	900 000	3.0
Non-executive director	**473 800**	460 000	3.0
Chair of the Audit, Risk and Compliance Committee	**412 000**	400 000	3.0
Member of the Audit, Risk and Compliance Committee	**216 300**	210 000	3.0
Chair of the Remuneration Committee	**241 000**	234 000	3.0
Member of the Remuneration Committee	**113 300**	110 000	3.0
Chair of the Social, Ethics and Transformation Committee	**206 000**	200 000	3.0
Member of the Social, Ethics and Transformation Committee	**113 300**	110 000	3.0
Chair of the Nominations and Corporate Governance Committee[1]	**216 300**	210 000	3.0
Member of the Nominations and Corporate Governance Committee	**103 000**	100 000	3.0

[1] *The Committee is currently chaired by the lead independent director who does not receive an additional fee for chairing this committee.*

"It is further resolved that the directors' fees be increased by CPI for the 2028 annual financial period. Where applicable, directors' fees are exclusive of VAT."

Reason for and effect of special resolution number 1

The reason for special resolution number 1 is to obtain shareholder approval for the remuneration of each of the non-executive directors of the Company, in accordance with section 66(9) of the Companies Act. The passing of this special resolution will have the effect of approving the remuneration of each of the directors of the Company, in accordance with section 66(9) of the Companies Act. This authority will be in place for a period of 2 (two) years from the date of adoption of this special resolution number 1 or until superseded by another special resolution, whichever period is shorter.

8. To transact other business that may be transacted at an Annual General Meeting

Notes to the notice of Annual General Meeting

A. General instructions and information

In addition to the Notice and Proxy, this document contains:

- Details of the directors of the Company on pages 65 and 66
- The curricula vitae of directors standing for election on pages 65 and 66
- The curricula vitae of directors nominated for election as members of the Audit, Risk and Compliance Committee and the Social, Ethics and Transformation Committee on page 66
- The remuneration report from page 75 in the IAR
- The directors' interest in shares on page 91 in the IAR

The Integrated Annual Report, and the consolidated audited Annual Financial Statements, are published on the Group's website, www.boxerinvestor.co.za or can be requested from the Company Secretary at companysecretary@boxer.co.za.

B. Material changes

Other than the facts and developments reported in terms hereof and in the Integrated Annual Report, there are no material changes to the Group's financial or trading position, nor are there any material legal or arbitration proceedings (pending or threatened) that may affect the financial position of the Group between the 2026 financial period-end and 30 June 2026.

C. Directors' responsibility statement

The directors, whose names are given in the Board of directors' section in the Integrated Annual Report, collectively and individually accept full responsibility for the accuracy of the information provided and certify that, to the best of their knowledge and belief, there are no facts that have been omitted that would make any statement false or misleading, and that all reasonable enquiries to ascertain such facts have been made and that the Integrated Annual Report and this document contain all information required by law and the JSE Listings Requirements.

D. Major shareholders

Shareholders are referred to page 105 of the IAR for details of major shareholders.

E. Share capital

Shareholders are referred to page 84 of the AFS for details of the Company's share capital.

F. Entitlement to participate in and vote at the AGM in person or by proxy

All shareholders (including both Ordinary and B shareholders) are entitled to participate in and vote at the AGM and are encouraged to do so.

The Company is pleased to offer shareholders or their duly appointed proxies an online voting facility during the AGM via the Lumi platform at https://meetings.lumiconnect.com/100-287-907-599.

If you hold certificated shares (i.e. have not dematerialised your shares in the Company) or are registered as an "own name dematerialised shareholder" (i.e. have specifically instructed your Central Securities Depository Participant (CSDP) to hold your shares in your own name in the Company sub-register) then:

- You may participate in and vote at the AGM
- Alternatively, you may appoint an individual as a proxy (who need not be a shareholder of the Company) to participate in and vote in your place at the AGM by completing the attached form of proxy

It is recommended for administrative reasons that the proxy form be returned to the transfer secretaries, Computershare Investor Services Proprietary Limited (Computershare), the details of which are set out in note 5 of the form of proxy (attached), by no later than **08:30** on **Friday, 24 July 2026**.

