harel mallac
for the better

Admission Document

of Harel Mallac & Co. Ltd

In relation to the migration of the Company from the Official Market of the Stock Exchange of Mauritius ("SEM") to the Development and Enterprise Market ("DEM") of the SEM

Reference number: LEC/I/01/2026

24 July 2026

IF YOU ARE A SHAREHOLDER OF HAREL MALLAC & CO. LTD, THIS DOCUMENT IS IMPORTANT AND REQUIRES YOUR IMMEDIATE ATTENTION

Harel Mallac & Co. Ltd ("Harel Mallac" or the "Company") is a public company incorporated in 1956 bearing registration number C07000952. Harel Mallac is domiciled in Mauritius, and the address of its registered office is 18 Edith Cavell Street, Port Louis.

This document is issued for the purpose of providing information to the shareholders of Harel Mallac in relation to the migration of Harel Mallac from the Official Market to the Development and Enterprise Market ("DEM") of the SEM.

This Admission Document has been issued in accordance with Section 3.1 of the DEM rules.

For a full appreciation of this document, it should be read in its entirety. If you have any doubt as to the action you should take, please consult your banker, stockbroker, legal advisor, accountant or other professional advisor immediately. If you need any additional information, please contact the Company Secretary, HM Secretaries Ltd, on 207 3000 or secretariat.hms@harelmallac.com.

This document is neither an invitation nor a Prospectus nor a statement in lieu of a Prospectus for the public in Mauritius or elsewhere to subscribe for shares in Harel Mallac.

This document is intended only for the use of the person to whom it is addressed and is not to be redistributed, reproduced or used, in whole or in part, for any other purpose.

Disclaimer

Neither the SEM nor the Financial Services Commission ("FSC") assume any responsibility for the contents of this document. The SEM and FSC make no representation as to the accuracy or completeness of any of the statements made or opinions expressed in this document and expressly disclaim any liability whatsoever for any loss arising from or in reliance upon the whole or any part thereof.

A copy of this document has been filed with the FSC.

DECLARATION OF DIRECTORS

This document to shareholders includes particulars given in connection with the proposed delisting of the Company's shares from the Official Market of the SEM and the subsequent admission of such shares to listing on the Development & Enterprise Market of the SEM. This document also includes particulars given in compliance with the DEM Rules governing the listing of securities on the Development & Enterprise Market.

The directors of Harel Mallac & Co. Ltd, whose names appear in Section 4.1 (the "Directors"), collectively and individually, accept full responsibility for the accuracy and completeness of the information contained in this document, and confirm, after having made all reasonable enquiries, that to the best of their knowledge and belief, there are no other facts, the omission of which would make any statement herein misleading.

The directors of Harel Mallac hereby declare that in their opinion, the working capital available to Harel Mallac & Co. Ltd is sufficient to meet their day-to-day operations for a period of twelve (12) months from the date of this document.

The consents given by the experts named in this document have not been withdrawn at the date of this document.

For and on behalf of the Board of Harel Mallac & Co. Ltd.

Charles Harel
Director

Antoine L Harel
Director

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1 GLOSSARY OF DEFINITIONS AND ABBREVIATIONS

Term	Definition
Admission Document	Document disclosing information specified by the Schedule Two of the DEM Rules
Board	The board of directors of Harel Mallac & Co. Ltd
Company	Harel Mallac & Co. Ltd
DEM	Development and Enterprise Market of the Stock Exchange of Mauritius
DEM Rules	The rules of the Stock Exchange of Mauritius governing securities listed on the Development and Enterprise Market
FSC	Financial Services Commission
Group	Harel Mallac & Co. Ltd and its subsidiaries
Harel Mallac	Harel Mallac & Co. Ltd
LEC	Listing Executive Committee
MUR	Mauritian Rupees
NAV	Net Asset Value
Proposed Migration	Listing on the DEM and delisting from the SEM
SEM	Stock Exchange of Mauritius

2 COMPANY BACKGROUND

2.1 Main activities

The principal activities of Harel Mallac have been organised into four divisions: chemicals, equipment & systems, technology and investment & corporate.

The table below details the significant subsidiaries of Harel Mallac:

Company	Country	Effective shareholding	Main business
Activeline Ltd	Mauritius	100.00%	Business process outsourcing
Aerolik Ltd	Mauritius	100.00%	Production and distribution of aeraulic products
Aerolik.OI SAS	Reunion	100.00%	Production and distribution of aeraulic products
Archemics Ltd	Mauritius	100.00%	Chemicals
Bychemex Limited	Mauritius	74.48%	Chemicals
Chemco Limited	Mauritius	74.48%	Trading of chemicals, fertilisers and general goods
EO Solutions Ltd	Mauritius	100.00%	Office equipment products
Harel Mallac Aviation Ltd	Mauritius	100.00%	General sale agent
Harel Mallac Technologies Ltd	Mauritius	100.00%	Markets computer hardware and IT solutions
Harel Mallac Technologies Burundi S.A.	Burundi	100.00%	Audit software development, administration and maintenance
Harel Mallac Technologies Madagascar SARL	Madagascar	100.00%	Markets computer hardware and IT solutions
Harel Mallac Technologies Rwanda Ltd	Rwanda	100.00%	Audit software development, administration and maintenance
Harel Mallac Trading Ltd	Mauritius	100.00%	Investment holding
HM Secretaries Ltd	Mauritius	100.00%	Professional consultancy services
Itineris Ltd	Mauritius	100.00%	Travel agent
MCFI International & Co. Ltd	Mauritius	74.48%	Trading of chemicals
MCFI International (Tanzania) Limited	Tanzania	74.48%	Trading of chemicals and general goods

Company	Country	Effective shareholding	Main business
MCFI International (Zambia) Pty Ltd	Zambia	74.48%	Trading of chemicals and general goods
NexEnergy Partners Ltd	Mauritius	100.00%	Investment company
Novengi Ltd	Mauritius	100.00%	Agro industrial, engineering, refrigeration and electrical products
Société Gare du Nord	Mauritius	100.00%	Investment company
Société Sicarex	Mauritius	100.00%	Property company
Suchem Ltd	Mauritius	74.48%	Sales of chemical products
The Mauritius Chemical and Fertilizer Industry Limited	Mauritius	74.48%	Blending and trading of fertilisers

