CARTRACK

PUTTING YOU IN CONTROL

REVIEWED INTERIM FINANCIAL RESULTS 2016

With
more than
463 000
subscribers
worldwide and
a highly scalable
technology platform,
Cartrack is a global
leader and highly respected
company in its field.


With 462 951 subscribers worldwide and a highly scalable technology platform, Cartrack is a global leader and highly respected company in its field.
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HY16 – March 2015 to August 2015

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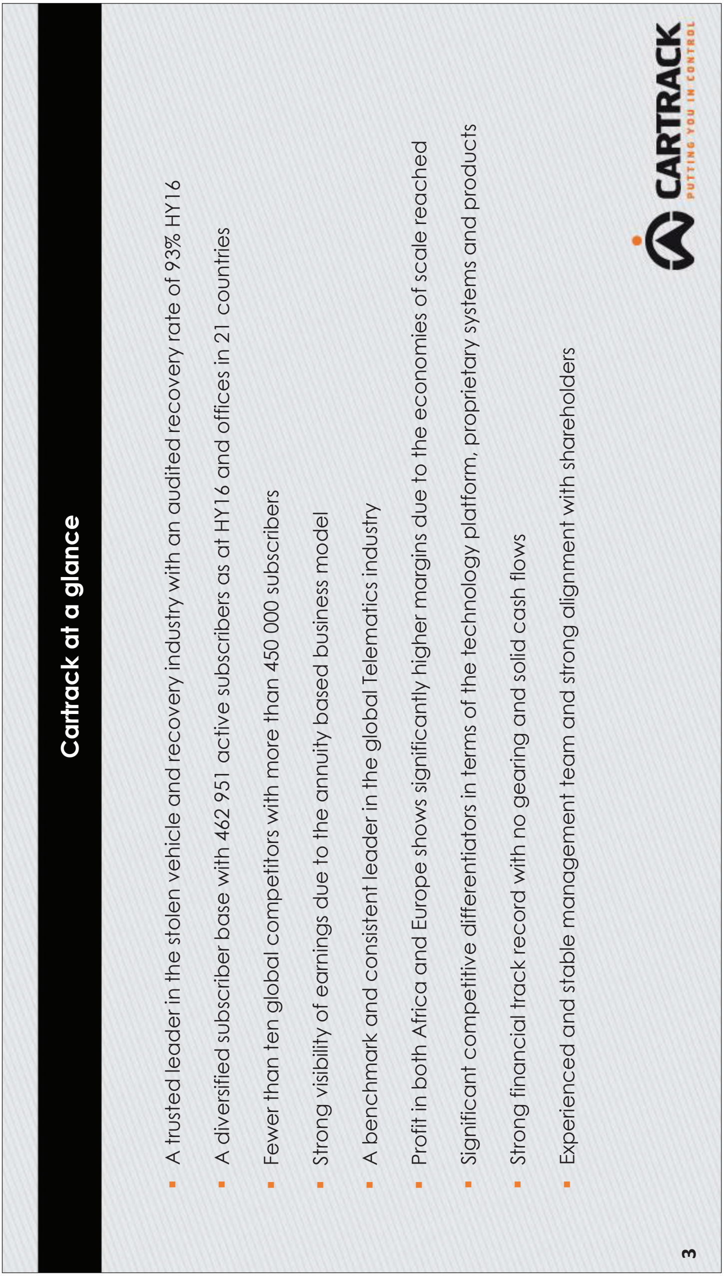
Cartrack at a glance
A trusted leader in the stolen vehicle and recovery industry with an audited recovery rate of 93% HY16
A diversified subscriber base with 462 951 active subscribers as at HY16 and offices in 21 countries
Fewer than ten global competitors with more than 450 000 subscribers
Strong visibility of earnings due to the annuity based business model
A benchmark and consistent leader in the global Telematics industry
Profit in both Africa and Europe shows significantly higher margins due to the economies of scale reached
Significant competitive differentiators in terms of the technology platform, proprietary systems and products
Strong financial track record with no gearing and solid cash flows
Experienced and stable management team and strong alignment with shareholders
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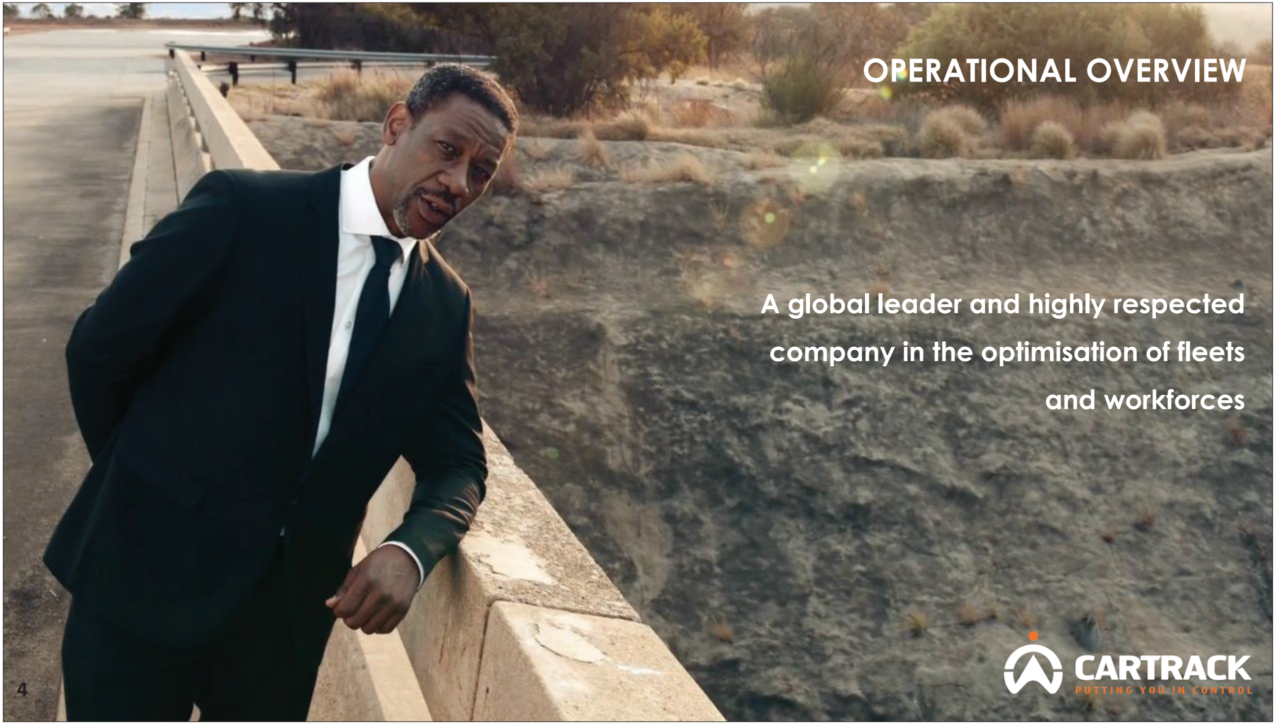
OPERATIONAL OVERVIEW
A global leader and highly respected company in the optimisation of fleets and workforces
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Market drivers indicate abundant growth potential

Continue to be consistent with prior years:

- Increase in demand for big data using Software-as-a-Service (SaaS) to optimise both fleets and workforce
- Increase in demand for safety and security by governments, business and individuals due to the increase in crime rates, the need to improve road safety and the need to decrease pollution
- Strong increase in vehicle populations
- Large and underpenetrated markets