Please note that your proxy may delegate his/her authority to act on your behalf to another person, subject to the restrictions set out in the attached form of proxy. Should the proxy form not be received by the time stipulated above, the form of proxy may still be delivered to the transfer secretaries, Computershare, via email at proxy@computershare.co.za before the proxy exercises any shareholder rights at the AGM.

Unless revoked before then, a signed proxy form shall remain valid at any adjournment or postponement of the AGM and the proxy so appointed shall be entitled to vote, as indicated on the proxy form, on any resolution (including any resolution which is amended or modified) at such AGM or any adjournment or postponement thereof.

Please also note that:

- Any shareholder of the Company that is a company may authorise a person to act as proxy at the AGM. Please also note that section 63(1) of the Companies Act requires that persons wishing to participate in the AGM (including a company's representative) must provide reasonably satisfactory identification before they may participate.
- If you are the owner of dematerialised shares (i.e. have replaced the paper share certificates representing the shares with electronic records of ownership under the JSE's electronic settlement system, Strate) held through a CSDP or broker (or their nominee) and are not registered as an "own name dematerialised shareholder", then you are not a registered shareholder, but your CSDP or broker (or their nominee) would be. You must provide your CSDP or broker with your voting instructions in the manner and at the time stipulated in your custody agreement. Alternatively, if you wish to participate in the AGM in person, you will need to request your CSDP or broker to provide you with the necessary authority in terms of your custody agreement.

CSDPs, brokers or their nominees recorded in the Company's sub-register as holders of dematerialised shares held on behalf of an investor/beneficial owner in terms of Strate should, when authorised in terms of their mandate or instructed to do so by the owner on behalf of whom they hold dematerialised shares, vote by either appointing a duly authorised representative to participate in and vote at the AGM or by completing the attached form of proxy in accordance with the instructions thereon. For administrative purposes, it is recommended that the proxy form be returned to the transfer secretaries, Computershare, the details of which are set out below under the heading "Electronic Participation" by no later than **08:30** on **Friday, 24 July 2026**. In order to allow the voting preferences of all shareholders to be taken into account, voting will be conducted via poll and shareholders will have one vote in respect of each share held.

G. Identification

In terms of section 63(1) of the Companies Act, all AGM participants are required to provide identification to the reasonable satisfaction of the Transfer Secretary, as follows:

- Participants who register to participate in the AGM using the online registration method, by uploading the relevant documentation via the online registration portal
- Participants who register to participate in the AGM via email, by submitting the relevant documentation by email to proxy@computershare.co.za

The Transfer Secretary must be reasonably satisfied that the right of that person to participate in and vote at the AGM as a shareholder or a proxy or representative of a shareholder has been reasonably verified. Acceptable forms of identification include valid South African driver's licences, green barcoded identity documents or barcoded identification smart cards issued by the South African Department of Home Affairs, and passports.

H. Electronic participation

Shareholders or their duly appointed proxies who wish to participate in the AGM via electronic communication (participants) must follow the instructions for registration, attendance and participation as set out below. The electronic participation form can be found as an insert in this Notice of Annual General Meeting.

a. Registration to attend the AGM

(i) Register online by no later than **08:30** on **Friday, 24 July 2026** using the online registration portal at www.smartagm.co.za to, among other things, allow the Transfer Secretary to arrange the participation of the shareholder at the AGM.

(ii) Register via email by no later than **08:30** on **Friday, 24 July 2026** by making a written application to participate via electronic communication, by email to proxy@computershare.co.za, in order for the Transfer Secretary to, among other things, arrange such participation for the shareholder at the AGM.

(iii) Apply to Computershare by delivering the duly completed participation form to:

- First Floor, Rosebank Towers, 15 Biermann Avenue, Rosebank 2196
- Posting it to Private Bag X9000, Saxonwold, 2132 (at the risk of the participant)
- Emailing it to: proxy@computershare.co.za

so as to be received by Computershare by no later than **08:30** on **Friday, 24 July 2026**.