The table below details the associates of Harel Mallac:

Company	Country	Effective shareholding	Main business
Biofert Co. Ltd	Mauritius	24.82%	Trading
Emineo Holding Limited	Mauritius	25.00%	Investment holding company
Maritim (Mauritius) Ltd	Mauritius	22.86%	Hotel operation
Rehm Grinaker Construction Co Ltd	Mauritius	28.11%	Building and civil engineering contractor
TotalEnergies Marketing Mauritius Ltd	Mauritius	20.00%	Storage and wholesaling of petroleum products
Touristic United Enterprise Ltd	Mauritius	22.50%	Investment holding company

2.2 Important events in the development of the Company

As one of the earliest trading companies in Mauritius, Harel Mallac & Co. Ltd and its predecessor entities (starting with the charter of merchant ships from Port Louis in 1789) has played a defining role in shaping the Mauritian economy, pioneering major sectors and setting enduring standards of excellence across generations.

Incorporated in 1956 and listed on the Stock Exchange of Mauritius since 1991, Harel Mallac and the businesses it has invested in ("the Group") has continuously evolved to meet the needs of a dynamic and ever-changing business landscape. Today, the Group stands as a steady and robust partner with a diversified portfolio of activities, sourcing and delivering products and services that place people at the heart of every experience, creating meaningful value for those it serves.

2025 marked two significant milestones reflecting the Group's ability to innovate, adapt and create lasting value across strategic sectors: the 50th anniversary of its subsidiary, The Mauritius Chemical and Fertilizer Industry Limited, celebrating five decades of dedicated contribution since it opened the first local fertiliser production plant, and the 20th anniversary of another subsidiary, EO Solutions Ltd, which provides solutions from the world's leading brands to uncover efficiencies and accompany businesses on the path to more productivity and growth from printing and mailing to cash-handling solutions.

3 THE PROPOSED MIGRATION

3.1 Overview

Harel Mallac is currently listed on the Official Market of the Stock Exchange of Mauritius. Following share transactions on the SEM that were independent of the Company, Harel Mallac no longer meets the minimum free-float requirement of 25% of shares to be held by the public, as required for issuers listed on the Official Market.

In light of this development, the Board of Directors has notified the SEM and has assessed the appropriate course of action to ensure the continued listing of the Company's shares on a recognised and regulated market. In this context, the Board has applied for the migration of the Company's listing to the Development & Enterprise Market of the SEM, where the Company would meet the applicable minimum free-float requirements.

Subject to obtaining the necessary regulatory and shareholder approvals, the Proposed Migration would allow the shares of the Company to continue to be traded transparently on the DEM platform.

3.2 Timeline of the Proposed Migration

The Proposed Migration is expected to be completed during the quarter ending 30 September 2026.

3.3 Pricing of the ordinary shares

The ordinary shares will be migrated at a price equal to the closing price on the Official Market of the SEM on the last trading day prior to the migration.

On the first day of trading on the DEM, 100 shares of Harel Mallac & Co. Ltd will be made available for trading.

3.4 Dividend policy

The Company's dividend policy provides that the dividend payable to the Company's shareholders would represent some 50 percent of the after-tax profit for the relevant period before exceptional items. However, due consideration is given by the Board to the need to avoid major fluctuations from one year to the next.

3.5 Share capital

3.5.1 Authorised share capital

The total authorised number of ordinary shares as at 31 December 2025 was 12,500,000 shares of par value of MUR 10 per share, worth in total MUR 125,000,000.

3.5.2 Issued share capital

The total issued number of ordinary shares as at 31 December 2025 was 11,259,388 shares of par value of MUR 10 per share, worth in total MUR 112,593,880. All issued shares were fully paid.

3.5.3 History of share capital

Details	2024	2025
	MUR'000	MUR'000
Authorised: 12,500,000 ordinary shares of MUR10 each	125,000	125,000
Issued and fully paid: 11,259,388 ordinary shares of MUR10 each	112,594	112,594

3.5.4 Arrangements involving employees in the capital of the Company

No employee share option plan is available.

3.5.5 Main rights attached to the ordinary shares

The main rights attached to the ordinary shares are as follows:

(i) The right to one vote on a poll at a meeting of the Company on any resolution;
(ii) The right to an equal share in dividends authorised by the Board; and
(iii) The right to an equal share in the distribution of surplus assets of the Company.

3.6 Shareholders Holding More Than 5%

Société de Lerca, holder of 78.54% of the Company's shares is the only shareholder holding more than 5% interest in the Company.

3.7 Change in constitution

In view of the proposed migration of Harel Mallac from the Official Market to the DEM, the shareholders will also be called upon to vote on certain amendments in the Constitution of the Company, as summarised in the table below.

Current provision	Amended provision
1.1 'Associate' means in relation to a Director or a company the meaning set out in the **Listing Rules** of The Stock Exchange of Mauritius Limited.	1.1 'Associate' means in relation to a Director or a company the meaning set out in the **DEM Rules** of The Stock Exchange of Mauritius Limited.
1.1 Listing Rules means the Listing Rules issued by The Stock Exchange of Mauritius Limited.	1.1 DEM Rules means the rules for the Development and Enterprise Market companies issued by The Stock Exchange of Mauritius Limited.
8.1 (b) The Company has in issue to the public the minimum percentage of its Shares as provided for by Rule **6.21 and 6.22 of the Listing Rules.**	8.1 (b) The Company has in issue to the public the minimum percentage of its Shares as provided for by Rule **31 of the DEM Rules.**

3.8 Provisional calendar of events

Details	Date
Publication of the Admission Document on the website of the SEM	24 July 2026
Despatch the Notice to Shareholders	3 August 2026
Special Meeting of shareholders	25 August 2026
Last day of trading for the shares of Harel Mallac on the Official Market	2 September 2026
Suspension of trading of Harel Mallac shares on the Official Market	3 September 2026
Delisting of Harel Mallac's shares on the Official Market of the SEM	7 September 2026
Admission of Harel Mallac's shares on the DEM and first day of trading	8 September 2026

The above dates have been set on the basis that the effective date of the Proposed Migration is 8 September 2026. Should the effective date be later than 8 September 2026, shareholders and the public at large will be informed of any revision by way of a communiqué.