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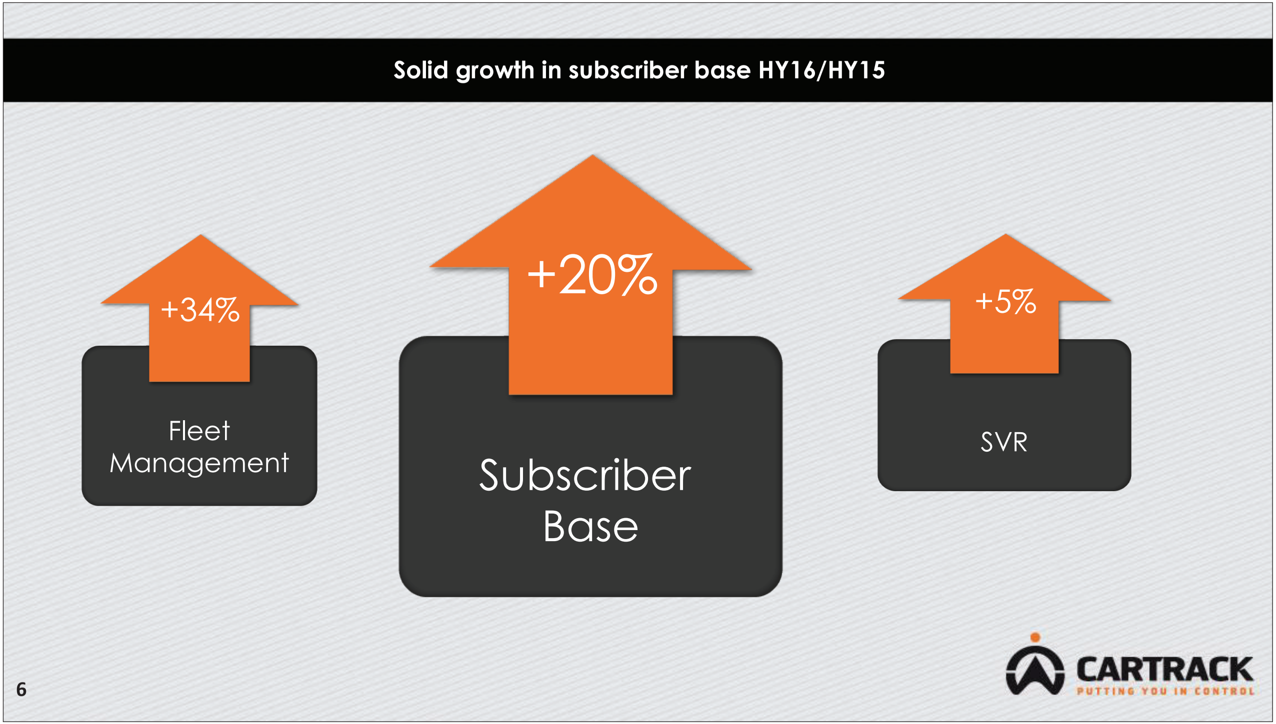
Solid growth in subscriber base HY16/HY15
+34%
Fleet Management
+20%
Subscriber Base
+5%
SVR
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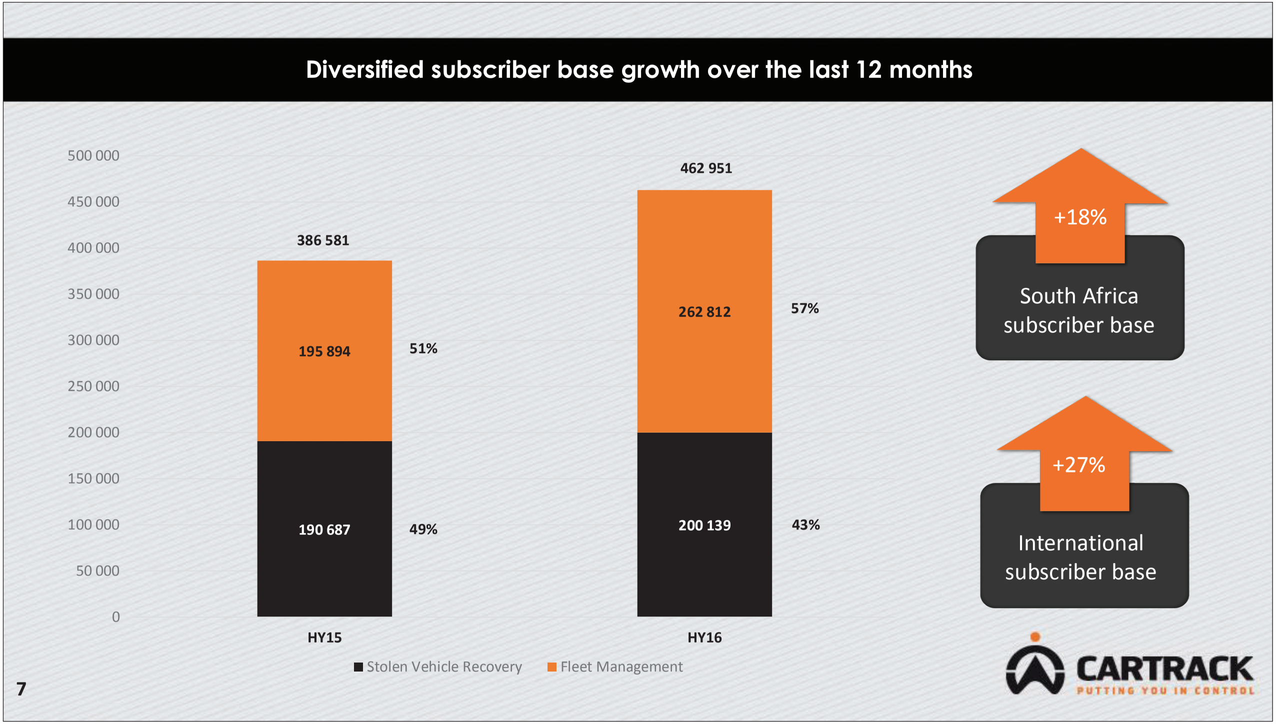
Diversified subscriber base growth over the last 12 months
500 000
450 000
400 000
350 000
300 000
250 000
200 000
150 000
100 000
50 000
0
386 581
195 894
51%
190 687
49%
HY15
462 951
262 812
57%
200 139
43%
HY16
Stolen Vehicle Recovery
Fleet Management
+18%
South Africa subscriber base
+27%
International subscriber base
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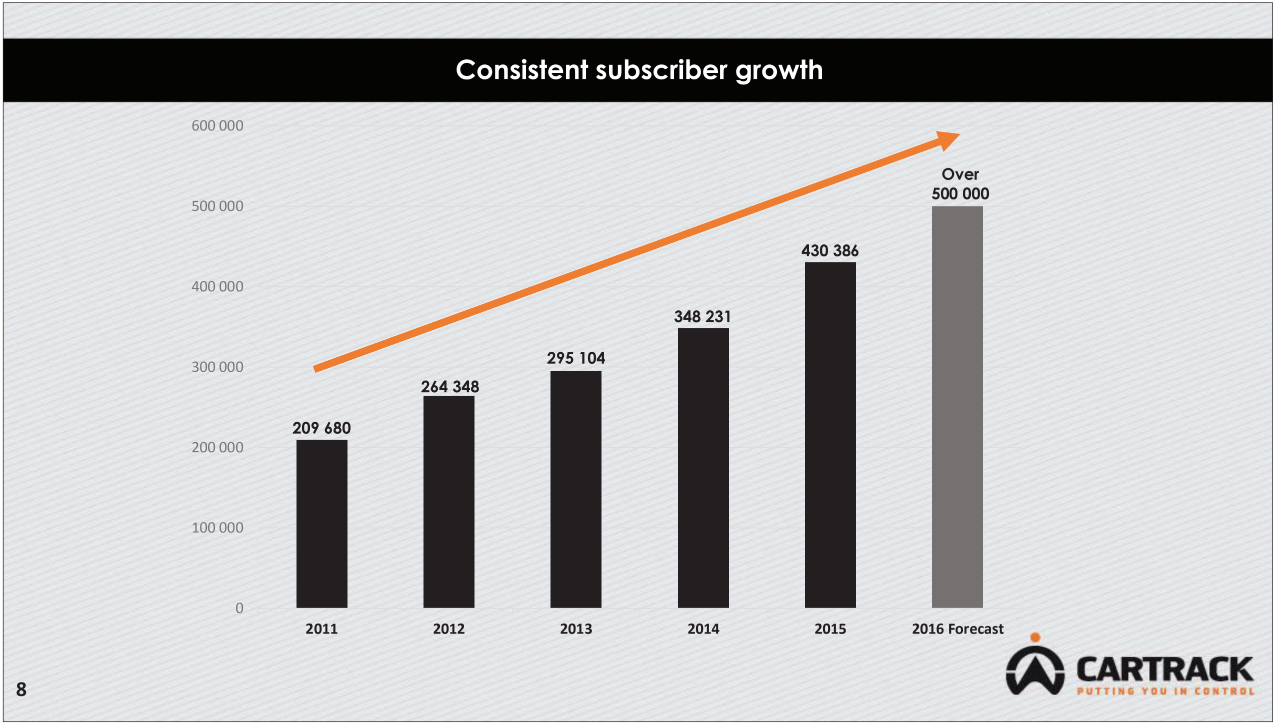
Consistent subscriber growth
600 000
500 000
400 000
300 000
200 000
100 000
0
209 680
264 348
295 104
348 231
430 386
Over 500 000
2011
2012
2013
2014
2015
2016 Forecast
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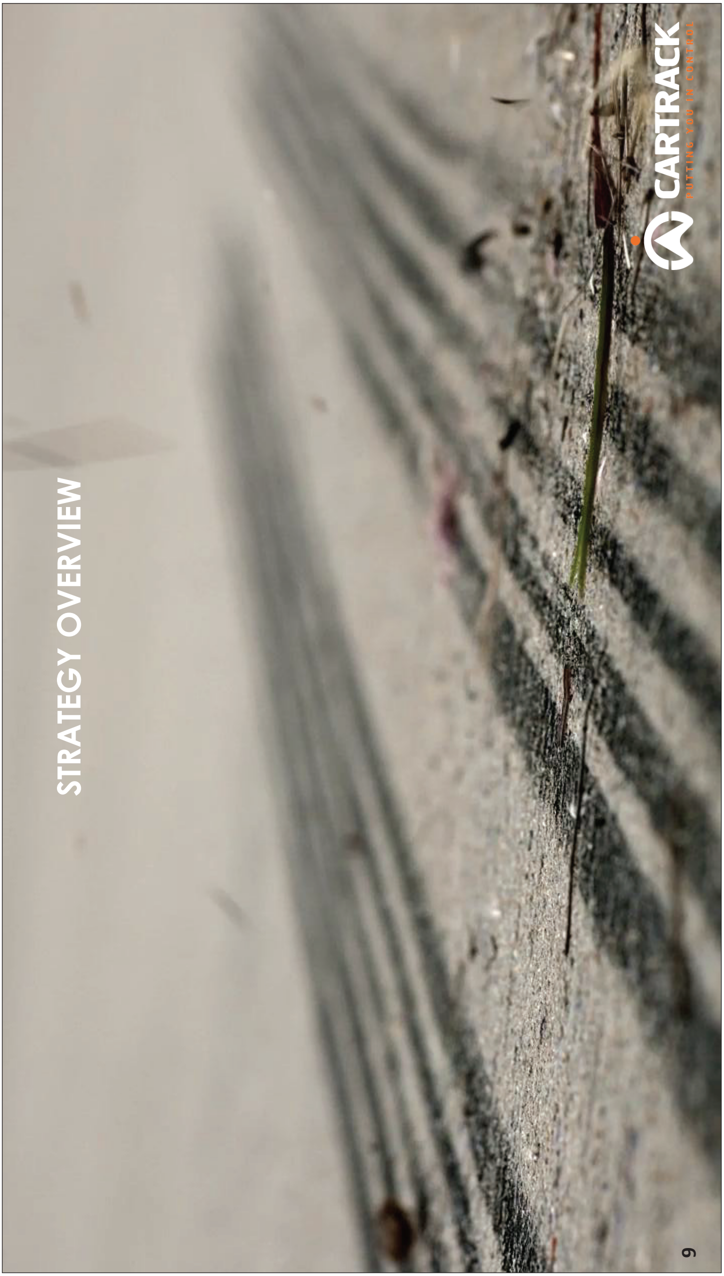
STRATEGY OVERVIEW
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Well defined strategy