NOTE: Shareholders wishing to participate in and/or vote at the AGM and who register after **08:30** on **Friday, 24 July 2026**, may still register after this time provided, however, that for those shareholders to participate in and/or vote at the AGM, those shareholders must be verified and registered (as required in terms of section 63(1) of the Companies Act) by uploading their relevant verification documentation as more fully set out above under identification before the commencement of the AGM.

b. Computershare will first validate such requests and confirm the identity of the shareholder in terms of section 63(1) of the Companies Act. If the request is validated, further details will be provided on using the electronic communication facility to participate electronically in the AGM.

c. The meeting facilitators will, by email, inform participants who duly notified Computershare by no later than **17:00** on **Monday, 27 July 2026** of the relevant details through which participants can participate electronically.

d. The cost of electronic participation in the AGM is for the expense of the participant and will be billed separately by the participant's own service provider.

e. The participant acknowledges that the electronic communication services are provided by third parties and indemnifies the Company against any loss, injury, damage, penalty or claim arising in any way from the use or possession of the electronic services, whether or not the problem is caused by any act or omission on the part of the participant or anyone else. In particular, but not exclusively, the participant acknowledges that he/she will have no claim against the Company, whether for consequential damages or otherwise, arising from the use of the electronic services or any defect in it or from total or partial failure of the electronic services and connections linking the participant via the electronic services to the AGM.

f. The Company cannot guarantee there will not be a break in electronic communication that is beyond its control.

By order of the Board

Vaughan Pierce
Company Secretary
Boxer Retail Limited

30 June 2026

Form of **PROXY**

FOR COMPLETION BY SHAREHOLDERS WHO HAVE NOT YET DEMATERIALISED THEIR SHARES OR WHO HAVE DEMATERIALISED THEIR SHARES WITH "OWN NAME" REGISTRATION ONLY

For use at the Annual General Meeting (**AGM**) of shareholders of Boxer Retail Limited (the **Company**, alternatively **Boxer**) to be conducted entirely by electronic communication as permitted by the Companies Act, No 71 of 2008, as amended, and by the Company's Memorandum of Incorporation at **08:30** on **Tuesday, 28 July 2026** and at any adjournment or postponement thereof.

All terms defined in the Notice of AGM to which this form of proxy is attached shall bear the same meanings herein.

Note: If your dematerialised shares in Boxer are held through a Central Securities Depository Participant (**CSDP**) or broker, and you have not provided the nominee with a general mandate to act on your behalf at shareholder meetings, and you want to participate in the electronic AGM in person, please contact your CSDP or broker.

Note: voting will be performed by way of a poll so each validated participant will be entitled to vote.

I/We (block letters)

(the registered shareholder)

I/We (block letters)

(the beneficial shareholder – insert details of beneficial shareholder only if different to the registered shareholder)

of (address)

Telephone: Work ( ) Telephone: Mobile ( )

being the holder/s of (insert number of shares) ordinary shares in the Company,

hereby appoint (refer to note 1)

1. or failing him/her,

2. or failing him/her,

3. the Chair of the AGM,

as my/our proxy to act for me/us and on my/our behalf at the AGM which will be held for the purpose of considering and, if deemed fit, passing the resolutions to be proposed thereat and at any adjournment or postponement thereof, and to vote for or against the resolutions and/or abstain from voting, in respect of the ordinary shares in Boxer registered in my/our name/s in accordance with the instructions set out below.

Please indicate the instructions to your proxy with an "X" in the spaces provided below. In the absence of such indication, the proxy will be entitled to exercise his/her discretion in voting.

If you wish to cast your votes in respect of a lesser number of shares than you own in the Company, insert the number of shares held in respect of which you wish to vote (see note 3).