4 CORPORATE INFORMATION

4.1 Director details of Harel Mallac as at 1 July 2026

4.1.1 Harel Mallac

Name	Age	Office held	Nationality	Address
Harel, Antoine L.	68	Chairperson and non-executive director	Mauritian	Royal Road, Mont Choisy, Grand Bay
Ah-Chuen, P. A. Dean	61	Non-executive director	Mauritian	Riverwalk, Helvetia, St Pierre
Giraud, Daniel G. J.	73	Independent non-executive director	Mauritian	Villa 78, Tamarin Golf Estate, Barachois, Tamarin
Harel, Charles P. L.	58	Chief executive officer (CEO) and executive director	Mauritian	Domaine de Rosalie, Grand Rosalie, D'Epinay
Levigne-Fletcher, Anne-Christine M.	71	Non-executive director	Mauritian	B3, Residences de Bon Espoir, Piton
McIlraith, Catherine	62	Independent non-executive director	Mauritian	MQ51 La Balise Marina, Black River
Moollan, Anwar A.H.	58	Non-executive director	Mauritian	61, Floreal Road, Vacoas

4.2 Director's Profiles

HAREL, Antoine L.

Antoine L. Harel is a Fellow Member of the Institute of Chartered Accountants in England and Wales. He holds a BA (Hons) degree in Accounting and Computing. He joined Harel Mallac & Co. Ltd in 1987 and launched the Company's Information Technology division. On joining the Board in 1990, he was appointed Executive Director with responsibility for the Information and Communication Technology division and the Distribution and Retail division. In 1997, he was appointed Group CEO and has been the Chairman of the Board since April 2005. He was President of the Mauritius Chamber of Commerce and Industry from 1992 to 1993.

AH-CHUEN, P. A. Dean

Dean Ah-Chuen holds a BA degree in computer science, economics and mathematics from the University of Sydney (Australia) and an MBA in International Business from the University of Western Sydney. He worked for Westpac Banking Corporation (Australia) and for Clinton's Toyota before returning to Mauritius in 1994, where he joined ABC Motors Company Limited as Business Development Manager. Today he is the Chief Executive Officer of the Automobile, Freight & Logistics and Insurance & Properties Clusters of ABC Group. He is a Non-Executive Director of ABC Banking Corporation Ltd, and a Benefactor of the Court of the University of Mauritius since May 2019. He is currently a Board member of Lovebridge Ltd. He was appointed to the Board of Directors in June 2012.

GIRAUD, Daniel G. J. G.O.S.K.

Daniel Giraud G.O.S.K. holds a master's in management sciences (Paris Dauphine). He spent 23 years in the textile industry as CEO of the Floreal Group (CIEL Textiles), the largest textile manufacturer, before joining Medine Limited as Chief Executive Officer in 2002. He sat on the Board of Medine Limited and EUDCOS and their subsidiaries from 2003 until his retirement from Medine Limited in 2017. He was appointed to the Board of Harel Mallac & Co. Ltd on 27 June 2018.

HAREL, Charles P. L.

Charles Harel holds a National Diploma in Management and Finance from the Cape Technikon, South Africa, and an MBA from the University of Birmingham, United Kingdom. He has more than 30 years of leadership experience working in retail, tourism, property, and business services. Charles Harel was appointed to the Board in June 2006 and was nominated Chief Executive Officer of Harel Mallac Group effective 1 January 2014, providing leadership and driving the Group's transformation and overall development. Charles Harel has been serving as Honorary Consul of the Federative Republic of Brazil in Mauritius since February 2004 and was the President of the Mauritius Chamber of Commerce and Industry from 2024 to 2026.

LEVIGNE-FLETCHER, Anne-Christine M. C.S.K.

Anne-Christine Levigne-Fletcher C.S.K. holds a Diplôme de l'Institut d'Etudes Politiques de Paris/Sciences Po, a Licence en Droit from Assas University and a Licence en Littérature Anglaise from Université de Nanterre. She was from 1976 to 1981, the Managing Director/Designer of Mistra, an international company based in Paris operating in the design industry. She has been the Managing Director of Caleage Ltd - Hemisphere Sud since 1981. Anne Christine Levigne-Fletcher C.S.K. was appointed to the Board of Directors of Harel Mallac & Co. Ltd in May 2011.

MOOLLAN, Anwar A.H. S.C.

After his first degree in Mechanical Engineering in France, Anwar Moollan S.C. read Law at Downing College, Cambridge. He joined the Chambers of Sir Hamid Moollan KC in 1995, and practices as a barrister. Anwar Moollan joined the Board of Directors of Harel Mallac & Co. Ltd. in June 2003.

MCILRAITH, Catherine

Catherine McIlraith holds a Bachelor of Accountancy from the University of the Witwatersrand and is a member of the South African Institute of Chartered Accountants. She is also a Fellow of the Mauritius Institute of Directors. She began her career with Ernst & Young in Johannesburg before moving into investment banking, where she held senior positions in financial institutions including BoE NatWest, BoE Merchant Bank and Investec Bank (Mauritius) Limited. Catherine McIlraith has extensive board-level experience and currently serves as an Independent Non-Executive Director of Phoenix Beverages Limited, CIEL Ltd, GRIT Real Estate Income Group Limited as well as on the boards of several private companies and on some of their board committees. She has also served as Chairperson of the Mauritius Institute of Directors and as a member of the Financial Reporting Council. Catherine McIlraith was appointed to the Board of Directors of Harel Mallac & Co. Ltd in June 2026.

4.3 Potential conflicts of interests

There are no potential conflicts of interest between any duties to the Company of the directors referred to in the section above.

4.4 Company Secretary of Harel Mallac

HM Secretaries Ltd

HM Secretaries Ltd is a wholly owned subsidiary of Harel Mallac & Co. Ltd offering secretarial services to the Group. HM Secretaries Ltd is headed by an ACIS (CGI) chartered secretary.