Global brand	Distribution	Quality service
▪ Strengthen brand awareness and market share in existing markets ▪ Build brand and trust in new markets ▪ Launched new TV campaign in 2015 which is showing good results	▪ Tested expansion model with prudent organic growth ▪ Conservative allocation of funds into new geographies ▪ Increased sales capabilities in existing and new markets	▪ Staying ahead of technological trends to enhance customer experience ▪ Continuous improvements of our internal systems and software to allow our staff to make quicker and more informed decisions

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Driving shareholder value
Shareholder value
Robust subscriber and revenue growth
Sustainable profit margins
Strong cash flow and disciplined capital allocations
Low penetration in high growth market
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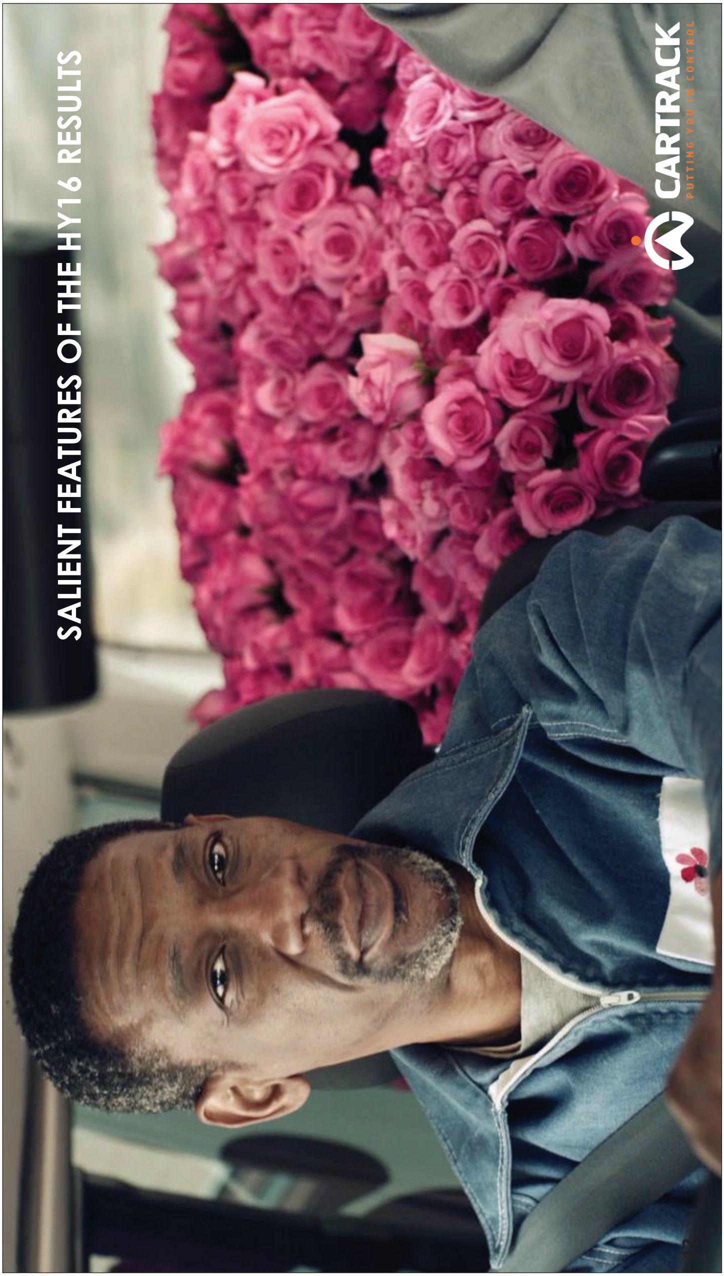
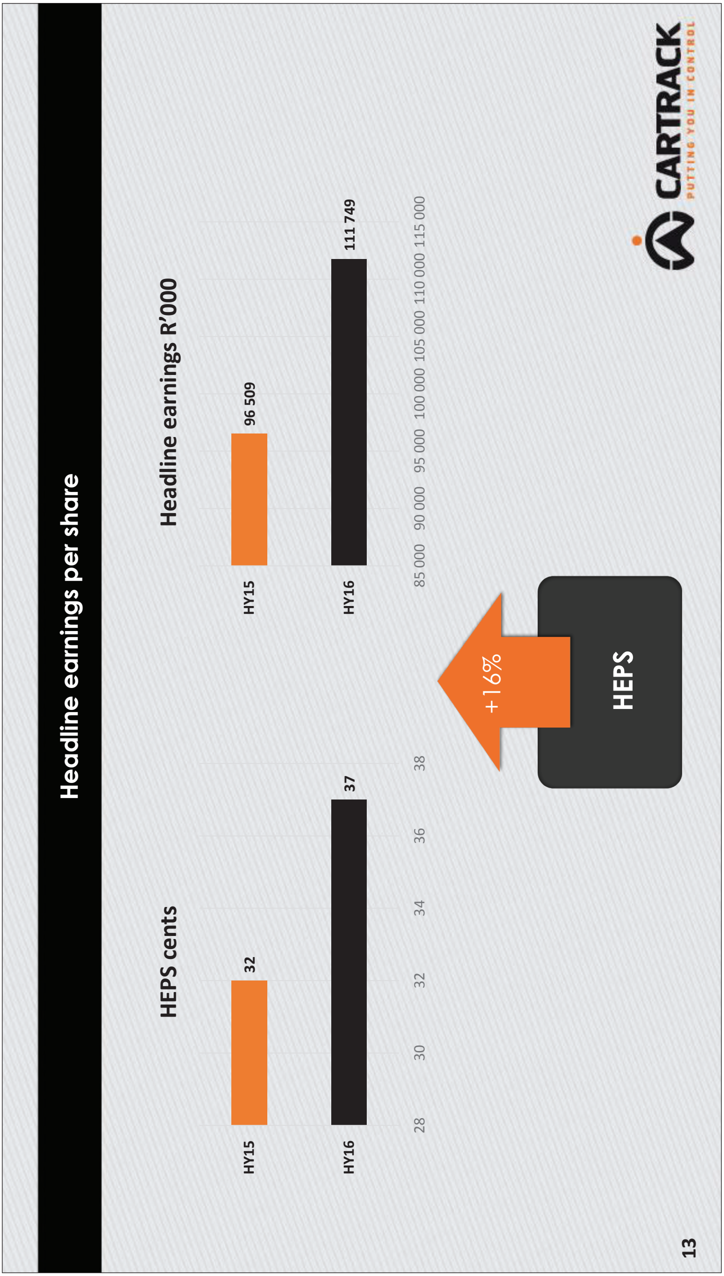
SALIENT FEATURES OF THE HY16 RESULTS