		Number of votes (one vote per ordinary share)		
Resolution	**Description**	**In favour of**	**Against**	**Abstain**
Ordinary Resolution Number 1	Appointment of external auditors			
Ordinary Resolution Number 2.1	Re-election of James Formby as a non-executive director			
Ordinary Resolution Number 2.2	Re-election of Charlotte Maponya as an independent non-executive director			
Ordinary Resolution Number 2.3	Re-election of Dineo Molefe as an independent non-executive director			
Ordinary Resolution Number 2.4	Re-election of Cindy Robertson as an independent non-executive director			
Ordinary Resolution Number 3.1	Appointment of Cindy Robertson as a member of the Audit, Risk and Compliance Committee			
Ordinary Resolution Number 3.2	Appointment of Jesmane Boggenpoel as a member of the Audit, Risk and Compliance Committee			
Ordinary Resolution Number 3.3	Appointment of Dineo Molefe as a member of the Audit, Risk and Compliance Committee			
Ordinary Resolution Number 4.1	Appointment of Jesmane Boggenpoel as a member of the Social, Ethics and Transformation Committee			
Ordinary Resolution Number 4.2	Appointment of Charlotte Maponya as a member of the Social, Ethics and Transformation Committee			
Ordinary Resolution Number 4.3	Appointment of Dineo Molefe as a member of the Social, Ethics and Transformation Committee			
Ordinary Resolution Number 5.1	Approval of the remuneration policy			
Ordinary Resolution Number 5.2	Approval of the remuneration report			
Ordinary resolution number 6	General authority to repurchase Company shares			
Special resolution number 1	Directors' fees for the 2027 and 2028 annual financial periods			

I give permission to my CSDP to disclose to the Company how my votes have been cast, should the Company request such information from my CSDP. **Yes** ☐

Please note: if an X is not inserted into the box, it will be taken that permission has been declined and that the CSDP will not be permitted to disclose to the Company how the votes have been cast.

Signed at on 2026

Signature

(Authority of signatory to be attached if applicable – see note 7)

Assisted by me (where applicable – see note 9) Telephone: ( )

Please also read the notes overleaf.

Summary of shareholders' rights in respect of proxy appointments

Please note that in terms of section 58 of the Companies Act:

- This proxy form must be dated and signed by the shareholder appointing the proxy
- You may appoint an individual as a proxy, including an individual who is not a shareholder of the Company, to participate in and speak and vote at a shareholders' meeting on your behalf
- Your proxy may delegate his/her authority to act on your behalf to another person, subject to any restriction set out in this proxy form
- This proxy form must be delivered to the Company, or to the transfer secretaries of the Company, namely Computershare Investor Services Proprietary Limited, before your proxy exercises any of your rights as a shareholder at the AGM
- The appointment of your proxy will be suspended at any time to the extent that you choose to act directly and in person in the exercise of any of your rights as a shareholder at the AGM
- The appointment of your proxy is revocable unless you expressly state otherwise in this proxy form
- As the appointment of your proxy is revocable, you may revoke the proxy appointment by (i) cancelling it in writing or making a later inconsistent appointment of a proxy; and (ii) delivering a copy of the revocation instrument to the proxy and to the transfer secretaries of the Company. Please note that the revocation of a proxy appointment constitutes a complete and final cancellation of your proxy's authority to act on your behalf as of the later of the date stated in the revocation instrument, if any, or the date on which the revocation instrument was delivered to the Company and the proxy as aforesaid
- If this proxy form has been delivered to the Company, as long as that appointment remains in effect, any notice that is required by the Companies Act or the Company's Memorandum of Incorporation to be delivered by the Company to you will be delivered by the transfer secretaries of the Company to you or your proxy, if you have directed the Company to do so, in writing and paid any reasonable fee charged by the Company for doing so
- Your proxy is entitled to exercise, or abstain from exercising, any voting right of yours at the AGM, but only as directed by you on this proxy form
- The appointment of your proxy remains valid only until the end of the AGM or any adjournment or postponement thereof or for a period of 6 (six) months, whichever is shortest, unless it is revoked by you before then on the basis set out above

The proxy form shall be valid and shall apply to any adjournment or postponement of the AGM to which it relates and shall apply to any resolution proposed at the AGM to which it relates and to such resolution as modified or amended, including any such modified or amended resolution to be voted on at any adjourned or postponed meeting of the AGM to which the proxy relates, unless the proxy is revoked before the adjourned or postponed meeting.