4.5 Other corporate information

Company name	Harel Mallac & Co. Ltd
Business Registration Number	C07000952
Registered address	18, Edith Cavell Street, Port Louis
Legislation under which company operates	Companies Act 2001 Securities Act 2005 Listing Rules Financial Reporting Act 2004 Financial Crimes Commission Act 2023 (FCC Act)
Date of incorporation	01 February 1956
Country of incorporation	Mauritius

4.6 Third party information

Company Secretary	HM Secretaries Ltd 18, Edith Cavell Street Port Louis Mauritius
Auditor	Nexia Baker & Arenson 5th floor, C&R Court, 49 Labourdonnais Street Port Louis Mauritius
Principal Bankers	ABC Banking Corporation Ltd Weal House, Duke of Edinburgh Avenue Place d'Armes 11328 Port Louis Mauritius ABSA Bank (Mauritius) Limited ABSA House, 68 Wall Street Cybercity Ebene 72201 Mauritius SBM Bank (Mauritius) Ltd SBM Tower, 1 Queen Elizabeth II Avenue Place d'Armes Port Louis Mauritius The Mauritius Commercial Bank Ltd Sir William Newton Street Port Louis Mauritius
Legal Advisors to the Proposed Migration	Juristconsult Chambers (DLA Piper Africa) Level 12, NeXTeracom Tower II Ebène Mauritius Emilie Doger de Spéville Barrister-at-Law 5th Floor, Chancery House Lislet Geoffroy Street Port Louis Mauritius
Registrar and Transfer Office	DTOS Registry Services Ltd 10th Floor, Standard Chartered Tower 19 Cybercity Ebene Mauritius
Advisor to the Proposed Migration	BDO & Co 10 Frère Félix de Valois Street Port Louis Mauritius

5 FINANCIAL INFORMATION

The historical financial information of the Company has been audited by its licensed auditors in accordance with applicable auditing standards.

5.1 Financial Highlights

	Group		Company	
Details	**2024 MUR'000 Restated**	**2025 MUR'000**	**2024 MUR'000**	**2025 MUR'000**
Revenue	3,375,778	3,390,076	230,849	216,104
(Loss)/profit for the year	(206,837)	(38,269)	66,717	41,356
Owner's interest	1,918,373	2,046,226	1,567,901	1,737,659
Earnings Per Share – MUR	(17.48)	(2.08)	5.93	3.67
Dividend Per Share – MUR	-	-	-	-
NAV per share – MUR	170.38	181.74	139.25	154.33

Group

As reported in the 2024 annual report, revenue for the Harel Mallac Group was MUR3,789 million – this presentation was adjusted in the 2025 annual report to MUR3,376 million as a result of the disposal of Linxia Ltd, a former subsidiary of the Harel Mallac Group, on 25 September 2025 on which date the control of Linxia Ltd passed to the acquirer. This reflects the Group strategy of concentrating resources on core activities with high growth potential and resulted in MUR413 million previously reported in revenue now being shown within the results from discontinued operations.

On a like-for-like basis, 2025 revenues were marginally up (0.5%) compared to the prior year as growth in the Equipment & Systems and Technology segments were offset by lower revenue recorded in the Chemical segment subsidiaries. The latter decrease is mainly attributable to lower consolidated turnover from The Mauritius Chemical and Fertilizer Industry Limited group which was negatively impacted by lower demand, supply chain disruptions, constrained access to financing facilities and delayed sales across key business lines.

Company

Harel Mallac & Co. Ltd reported revenues of MUR216 million in 2025, representing a decrease of 6.4% compared to the previous year. This movement was mainly attributable to a MUR31 million reduction in management fees reflecting changes in the group perimeter (e.g. the disposal of Linxia) as well as the performance of certain subsidiaries. This was partially offset by stronger rental income, which increased by MUR7 million following improved occupancy levels and rental rates from 2024, together with a MUR7 million increase in interest income arising from additional financial support provided by the holding company to its subsidiaries.

The primary statements have been provided in appendix 1.

The Group made some prior year restatements which are detailed in appendix 2.

5.2 Statement of indebtedness

Harel Mallac Group

(a) The analysis of consolidated borrowings as at 31 December 2025 is as follows:

Details	As at 31 December 2025 MUR'000	Security
Bank overdraft	439,071	Fixed and floating charges
Bank loans	712,816	Fixed and floating charges
Other loans	361,465	Fixed and floating charges
Total	**1,513,352**	

(b) The total mortgages and charges of Harel Mallac Group was MUR 2,721 million as at 31 December 2025.

(c) During the year ended 31 December 2025, arbitration proceedings against Harel Mallac Healthcare Ltd remained ongoing. The matter relates to a claim brought by a customer for MUR 14.3m in respect of an alleged non-conformity issue concerning equipment delivered by Harel Mallac Healthcare Ltd. The parties have commenced good faith negotiations with a view to resolving the matter amicably.

At 31 December 2025, there is a claim amounting to USD 6m made by a supplier in 2012 to a subsidiary in respect of goods shipped to a company based in Reunion Island whereby the subsidiary acted as agent for the supplier. Based on a legal opinion, no provision has been made in the accounts of that subsidiary in respect of this claim. The claim is still being disputed by both parties, the outcome of which is uncertain at the date of signature of the accounts.

At 31 December 2025, the Group and the Company had contingent liabilities in respect of bank and other guarantees and other matters arising in the ordinary course of the business from which it is anticipated that no material liabilities would arise.

At 31 December 2025, no guarantee were given by the Group and the Company other than in the normal course of business.

6 RISK FACTORS

6.1 Principal risks

Principal risks	Description	Group's mitigating strategies, plans and controls
Physical Risks	Among the physical risks identified are unavoidable events such as riots, cyclones and other natural calamities such as pandemics.	The adoption of cyclone and fire procedures, subscription to a relevant insurance cover, and the identification of a business continuity plan and disaster recovery plan, have been taken. To limit the occurrence of on-site accidents, health and safety, as well as security procedures have been implemented. The Company's control procedures ensure mitigation of risks relating to fraud and theft.
People Risk	People risk is increasingly recognised globally as a key area that needs to be carefully monitored. The scarcity of skilled human resources in some specific industries such as the IT industry is a major challenge facing our local economy. The loss of key personnel has also been identified as a major risk factor.	Retention policies have been adopted, and a formal performance assessment and reward system have been implemented within the Company. Health surveillance is performed at regular intervals on employees in high-risk jobs, in line with the Company's health and safety policy.
Technology Risks	Cyber-attacks are rampant and pose a real threat to digital business processes and data.	End-user cybersecurity awareness is raised through regular communication about handling of suspicious emails and attachments as well as about password management. Vulnerability assessments are run on publicly exposed interfaces such as firewalls and those are reviewed to address any identified issues. The Group IT policies have been reviewed and are being enforced through action plans and end-user training to ensure proper IT governance.