Headline earnings per share
HEPS cents
HY15
HY16
32
37
28
30
32
34
36
38
Headline earnings R'000
HY15
HY16
96 509
111 749
85 000
90 000
95 000
100 000
105 000
110 000
115 000
+16%
HEPS
CARTRACK
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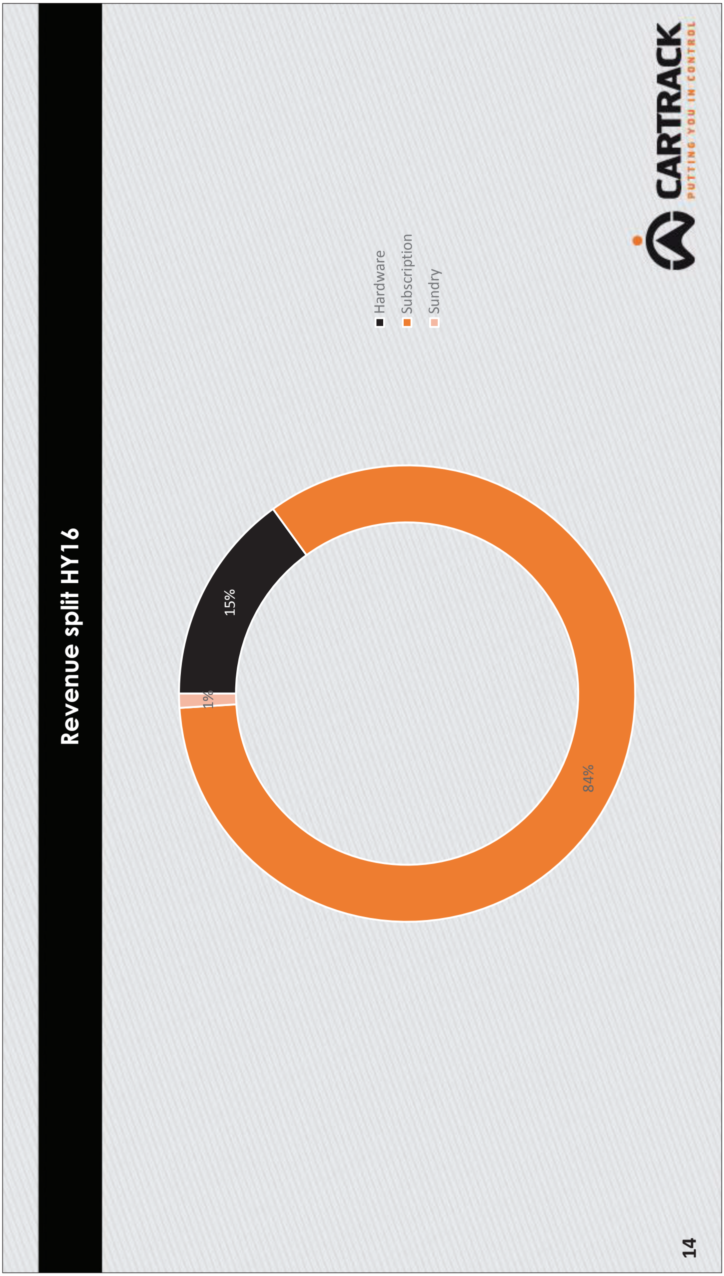
Revenue split HY16
15%
1%
84%
Hardware
Subscription
Sundry
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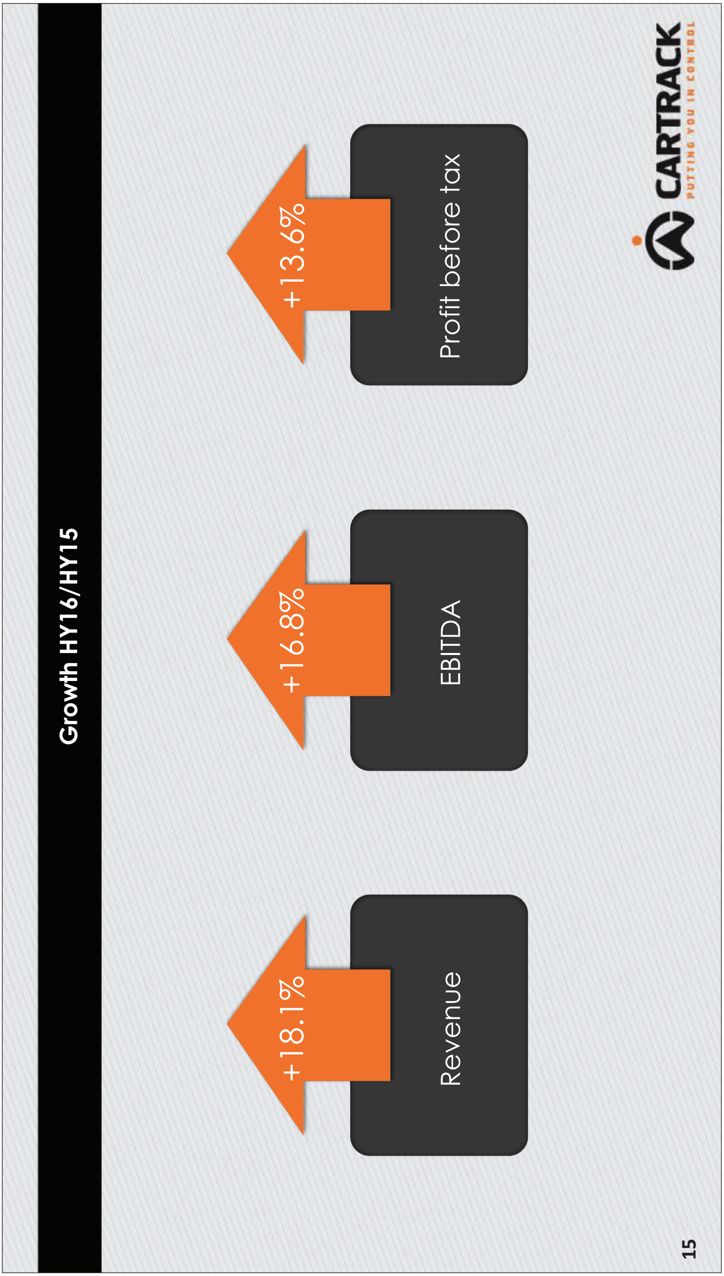
Growth HY16/HY15
+18.1%
Revenue
+16.8%
EBITDA
+13.6%
Profit before tax
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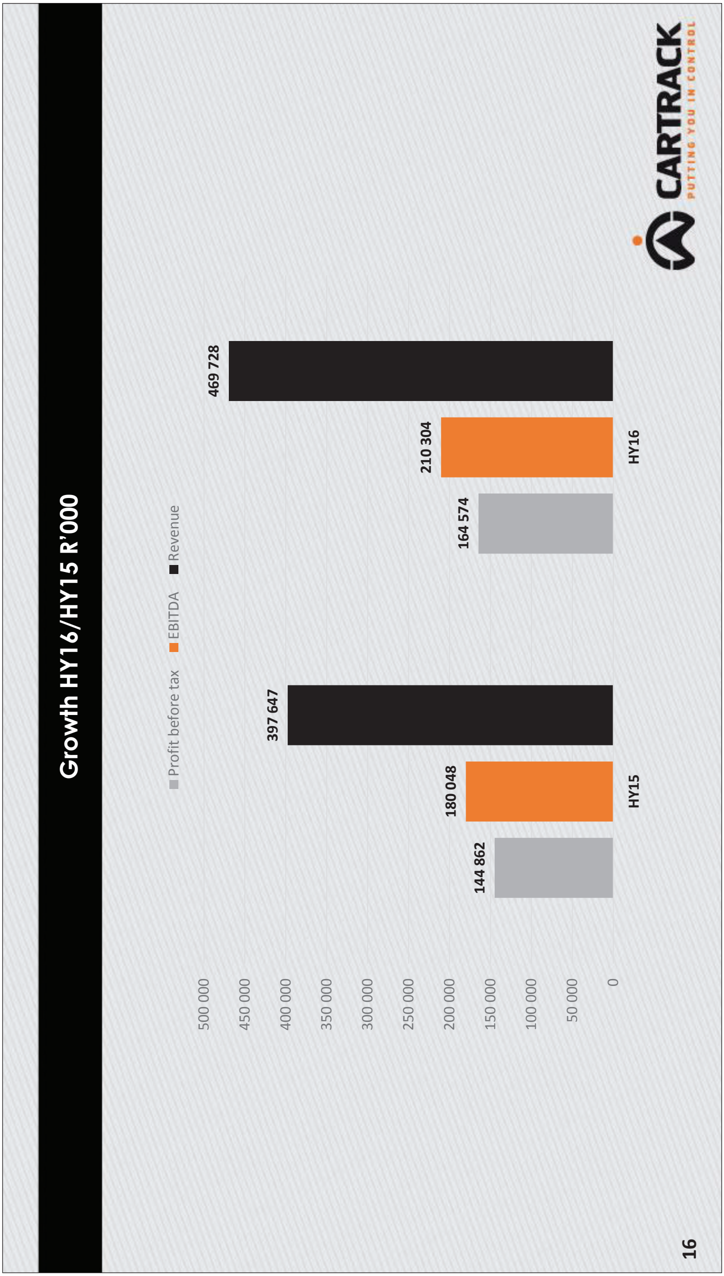
Growth HY16/HY15 R'000
Profit before tax
EBITDA
Revenue
500 000
450 000
400 000
350 000
300 000
250 000
200 000
150 000
100 000
50 000
0
144 862
180 048
397 647
HY15
164 574
210 304
469 728
HY16
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High cash generator