Notes

1. The person whose name stands first on the proxy form and who is present at the AGM will be entitled to act as a proxy to the exclusion of those whose names follow thereafter.
2. If no proxy is inserted in the spaces provided, then the Chair shall be deemed to be appointed as the proxy to vote or abstain as the Chair deems fit.
3. A shareholder's instructions to the proxy must be indicated by the insertion of the relevant number of votes exercisable by that shareholder in the appropriate box provided. If there is no clear indication as to the voting instructions to the proxy, the proxy form will be deemed to authorise the proxy to vote or to abstain from voting at the AGM as he/she deems fit in respect of all of the shareholder's votes exercisable at the AGM.
4. A shareholder or his/her proxy is not obliged to use all the votes exercisable by the shareholder or by his/her proxy, but the total of the votes cast and in respect of which abstention is recorded may not exceed the total of the votes exercisable by the shareholder or by his/her proxy. A proxy shall be entitled to demand that voting take place on a poll.
5. Proxy forms must be lodged at the registered office of the Company, 41 The Boulevard, Westend Office Park, Westville, or posted to the Company Secretary at PO Box 370, Westville, 3630, or lodged with or posted to the transfer secretaries, Computershare Investor Services Proprietary Limited, First Floor, Rosebank Towers, 15 Biermann Avenue, Rosebank 2196, or Private Bag X9000, Saxonwold 2132 or email: proxy@computershare.co.za.
6. For administrative purposes, it is recommended that proxy forms be received or lodged by no later than **08:30** on **Friday, 24 July 2026**, being 2 (two) business days before the AGM to be held at **08:30** on **Tuesday, 28 July 2026**. Proxy forms must be lodged before the commencement of the AGM.
7. Documentary evidence establishing the authority of a person signing this proxy form in a representative capacity must be attached to this proxy form unless previously recorded by the Company Secretary or waived by the Chair of the AGM if he/she is reasonably satisfied that the right of the representative to participate and vote has been reasonably verified. CSDPs or brokers registered in the Company's sub-register voting on instructions from beneficial owners of shares registered in the Company's sub-register, are requested that they identify the beneficial owner in the sub-register on whose behalf they are voting and return a copy of the instruction from such owner to the Company Secretary or to the transfer secretaries, Computershare Investor Services Proprietary Limited, First Floor, Rosebank Towers, 15 Biermann Avenue, Rosebank 2196, or Private Bag X9000, Saxonwold 2132, together with this form of proxy.
8. Any alteration or correction made to this proxy form must be initialled by the signatory/ies but will only be validly made if such alteration or correction is accepted by the Chair of the AGM.
9. A minor must be assisted by his/her parent or guardian unless the relevant documents establishing his/her legal capacity are produced or have been registered by the Company Secretary.

Participation in the **AGM VIA ELECTRONIC COMMUNICATION**

Shareholders or their duly appointed proxies who wish to participate in the AGM via electronic communication (participants) must follow the instructions for registration, attendance and participation set out below. The electronic participation form can be found as an insert in this Notice of AGM.

a. Registration to attend the AGM

(i) Register online by no later than **08:30** on **Friday, 24 July 2026** using the online registration portal at www.smartagm.co.za to, among other things, allow the Transfer Secretary to arrange the participation of the shareholder at the AGM.

(ii) Register via email by no later than **08:30** on **Friday, 24 July 2026** by making a written application to participate via electronic communication, by email to proxy@computershare.co.za in order for the Transfer Secretary to, among other things, arrange such participation for the shareholder at the AGM.

(iii) Apply to Computershare by delivering the duly completed participation form to:

a. First Floor, Rosebank towers, 15 Biermann Avenue, Rosebank 2196

b. Posting it to Private Bag X9000, Saxonwold, 2132 (at the risk of the participant)

c. Email to: proxy@computershare.co.za

so as to be received by Computershare by no later than **08:30** on **Friday, 24 July 2026**.