6.2 Financial risks

6.2.1 Currency risk

The Group operates internationally and is exposed to foreign exchange risk arising from various currency exposures primarily with respect to Euro, Ariary, South African Rand, Tanzanian Shilling, Zambian Kwacha and US Dollar. Foreign exchange risk arises from future commercial transactions, recognised assets and liabilities and net investments in foreign operations. The foreign exchange risk is managed based on a defined policy whereby fluctuations in exchange rates are monitored and best rates are negotiated with banking institutions. Some of the Group's subsidiaries use forward contracts to hedge their exposure to foreign currency risk when recorded liabilities are denominated in a currency that is not the subsidiaries' functional currency. External foreign exchange contracts are designed as hedges of foreign exchange risk on specific liabilities.

The Group has a number of investments in foreign subsidiaries, whose net assets are exposed to currency translation risk. Currency exposure arising from the net assets of the Group's foreign operations is managed primarily through borrowings denominated in the relevant foreign currencies.

6.2.2 Price risk

The Group is exposed to equity securities price risk because of investments held by the Group and classified on the consolidated statement of financial position as financial assets at fair value through other comprehensive income and which are valued at current bid prices.

To manage its price risk arising from investments in equity securities, the Group diversifies its portfolio.

6.2.3 Cash flow interest risk

The Group's interest rate risk arises from its borrowings. Borrowings issued at variable rates exposes the Group to cash flow interest rate risk. The Group's policy is to maintain borrowings, other than finance lease obligations, at floating rate.

The risk is managed by maintaining an appropriate mix between fixed and floating interest charges on borrowings.

6.2.4 Credit risk

Credit risk arises from cash and cash equivalents, contractual cash flows of equity investments carried at fair value through other comprehensive income, as well as credit exposures to customers, including outstanding receivables.

Credit risk is managed on a company basis. Risk control assesses the credit quality of the customer, taking into account its financial position, past experience and other factors. Individual risk limits are set based on internal or external ratings in accordance with limits set by the Board. The compliance with credit limits by customers is regularly monitored by line management.

Sales to retail customers are required to be settled in cash or using major credit cards, mitigating credit risk. There are no significant concentrations of credit risk, whether through exposure to individual customers, specific industry sectors and regions except for some subsidiaries where credit risk is concentrated within some clients. The Group has policies in place to ensure that sales of products and services are made to customers within an appropriate credit history.

6.2.5 Liquidity risk

Liquidity risk is the risk that the Group will encounter difficulty in meeting the obligation associated with its financial liabilities that are settled by delivery of cash or another financial asset.

Prudent liquidity risk management implies maintaining sufficient cash and marketable securities and the availability of funding through an adequate amount of committed credit facilities. The Group aims at maintaining flexibility in funding by keeping committed credit lines available. Management monitors rolling forecasts of the Group's liquidity reserve on the basis of expected cash flow.

Management also considers external opportunities for growth and appropriate funding is reviewed.

6.2.6 Fair value estimation

The fair value of financial instruments traded in active markets is based on quoted market prices at the end of the reporting period. A market is regarded as active if quoted prices are readily and regularly available from an exchange, dealer, broker, industry group, pricing service, or regulatory agency, and those prices represent actual and regularly occurring market transactions at an arm's length basis. The quoted market price used for financial assets held by the Group is the current bid price. These instruments are included in level 1. Instruments included in level 1 comprise primarily of quoted equity investments classified as financial assets at fair value through other comprehensive income.

The fair value of financial instruments that are not traded in an active market is determined using valuation techniques. These valuation techniques maximise the use of observable market data where it is available and rely as little as possible on specific estimates. If all significant inputs required to fair value an instrument are observable, the instrument is included in level 2.

If one or more of the significant inputs are not based on observable market data, the instrument is included in level 3.

Specific valuation techniques used to value financial instruments include:

- Quoted market prices or dealer quotes for similar instruments; and
- Other techniques such as capitalised earnings method, dividend yield method, discounted cash flow and net asset basis are used to determine fair value for the remaining financial instruments.

6.2.7 Capital Risk Management

The Group's objectives when managing capital are:

- to safeguard the entities' ability to continue as going concerns, so that they can continue to provide returns for shareholders and benefits for the other stakeholders.
- to provide an adequate return to shareholders by pricing products and services commensurately with the level of risk.

The Group manages the capital structure and makes adjustments to it in the light of changes in economic conditions and the risk characteristics of the underlying assets. In order to maintain or adjust the capital structure, the Group may adjust the amount of dividends paid to shareholders, issue new shares or sell assets to reduce debt.

The Group monitors capital on the basis of the debt-to-adjusted capital ratio. This ratio is calculated as net debt to adjusted capital. Net debt is calculated as total debt (as shown on the statement of financial position) less cash and cash equivalents. Adjusted capital comprises all components of equity (i.e. share capital, non-controlling interests, retained earnings, revaluation and other reserves, fair value reserves and actuarial reserves.

	Consolidated		Company	
Details	**2024 MUR'000 Restated**	**2025 MUR'000**	**2024 MUR'000**	**2025 MUR'000**
Total debt	2,015,400	1,843,485	653,452	613,702
Less: cash and cash equivalents	(195,438)	(142,281)	(41,253)	(11,401)
Net debt	1,819,962	1,701,204	612,199	602,301
Total equity	2,062,850	2,189,735	1,567,901	1,737,659
Debt-to-adjusted capital ratio	0.88	0.78	0.39	0.35

7 ADDITIONAL DISCLOSURES

7.1 Estimated Costs associated with the Migration

Details	Amount (MUR '000)
Legal and Professional fees	990
Printing, postage and stationery	50
SEM fees	210
TOTAL	**1,250**

7.2 Material contracts

On 6 June 2025, the Group entered into a sale agreement to dispose of Linxia Ltd, which carried out all of the Group's wholesale distribution of IT equipment and consumer electronics. The disposal was completed on 25 September 2025, on which date control of Linxia Ltd passed to the acquirer and generated a profit of MUR 33.2m, being the difference between the net consideration MUR 50.3m and the carrying amount of the subsidiary's net assets and attributable goodwill.