- Clean balance sheet with no leverage
- We have, since inception, financed our own growth in both existing and new markets
- Strong track record of returning excess cash to the shareholders
- Cartrack senior management involved in all expansions to minimise risk

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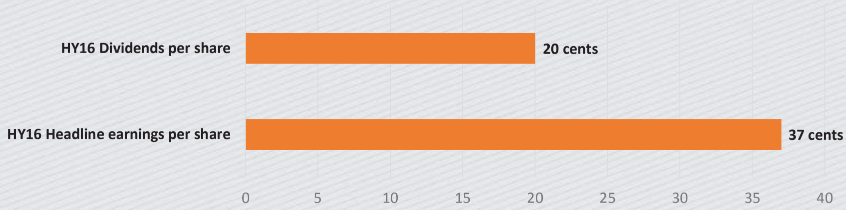
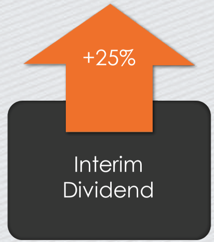
Earnings and dividends in respect of HY16

- Dividends in respect of HY16 – R60 million vs HY15 – R48 million
- Interim dividend cover of 1.86
- Dividend cover target is 1.25 to 1.55 for full year
- Strong cash flow generation with debtor book well below 30 days
- Expect to pay a significant final dividend for FY16
- Higher dividend largely due to organic growth and no new acquisitions of Cartrack Licensees





IPO – Illustrative, estimated return on investment in less than 12 months

	IPO price 19 Dec 2014	Price 3 Nov 2015	Capital gain/(loss)	Dividend yield	ROI inc dividend
ZAR	8.50	10.85	27.65%	+5.88%	33.53%
USD	0.74	0.79	6.76%		12.64% *
EUR	0.60	0.72	19.63%		25.51% *
SGD	0.97	1.10	14.09%		19.97% *

*did not consider exchange rate fluctuations for the dividend payments

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SEGMENTAL
GROWTH
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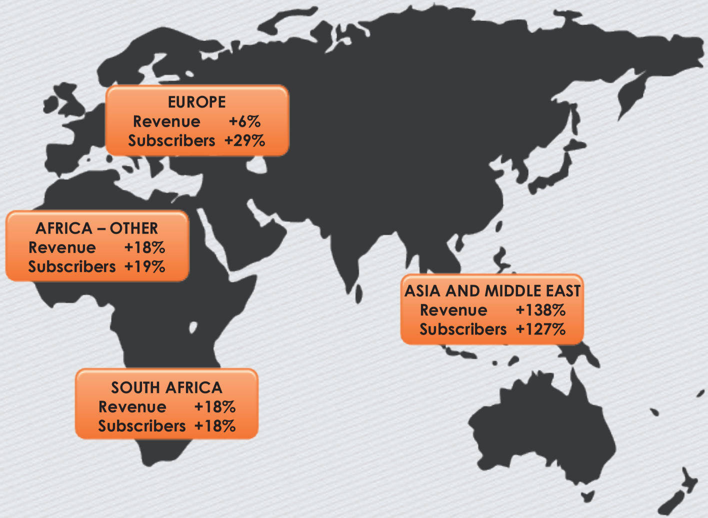
Platform for growth



EUROPE
- Experiencing price pressures
- Telemetry communication costs significantly reduced
- Increased efficiencies have led to reduced overhead expenses

AFRICA – OTHER
- Seeing the economies of scale having a positive impact on profitability

SOUTH AFRICA
- Huge investment in increasing the distribution platform in the last 12 months
- Very bullish on the profitability for the second half of FY16

ASIA AND MIDDLE EAST
- We continue to invest in the brand and distribution
- Starting to see some traction