NOTE: Shareholders wishing to participate in and/or vote at the AGM and who register after **08:30** on **Friday, 24 July 2026** may still register after this time provided, however, that for those shareholders to participate in and/or vote at the AGM, those shareholders must be verified and registered (as required in terms of section 63(1) of the Companies Act) by uploading their relevant verification documentation, as more fully set out in the Notice of AGM under **section G Identification**, before the commencement of the AGM.

b. Computershare will first validate such requests and confirm the identity of the shareholder in terms of section 63(1) of the Companies Act. If the request is validated, further details will be provided on using the electronic communication facility to participate electronically in the AGM.

Important notice

The service provider shall, by no later than **17:00** on **Monday, 27 July 2026**, notify participants who have delivered valid notices as per this form by email of the relevant details through which the participants can participate electronically. The application to participate in the AGM electronically will only be deemed successful if this application form has been completed fully and signed by the participant.

Application form

Full name of participant:
ID number:
Email address:
Mobile number:
Telephone number:
Name of CSDP or broker (dematerialised shares):
Contact number of CSDP or broker:
Contact person at CSDP or broker:
Number of share certificates (certificated shares):
Signature:
Date:

Terms and conditions for participation in the AGM via electronic communication

The cost of electronic participation in the AGM is for the expense of the participant and will be billed separately by the participant's own service provider.

The participant acknowledges that the electronic communication services are provided by third parties and indemnifies the Company against any loss, injury, damage, penalty or claim arising in any way from the use or possession of the electronic services, whether or not the problem is caused by any act or omission on the part of the participant or anyone else. In particular, but not exclusively, the participant acknowledges that he/she will have no claim against the Company, whether for consequential damages or otherwise, arising from the use of the electronic services or any defect in it or from total or partial failure of the electronic services and connections linking the participant via the electronic services to the AGM.

Boxer Retail Limited cannot guarantee there will not be a break in electronic communication that is beyond its control.

Participant's name: _____

Signature: _____ Date: _____

Corporate **INFORMATION**

Shareholders' diary

February

Trading update

Annual financial period-end

May

Publication of annual financial results

Annual financial results roadshow

June

Publication of Integrated Annual Report

July

Trading update

Annual General Meeting

August

Interim financial period-end

October

Publication of interim financial results

Interim financial results roadshow

Please consult our website
www.boxerinvestor.co.za
for the latest published dates.

Boxer Retail Limited

Registration number: 2024/392006/06
JSE and A2X share code: BOX
ISIN: ZAE000339891

Board of directors

Executive

Marek Adam Masojada (CEO)
David Peter Wayne (CFO)

Non-executive

Sean Summers (Chair)
James Formby

Independent non-executive

Charlotte Maponya (Lead)
Cindy Robertson
Dineo Molefe
Jesmane Boggenpoel

Registered office

41 The Boulevard
Westend Office Park
Westville, 3630
South Africa
Tel: +27 31 275 7000

PO Box 370
Westville, 3630
South Africa

Registrar

Computershare Investor Services Proprietary Limited

(Registration number 2004/003647/07)
First Floor, Rosebank Towers
15 Bierman Avenue
Rosebank, Johannesburg, 2196
South Africa
(Private Bag X9000, Saxonwold, 2132, South Africa)

JSE Limited sponsor

Rand Merchant Bank

(a division of FirstRand Bank Limited)
(Registration number 1929/001225/06)
1 Merchant Place
Corner Rivonia Road and Fredman Drive
Sandton, 2196
South Africa
(PO Box 786273, Sandton, 2146, South Africa)

Independent auditors

Ernst & Young Inc.

(Registration number 2005/002308/21)
1 Pencarrow Crescent
PO Box 859
Durban, 4000
South Africa

Principal bankers

Absa Limited
Rand Merchant Bank (a division of FirstRand Bank Limited)

Company Secretary

Vaughan Pierce
companysecretary@boxer.co.za

Website

www.boxer.co.za

Investor relations

Stephen Carrott
stephencarrott@boxer.co.za
www.boxerinvestor.co.za

Customer careline

Tel: +27 860 02 69 37
Email: customercare@boxer.co.za

Connect with us

Boxer Head Office

PO Box 370, Westville, KwaZulu-Natal, 3630
companysecretary@boxer.co.za

www.boxer.co.za



Never pay more than the BOXER price