There were no significant contracts subsisting at 31 December 2025 involving the Company and any directors outside the ordinary course of business.

Subsequent to 31 December 2025, a subsidiary of the Group has :

- completed the sale of part of a property located in the district of Pamplemousses.
- entered into a conditional sale agreement to dispose of some non-core assets as well as part of its leasehold rights. This is a contingent sale and there is no guarantee that the sale will be completed.

Other than the above, there were no material contracts, other than contracts entered into in the ordinary course of business, to which any member of the group has been a party within the two years immediately preceding the publication of this Admission Document.

7.3 Legal and arbitration proceedings

During the twelve (12) month period ended 31 December 2025, the Company has not been involved in any governmental, legal, administrative or arbitration proceedings which have had, or could reasonably be expected to have, a material or significant effect on the financial position, profitability or operations of Harel Mallac & Co. Ltd.

As at the date of this Admission Document, the Company is not aware of any such proceedings pending or threatened against it which would be likely to give rise to a material adverse impact on its financial position or performance. For the avoidance of doubt, this confirmation relates solely to Harel Mallac & Co. Ltd and excludes its subsidiaries and affiliated entities.

8 DOCUMENTS AVAILABLE FOR INSPECTION

The following documents are available for inspection at the registered office of Harel Mallac & Co. Ltd, 18 Edith Cavell Street, Port Louis, from 3 August 2026 to 24 August 2026 during normal working hours:

- This Admission Document;
- The Proposed Constitution of Harel Mallac & Co. Ltd;
- The audited accounts of Harel Mallac & Co. Ltd for the financial years ended 31 December 2023, 2024 and 2025.

Appendices

Appendix 1 – Primary statements

Statements of profit or loss and other comprehensive income

	Group		Company	
Details	**2024 MUR'000 Restated**	**2025 MUR'000**	**2024 MUR'000**	**2025 MUR'000**
Revenue	3,375,778	3,390,076	230,849	216,104
Profit/(loss) before finance costs	(71,204)	28,857	107,760	126,876
Finance costs	(117,347)	(128,027)	(34,494)	(42,501)
	(188,551)	**(99,170)**	**73,266**	**84,375**
Net share of results of associates and joint venture	54,151	102,960	-	-
	(134,400)	**3,790**	**73,266**	**84,375**
Reversal of goodwill due to disposal of subsidiary	-	(3,623)	-	-
Impairment of goodwill	(27,490)	-	-	-
Impairment of receivables	(16,799)	(37,881)	(2,430)	(34,626)
Gain on disposal of subsidiary	-	33,157	-	-
	(44,289)	**(8,347)**	**(2,430)**	**(34,626)**
(Loss)/profit before taxation	**(178,689)**	**(4,557)**	**70,836**	**49,749**
Income tax expense	(7,593)	(21,546)	(4,119)	(8,393)
(Loss)/profit for the year from continuing operations	**(186,282)**	**(26,103)**	**66,717**	**41,356**
Discontinued operations				
Loss from discontinued operations	(20,555)	(12,166)	-	-
(Loss)/profit for the year	**(206,837)**	**(38,269)**	**66,717**	**41,356**
Attributable to:				
Owners of the parent	(196,757)	(23,398)	66,717	41,356
Non-controlling interests	(10,080)	(14,871)	-	-
	(206,837)	**(38,269)**	**66,717**	**41,356**

Appendix 1 - Primary statements (continued)

Statements of profit or loss and other comprehensive income (continued)

	Group		Company	
Details	**2024 MUR'000 Restated**	**2025 MUR'000**	**2024 MUR'000**	**2025 MUR'000**
Other comprehensive income				
Items that will not be reclassified to profit or loss				
Changes in fair value of equity instruments at fair value through other comprehensive income	6,467	(4,134)	(33,892)	102,331
Movement in actuarial reserve, net of deferred tax	(43,320)	49,717	(2,861)	4,524
Movement in associate reserves	17,815	22,480	-	-
Changes in fair value of land and buildings, net of deferred tax	-	104,968	-	21,547
Items that may be reclassified subsequently to profit or loss				
Currency translation differences	352	24,376	-	-
Other comprehensive income/(loss) for the year, net of tax	**(18,686)**	**197,407**	**(36,753)**	**128,402**
Total comprehensive income/(loss) for the year	**(225,523)**	**159,138**	**29,964**	**169,758**
Other comprehensive income/(loss)				
Owners of the parent	(17,582)	183,504	(36,753)	128,402
Non-controlling interest	(1,104)	13,903	-	-
	(18,686)	**197,407**	**(36,753)**	**128,402**
Total comprehensive income/(loss) attributable to:				
Owners of the parent	(214,339)	160,106	29,964	169,758
Non-controlling interests	(11,184)	(968)	-	-
	(225,523)	**159,138**	**29,964**	**169,758**

Appendix 1 - Primary statements (continued)

Statements of financial position (assets side)

	Group		Company	
Details	**2024 MUR'000 Restated**	**2025 MUR'000**	**2024 MUR'000**	**2025 MUR'000**
Assets				
Non-current assets				
Property, plant and equipment	956,776	922,619	127,288	106,795
Right-of-use assets	310,201	283,684	6,726	4,143
Investment properties	498,941	662,006	648,582	734,837
Intangible assets	61,283	48,880	130	670
Investments in subsidiaries	-	-	586,048	640,518
Investments in associates	1,387,571	1,458,144	736,468	809,216
Financial assets at fair value through other comprehensive income	38,206	34,072	27,767	27,820
Financial assets at amortised cost	186	92	53,721	-
Investments in joint ventures	2,549	2,561	12,217	7,673
Deferred tax assets	41,533	50,433	-	-
	3,297,246	**3,462,491**	**2,198,947**	**2,331,672**
Current assets				
Inventories	737,860	703,631	-	-
Contract assets	10,466	-	-	-
Trade receivables	857,039	767,177	41,066	46,293
Financial assets at amortised cost	276,367	258,375	44,833	58,519
Current tax assets	6,876	5,061	-	-
Cash and cash equivalents	195,438	142,281	41,253	11,401
	2,084,046	**1,876,525**	**127,152**	**116,213**
Assets classified as held for sale	-	43,000	-	-
Total assets	**5,381,292**	**5,382,016**	**2,326,099**	**2,447,885**