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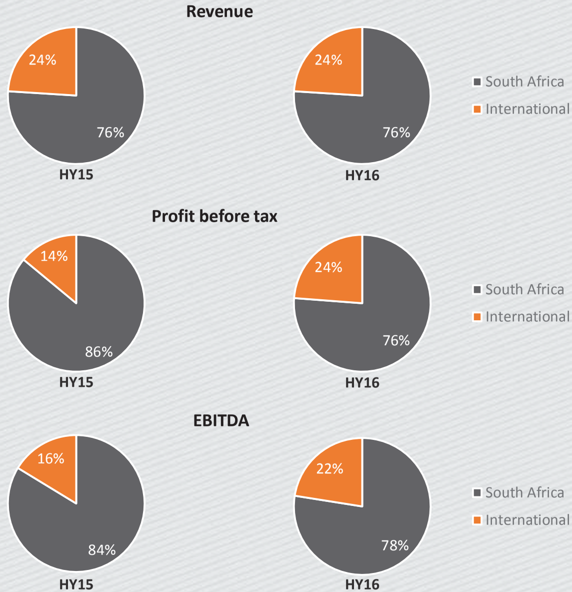
Segmental growth for 2015 and 2016

R'000	HY15	HY16	% change
Revenue			
South Africa	302 757	356 243	18
Africa – other	53 046	62 618	18
Europe	36 914	39 147	6
Asia and Middle East	4 930	11 720	138
Total	**397 647**	**469 728**	**18**
Profit before tax			
South Africa	124 639	125 478	1
Africa – other	15 358	31 403	104
Europe	6 514	13 240	103
Asia and Middle East	(1 649)	(5 547)	
Total	**144 862**	**164 574**	**14**
EBITDA			
South Africa	150 725	164 086	9
Africa – other	16 378	30 397	86
Europe	14 455	20 734	43
Asia and Middle East	(1509)	(4 913)	
Total	**180 048**	**210 304**	**17**



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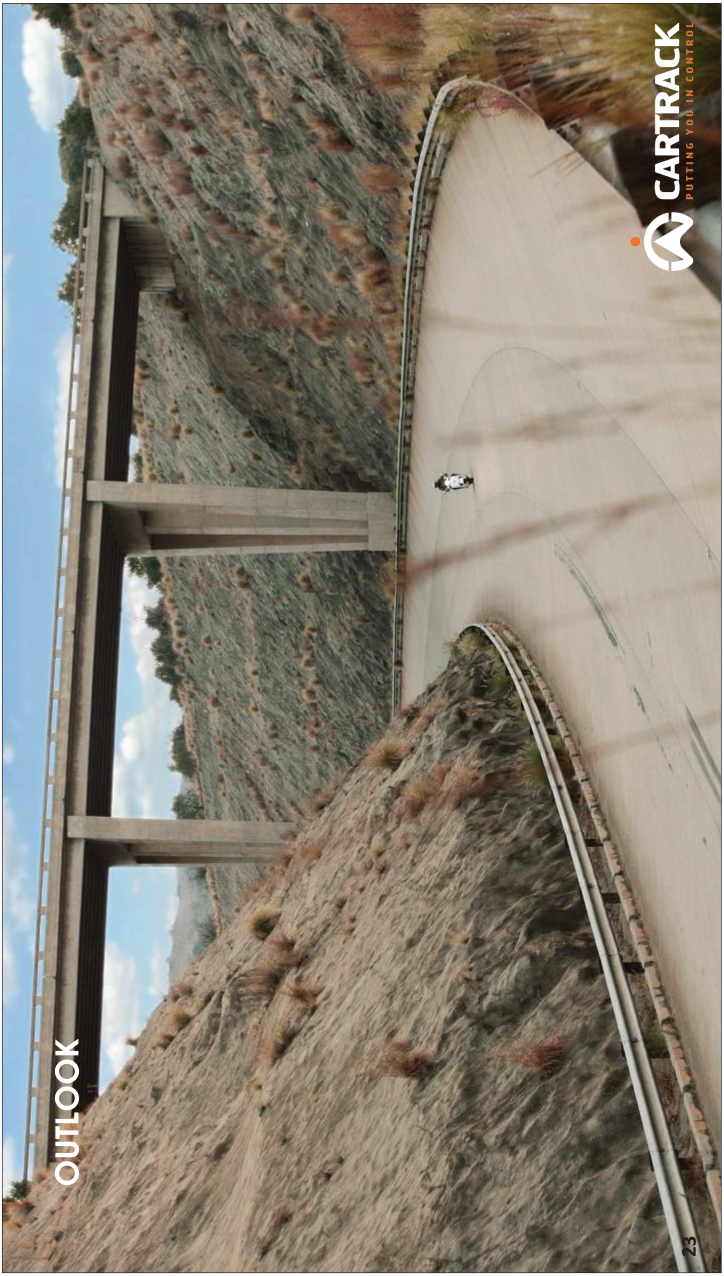
OUTLOOK
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A robust outlook for FY16

Strong profit growth and commensurate dividend growth expected for 2016

- Historically the second half of our financial year shows improved profits due to the annuity based business model
- Subscriber base expected to be over 500 000
- Will see significant profit improvements in the South African segment as strong growth is envisaged and costs will now be contained as the distribution platform has been established
- Capital allocation discipline will be maintained
- Evaluating the USA market but will only proceed with the correct management team
- Releasing new workforce optimisation software that will benefit both current and future subscribers
- Ability to leverage should the opportunity arise – no material external funding
- The weaker South African Rand should not affect our margins by more than 1.5% in FY16
- Cartrack continues to be well positioned through its proven technology and service, scalable platform, low cost base and increasing footprint to take advantage of market demands

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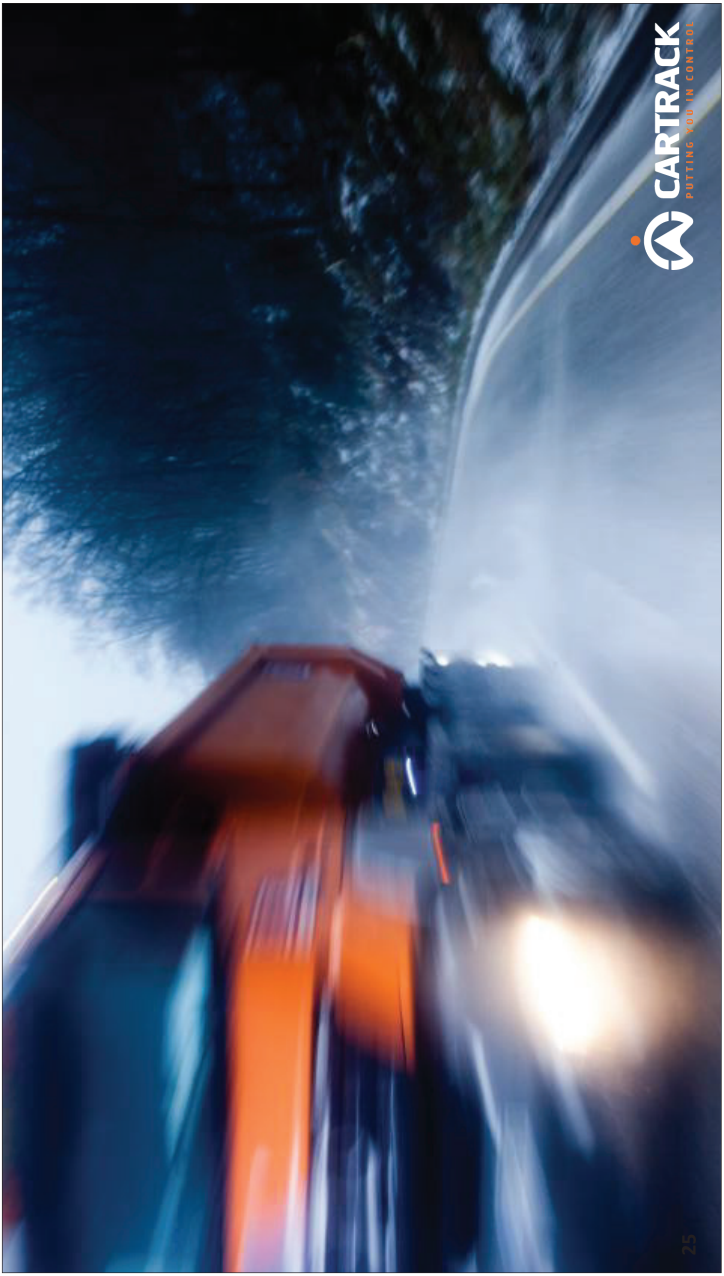
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REVIEWED FINANCIAL INTERIM RESULTS 2016

CONTENTS

HIGHLIGHTS

Revenue up on H1 2015

18%

Subscription revenue up on H1 2015

18%

Operating margin

34%

Subscriber base up on H1 2015

20% to 463 000 active contracts

Interim dividend per share up 25% to

20 cents

Headline EPS up on H1 2015

16%

EBITDA up on H1 2015

17%

Net cash from operating activities

R115 million

COMMENTARY

Group profile

Cartrack Holdings Limited is a holding company incorporated in South Africa and listed under the short code "CTK" in the Business Support Services sector on the Johannesburg Stock Exchange. The Group's activities are focused on the design, development and installation of telematics technology; data collection and analysis; the delivery of fleet and mobile asset management solutions delivered as Software-as-a-service ("Saas"), and the tracking and recovery of vehicles. The Group has a presence in various countries across Africa, Europe, Asia and the Middle East.

Group performance

Cartrack increased headline earnings and headline earnings per share by 16% to R111.7 million (H1 2015: R96.5 million) and 37.2 cents (H1 2015: 32.2 cents) respectively. An interim cash dividend of 20 cents (H1 2015: 16 cents) was declared, which represents a 25% increase on the prior period.

The Group increased revenue by 18% to R469.7 million and raised profit before tax by 14% to R164.6 million in the six months ended 31 August 2015 compared to the same period last year. All regions contributed to this growth, apart from the new country start-ups in Asia and the Middle East that were initiated in the latter part of last year. These new start-ups generated losses due to infrastructure being built ahead of anticipated future sales growth, and current losses are in line with management expectations. The global active subscriber base grew by 20% or some 76 000 contracts since H1 2015. Contract subscription revenue grew by 18% and continues to represent 84% of total revenue.

Growth in subscription revenue and generally higher contract pricing increased the profit contributions from operations outside South Africa and maintained the gross profit margin at 82%, despite price pressures in some regions. Advance purchasing of components and procurement cost management have thus far prevented the recent weakening of the Rand from having a significant impact on product costs.

Operating margin reduced to 34% (H1 2015: 36%), but would have been maintained except for two primary factors: firstly, the influence of the Asian and Middle Eastern operations where start-up costs have, as anticipated, increased on the back of infrastructure build; secondly, the fact that the change in accounting policy for the capitalisation and amortisation of the acquisition costs of rental contracts over their 36-month contract periods, commencing only from 2013, has had a negative effect on operating profit in the current period compared to H1 2015. This negative impact is a result of the number of months required to be amortised only building up to a full 36 months and plateauing from March 2015. As such, going forward there will be no further impact on profits arising from this policy change other than through normal growth. The current impact is an estimated 1.5% reduction in operating margin. EBITDA margin has been maintained at 45%.

Acquisitions

On 1 March 2015 Cartrack purchased 100% of the shares in Cartrack Manufacturing (Pty) Ltd (formerly Onecell Manufacturing (Pty) Ltd from Onecell Holdings (Pty) Ltd for R100, being the nominal share capital value. This acquisition places Cartrack in full control of the supply chain for its products, from procurement of components, to manufacture, testing and repair.

Cartrack acquired 100% of the shares in Cartrack Management Services (Pty) Ltd (formerly Bonito Recruitment Services (Pty) Ltd from Onecell Holdings (Pty) Ltd on 1 March 2015 for R100, being the nominal share capital value. This company provides the services of executive management and the non-executive directors to the Group.

Segmental contribution

South Africa

This segment continues to account for 76% of total revenue. Revenue grew by 18% to R356.2 million (H1 2015: R302.8 million) on the back of an equivalent increase in subscriber base. Operating profit margin decreased by 6% to 35% compared to H1 2015, substantially attributable to the additional expenditures incurred to build the South African sales and distribution infrastructure as a platform for future growth. This resulted in operating profits for this segment growing by only 1% relative to H1 2015. Cartrack South Africa, the largest operating entity in the Group, performed strongly in sales growth and achieved financial results in line with operational growth strategies. The now stronger infrastructure platform established over the past 12 months is already yielding higher growth and costs are being contained in line with new operational activity levels. Second half-year revenue and profitability is anticipated to reflect commensurate improvement.

Sales of fleet management products have shown particularly good growth. The market continues to see and realise increased benefits, for both risk management and commercial operational efficiencies, from the numerous real-time monitoring features provided. Consequently, the rate of market adoption across a range of telematics products is increasing. Stolen vehicle recovery remains a very important component of our services, this being supported by the worsening vehicle theft statistics as released by the South African Police Services in September 2015. Despite the increasing vehicle theft and hijack incidence rate being experienced, Cartrack is maintaining its 93% recovery rate.

Africa – Other

Revenue increased by 18% to R62.6 million (H1 2015: R53 million), continuing to contribute approximately 13% to overall Group revenue. All operations improved their performances. The benefits of scale from the subscriber growth of 19% since H1 2015 are reflected in the 78% increase in operating profit. Consequently, the African – Other segment has increased its contribution to Group operating profit from 11% to 17%.

Some significant orders have recently been received in Nigeria which will start to contribute to profit improvement in the second half-year. Additionally, sales forces in Kenya and Tanzania are being strengthened to drive sales to achieve the full potential that management perceives to exist in these territories.

Europe

Revenue grew by only 6% to R39.1 million (H1 2015: R36.9 million), reducing this segment's contribution to Group revenue to 8% from 9% in the prior year. Price pressures are being experienced in this segment, but simultaneously the cost of sales base has been lowered by virtue of reduced telemetry communication costs and increased operational efficiencies, which together have led to reduced overhead expenses. The operating profits increased by 105%, lifting the segment's contribution to Group operating profit from 5% (H1 2015) to 8%.

Asia and Middle East

Coming off a low base, revenue increased by 138% compared to H1 2015. The active subscriber base has increased by 3 522 contracts since end of H1 2015 to a current total of 6 295 contracts. Operating losses for the segment increased from R1.6 million for H1 2015 to R5.5 million in H1 2016, attributable to expenditure on infrastructure development costs in the start-up phase of operations established in the latter part of last year in the Philippines, Malaysia, UAE, Thailand, Hong Kong and Indonesia.

The operating losses of these recently established entities are being closely managed during this establishment stage and have been controlled within management's expectations. Sales have commenced in all operations and a steady monthly increase is anticipated. However, losses will continue and even increase over the remainder of the year as has been budgeted. Breakeven is only expected to be achieved within approximately three years of commencement of trading.

Funding and capital management

During the period the Group continued to generate strong positive cash flows. Cash and cash equivalents decreased by R43.4 million to R66.5 million since year-end, after a dividend payment of R90 million and the strategic building of inventory by a further R29.4 million during the period. Noteworthy is that the increase in finance costs is substantially attributable to an interest charge from South African Revenue Services on the arrear tax arising from the change in accounting policy adopted at the end of the last financial year, relating to the capitalisation of acquisition costs of rental contracts.

Working capital control has resulted in our trade receivables remaining well below a 30-day average collection period, despite the difficult economic situation faced globally. Inventory has, however, increased by 47% since last year-end. This is due primarily to the acquisition and consolidation of Cartrack Manufacturing (Pty) Ltd with this entity holding stocks of components and finished goods to the value of R35 million. A management decision was made to procure components in volume to achieve improved pricing and manage costs in the face of a deteriorating Rand. Additionally, some lengthening procurement lead times for componentry have led to the decision to increase stock buffer levels against our sales growth.

Outlook

Cartrack anticipates further solid growth potential in all the regions it serves during the remainder of this year and beyond. Global research reports continue to predict considerable telematics and related services growth, which supports management's view. The subscriber base is expected to grow to greater than 500 000 by year-end*.