Appendix 1 - Primary statements (continued)

Statements of financial position (equity and liabilities side)

	Group		Company	
Details	**2024 MUR'000 Restated**	**2025 MUR'000**	**2024 MUR'000**	**2025 MUR'000**
Equity and liabilities				
Capital and reserves				
Share capital	112,594	112,594	112,594	112,594
Revaluation and other reserves	1,350,797	1,473,532	487,980	494,671
Fair value reserves	(2,575)	(6,709)	544,791	647,122
Actuarial reserves	(140,983)	(87,077)	(55,256)	(50,732)
Retained earnings	598,540	553,886	477,792	534,004
Owners' interests	**1,918,373**	**2,046,226**	**1,567,901**	**1,737,659**
Non-controlling interests	144,477	143,509	-	-
Total equity	**2,062,850**	**2,189,735**	**1,567,901**	**1,737,659**
Non-current liabilities				
Borrowings	605,951	574,206	549,818	419,801
Deferred tax liabilities	62,371	90,136	50,476	59,022
Retirement benefit obligations	176,337	106,819	26,749	13,925
Lease liabilities	310,548	286,731	5,605	3,240
	1,155,207	**1,057,892**	**632,648**	**495,988**
Current liabilities				
Trade and other payables	1,042,448	1,133,167	27,521	23,577
Contract liabilities	12,067	7,285	-	-
Borrowings	1,055,235	939,146	96,412	189,515
Lease liabilities	43,666	43,402	1,617	1,146
Current tax liabilities	9,819	11,389	-	-
	2,163,235	**2,134,389**	**125,550**	**214,238**
Total equity and liabilities	**5,381,292**	**5,382,016**	**2,326,099**	**2,447,885**

Appendix 1 – Primary statements (continued)

Statements of cash flows

Details	Group 2024 MUR'000 Restated	Group 2025 MUR'000	Company 2024 MUR'000	Company 2025 MUR'000
Cash flows from operating activities				
Cash (absorbed in)/generated from operations	(9,618)	295,350	(50,502)	(33,157)
Interest paid	(88,818)	(113,205)	(33,729)	(42,192)
Income tax paid	(18,513)	(23,590)	-	-
Net cash (absorbed in)/generated from operations	**(116,949)**	**158,555**	**(84,231)**	**(75,349)**
Cash flows from investing activities				
Acquisition of property, plant and equipment	(109,617)	(95,643)	(2,829)	(4,268)
Proceeds on sale of property, plant and equipment	-	3,905	-	1,450
Net expenditure on intangible assets	(1,435)	(3,992)	(138)	(647)
Net expenditure on investment properties	(3,169)	-	(3,169)	-
Proceeds on disposal of subsidiary	-	27,398	-	-
Investment in subsidiaries	(7,846)	-	(7,846)	-
Financial assets at fair value through other comprehensive income	(4,971)	-	-	-
Interest received	-	178	5,707	13,090
Dividend paid	(5,861)	-	-	-
Dividends received	55,677	54,853	72,613	75,994
Net cash (absorbed in)/generated from investing activities	**(77,222)**	**(13,301)**	**64,338**	**85,619**
Cash flows from financing activities				
Proceeds from borrowings	438,499	124,726	350,000	15,975
Payments on borrowings	(224,257)	(346,518)	(295,349)	(16,838)
Principal paid on lease liabilities	(26,801)	(24,081)	(1,145)	(2,134)

Appendix 1 - Primary statements (continued)

Statements of cash flows (continued)

	Group		Company	
Details	**2024 MUR'000 Restated**	**2025 MUR'000**	**2024 MUR'000**	**2025 MUR'000**
Loan granted to subsidiary company	-	-	-	(128,611)
Interest paid on lease liabilities	(27,154)	(25,951)	(765)	(284)
Net cash generated from/(absorbed in) financing activities	**160,287**	**(271,824)**	**52,741**	**(131,892)**
Net (decrease)/increase in cash and cash equivalents	**(33,884)**	**(126,570)**	**32,848**	**(121,622)**
Movement in cash and cash equivalents				
At 1 January	(136,351)	(169,675)	(13,338)	19,841
(Decrease)/increase in cash and cash equivalents	(33,884)	(126,570)	32,848	(121,622)
Effect of foreign exchange rate changes	560	(545)	331	(1,333)
At 31 December	**(169,675)**	**(296,790)**	**19,841**	**(103,114)**

Appendix 1 - Primary statements (continued)

Statements of changes in equity – Consolidated

Details	Share Capital MUR'000	Re-valuation and Other Reserves MUR'000	Fair Value Reserves MUR'000	Actuarial Reserves MUR'000	Retained Earnings MUR'000	Total MUR'000	Non-controlling Interests MUR'000	Total MUR'000
Balance at 1 January 2024	**112,594**	**1,396,559**	**(9,042)**	**(97,663)**	**784,918**	**2,187,366**	**173,386**	**2,360,752**
Loss for the year - as previously reported	-	-	-	-	(172,484)	(172,484)	(10,080)	(182,564)
Effect of restatement	-	-	-	-	(24,273)	(24,273)		(24,273)
Loss for the year - as restated	**-**	**-**	**-**	**-**	**(196,757)**	**(196,757)**	**(10,080)**	**(206,837)**
Other comprehensive income/ (loss) for the year	-	19,271	6,467	(43,320)	-	(17,582)	(1,104)	(18,686)
Total comprehensive income/ (loss) for the year	**-**	**19,271**	**6,467**	**(43,320)**	**(196,757)**	**(214,339)**	**(11,184)**	**(225,523)**
Effect of restatement	-	(65,033)	-	-	-	(65,033)	-	(65,033)
Acquisition of subsidiaries with non-controlling interest	-	-	-	-	10,379	10,379	(17,725)	(7,346)
Balance at 31 December 2024	**112,594**	**1,350,797**	**(2,575)**	**(140,983)**	**598,540**	**1,918,373**	**144,477**	**2,062,850**
Balance at 1 January 2025								
- As previously reported	112,594	1,415,830	(2,575)	(140,983)	622,813	2,007,679	144,477	2,152,156
Effect of prior year restatement	-	(65,033)	-	-	(24,273)	(89,306)	-	(89,306)
- As restated	**112,594**	**1,350,797**	**(2,575)**	**(140,983)**	**598,540**	**1,918,373**	**144,477**	**2,062,850**
Loss for the year	-	-	-	-	(23,398)	(23,398)	(14,871)	(38,269)
Transfer of revaluation, net of deferred tax on Property, Plant and Equipment to Investment Property	-	(14,856)	-	-	14,856	-	-	-
Other comprehensive income/ (loss) for the year	-	137,921	(4,134)	49,717	-	183,504	13,903	197,407
Total comprehensive income/ (loss) for the year	**-**	**123,065**	**(4,134)**	**49,717**	**(8,542)**	**160,106**	**(968)**	**159,138**
Disposal of subsidiary	-	(330)	-	4,189	(36,112)	(32,253)	-	(32,253)
Balance at 31 December 2025	**112,594**	**1,473,532**	**(6,709)**	**(87,077)**	**553,886**	**2,046,226**	**143,509**	**2,189,735**

Appendix 1 - Primary statements (continued)

Statements of changes in equity – Company

Details	Share Capital MUR'000	Re-valuation and Other Reserves MUR'000	Fair Value Reserves MUR'000	Actuarial Reserves MUR'000	Retained Earnings MUR'000	Total MUR'000
Balance at 1 January 2024	**112,594**	**487,980**	**578,683**	**(52,395)**	**411,075**	**1,537,937**
Profit for the year	-	-	-	-	66,717	66,717
Other comprehensive loss for the year	-	-	(33,892)	(2,861)	-	(36,753)
Total comprehensive (loss)/ income for the year	-	-	(33,892)	(2,861)	66,717	29,964
Balance at 31 December 2024	**112,594**	**487,980**	**544,791**	**(55,256)**	**477,792**	**1,567,901**
Balance at 1 January 2025	**112,594**	**487,980**	**544,791**	**(55,256)**	**477,792**	**1,567,901**
Profit for the year	-	-	-	-	41,356	41,356
Transfer of fair value on Property, Plant and Equipment to Investment Property	-	(14,856)	-	-	14,856	-
Other comprehensive income for the year	-	21,547	102,331	4,524	-	128,402
Total comprehensive income/(loss) for the year	**-**	**6,691**	**102,331**	**4,524**	**56,212**	**169,758**
Balance at 31 December 2025	**112,594**	**494,671**	**647,122**	**(50,732)**	**534,004**	**1,737,659**

Appendix 2 - Effect of prior year adjustments

In preparing the financial statements for the year ended 31 December 2025, the Group identified prior year restatements and made necessary corrections. Restatements were made to the financial statements, presentation and disclosures of certain transactions and balances, in accordance with International Accounting Standard, IAS 8 - Accounting Policies, Changes in Accounting Estimates and Errors. They refer to the comparatives for 1 January 2025, unless where specified.

During the financial year, the Group identified prior period restatements in the audited financial statements of its associates/subsidiaries, Maritim (Mauritius) Limited, Touristic United Enterprise Ltd and Novengi Ltd, for the year ended 31 December 2024.

The key restatements impacting the Group's financial statements include:

A. Fair value adjustment

Maritim (Mauritius) Limited retrospectively applied a fair value adjustment to its freehold land and building, resulting in a material increase in the carrying amount of property, plant and equipment. This revaluation also gave rise to a corresponding increase in deferred tax liabilities, impacting the associate's other comprehensive income.

In addition, the associate identified errors relating to property, plant and equipment that had not been received since 2020. These errors resulted in misstatements in property, plant and equipment, accumulated depreciation, depreciation expense, prepayments, and trade and other payables in prior periods.

These adjustments were identified following the receipt of the audited financial statements of Maritim (Mauritius) Limited for the year ended 31 December 2024, which contained significant prior-period restatements. Accordingly, the group restated its financial statements to reflect the corrected financial information of its associated company.

B. Management identified a discrepancy between the opening retained earnings as per the audited financial statements of Touristic United Enterprise Ltd and the balances previously used in consolidation.

The difference arose due to the understatement of the profit. As a result, the opening retained earnings as at 1 January 2025, have been restated.

C. During the current period, management determined that certain contract assets in Novengi Ltd previously recognized were no longer recoverable. As a result, these contract assets have been written off. The prior period balances have been restated to reflect this adjustment. This write-off has been recognized in profit or loss and reduces the carrying amount of contract assets on the statement of financial position.

Appendix 2 - Effect of prior year adjustments (continued)

The Group	As at 1 January 2025 (as previously reported) MUR'000	Adjustments MUR'000	As at 1 January 2025 (as restated) MUR'000
Statement of Financial position - Impact on assets and equity			
-Investment in associated company	1,452,604	(65,033)	1,387,571
-Contract assets	20,795	(10,329)	10,466
-Inventory	751,804	(13,944)	737,860
Total effect on net assets	**2,225,203**	**(89,306)**	**2,135,897**
Impact on Other reserves (associate reserves)	(769,726)	(65,033)	(834,759)
Impact on retained earnings	622,813	(24,273)	598,540
Total effect on equity (attributable to owners of the parent)	2,007,679	(89,306)	1,918,373
Total effect on non-controlling interests	144,477	-	144,477
Statements of profit or loss and other comprehensive income			
Loss before finance costs	(46,931)	(24,273)	(71,204)
Profit attributable to:			
Owners of the Company			
-Continuing operations	(151,929)	(24,273)	(176,202)
-Discontinuing operations	(20,555)	-	(20,555)
Non-controlling interests	(1,104)	-	(1,104)
	(173,588)	**(24,273)**	**(197,861)**

Appendix 2 - Effect of prior year adjustments (continued)

The Group	As at 1 January 2025 (as previously reported) MUR'000	Adjustments MUR'000	As at 1 January 2025 (as restated) MUR'000
Total comprehensive income attributable to:			
Owners of the Company	(190,066)	(24,273)	(214,339)
Non-controlling interests	(11,184)	-	(11,184)
	(201,250)	**(24,273)**	**(225,523)**
Earnings per share from continuing operations	**(13.49)**	**(2.16)**	**(15.65)**
Earnings per share from discontinued operations	**(1.83)**	**-**	**(1.83)**

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