The rapid and recent weakening of the Rand against the US dollar, the currency in which our main product components are purchased, will impact later in the year on cost of sales when new component stock is procured, manufactured and distributed through the sales pipeline. The impact of this currency deterioration has been minimised by advance procurement of components and higher than normal stocks. If the current Rand/US dollar exchange rate persists, the impact on margins of the higher procurement cost going forward as compared to our current component cost is estimated at 1.5%. On the other hand, this currency risk will be partially hedged as the offshore operations grow and a larger share of profits are generated from countries with strong currencies.

Cartrack's business model, which is based on high contract subscription revenue, typically yields increased revenue and profitability in the second half of a year. Management is confident that this cycle, combined with anticipated further good sales growth and the economies of scale, will yield a considerably higher rate of profit growth and cash flow despite the negative foreign exchange impact and operating losses still to be incurred in those Asian and Middle Eastern countries of recent expansion.

On 16 October 2015 Cartrack issued a SENS announcement that it is planning to launch a start-up operation in the USA by the end of this calendar year. However, more time is required to evaluate the market and determine optimal structures. Therefore, no USA start-up will be effected during this calendar year. A stated key strategic objective is global expansion and the USA represents a potentially significant market for Cartrack's fleet management offerings.

* *This forecast has not been reviewed by or reported on by the company's auditors.*

Dividends and dividend policy

The directors have declared a gross cash dividend from retained earnings of 20 cents per share (H1 2015: 16 cents on an equivalent number of shares in issue) in respect of the six-month period ended 31 August 2015. The increase of 25% in the interim dividend has been determined by virtue of the increased profitability of the Group and no investment outlays on acquisitions of any Cartrack licensees having been made in H1 2016 (approximately R53.4 million was spent on acquisitions in FY 2015).

The directors intend to declare a dividend on at least an annual basis and to adopt a dividend cover of between 1.25 and 1.55 times headline earnings per share for the full 2016 financial year. The directors believe this approach to be compatible with the Group's growth opportunities and ambitions and will regularly review the dividend policy considering levels of debt, if any, the capital requirements reflected in the Company's business plans, monies required for expansion and other growth opportunities.

However, there is no assurance that a dividend will be paid in respect of any financial period, and any future dividends will be dependent on, *inter alia*, the factors outlined above.

Executive Incentive Scheme

The Cartrack Executive Incentive Trust Scheme was approved at the annual general meeting held on 25 August 2015. Accordingly, the board of directors has commenced the implementation of this scheme and shares will be allocated to eligible employees during the second half of this year in accordance with the criteria as determined by the remuneration committee. The board of directors has approved the application of a rule that no employee who holds directly or indirectly more than 5% of the issued share capital of Cartrack shall be eligible to participate in the Cartrack Executive Incentive Trust Scheme. This incentive scheme is designed to incentivise and retain qualifying middle and senior management who are considered to be key contributors to the continued success of Cartrack.

Remuneration and nomination committee

Although the board has appointed a combined remuneration and nominations committee, it has agreed to appoint David Brown, chairman of the board, as chairman of the nomination committee considerations and Thebe Ikalafeng will continue as chairman of the remuneration committee considerations. This is in alignment with the principles of the South African Code of Corporate Practices and Conduct as set out in the third King Report on Corporate Governance.

On behalf of the board

David Brown
Chairman

Zak Calisto
Global chief executive officer

Basis of accounting

The condensed Group financial information has been prepared in accordance with the framework concepts and the measurement and recognition requirements of the International Financial Reporting Standards (IFRS) adopted by the International Accounting Standards Board, Interpretations issued by the International Financial Reporting Interpretations Committee (IFRIC) of the IASB, IAS 34 "*Interim Financial Reporting*", the SAICA Financial Reporting Guides as issued by the Accounting Practices Committee and Financial Reporting Pronouncements as issued by the Financial Reporting Standards Council, the requirements of the Companies Act of South Africa (Act 71 of 2008) as well as the Listings Requirements of the JSE Limited. The accounting policies and their application are consistent with those used by the Group in the previous financial period.

The review has been conducted in accordance with International Standards on Review Engagements 2410 (revised), Review of Interim Financial Information Performed by the Independent Auditor, Grant Thornton Johannesburg partnership, and their unmodified review conclusion is available for inspection at the Company's registered office. Any reference to future financial performance included in this announcement has not been reviewed or reported on by the Group's external auditors. The auditors' review report does not necessarily report on all the information contained in this announcement/financial results. Shareholders are therefore advised that in order to obtain a full understanding of the nature of the auditors' engagement they should obtain a copy of the auditors' review report together with the accompanying financial information from the issuer's registered office.

Dividend declaration

Ordinary shareholders are advised that the board of directors has declared an interim gross dividend of 20 cents per ordinary share (17 cents net of dividend withholding tax) for the six months to 31 August 2015 (the cash dividend).The cash dividend will be paid out of profits of the Company.

Timetable

Share code	CTK
ISIN	ZAE000198305
Company registration number	2005/036316/06
Company tax reference number	9108121162
Dividend number	3
Gross cash dividend per share	20 cents
Issued share capital as at declaration date	300 000 000
Dividend declaration date	Monday, 16 November 2015
Last day to trade *cum* dividend	Friday, 4 December 2015
Shares commence trading *ex* dividend	Monday, 7 December 2015
Record date	Friday, 11 December 2015
Dividend payment date	Monday, 14 December 2015

Share certificates may not be dematerialised or rematerialised between Monday, 7 December 2015 and Friday, 11 December 2015, both dates inclusive.

Tax implications

The cash dividend is likely to have tax implications for both resident and non-resident shareholders. Shareholders are therefore encouraged to consult their professional tax advisers should they be in any doubt as to the appropriate action to take.

In terms of the Income Tax Act, the cash dividend will, unless exempt, be subject to dividend withholding tax (DWT). South African resident shareholders that are liable for DWT, will be subject to DWT at a rate of 15% of the cash dividend and this amount will be withheld from the cash dividend. Non-resident shareholders may be subject to DWT at a rate of less than 15% depending on their country of residence and the applicability of any double tax treaty between South Africa and their country of residence.

By order of the board

Cartrack Holdings Limited

Company Secretary

Johannesburg

16 November 2015

Sponsor

Investec Bank Limited

Notes

Reviewed consolidated interim statement of financial position

as at 31 August 2015

Figures in R'000	Note(s)	Reviewed 31 August 2015	Audited 28 February 2015	Restated 31 August 2014
ASSETS				
Non-current assets				
Property, plant and equipment		**176 869**	150 530	126 844
Goodwill	3	**146 085**	144 269	142 162
Deferred tax		**11 728**	8 910	6 330
		334 682	**303 709**	**275 336**
Current assets				
Inventories		**91 932**	62 532	52 106
Loans to related parties		**5 346**	5 263	2 810
Trade and other receivables		**79 843**	68 177	49 077
Current tax receivable		**4 847**	449	1 110
Cash and cash equivalents		**67 044**	110 047	57 279
		249 012	**246 468**	**162 382**
Total assets		**583 694**	**550 177**	**437 718**
EQUITY AND LIABILITIES				
Equity				
Equity attributable to equity holders of parent				
Share capital		**42 488**	42 488	42 488
Reserves		**37 451**	32 317	22 481
Retained income		**319 152**	**300 415**	**200 421**
		399 091	**375 220**	**265 390**
Non-controlling interest		**31 255**	24 082	32 367
		430 346	**399 302**	**297 757**
Liabilities				
Non-current liabilities				
Finance lease obligation		**6 392**	5 618	4 043
Deferred tax		**908**	236	55
		7 300	**5 854**	**4 098**
Current liabilities				
Trade and other payables		**106 543**	101 133	80 669
Loans from related parties		**1 113**	1 235	1 587
Finance lease obligation		**5 988**	6 218	5 667
Current tax payable		**31 853**	36 321	38 254
Dividend payable		**–**	–	9 619
Bank overdraft		**551**	114	67
		146 048	**145 021**	**135 863**
Total liabilities		**153 348**	**150 875**	**139 961**
Total equity and liabilities		**583 694**	**550 177**	**437 718**

Reviewed consolidated interim statement of profit or loss and other comprehensive income

for the six months ended 31 August 2015

Figures in R'000	Note(s)	Reviewed Six months ended 31 August 2015	Audited 12 months ended 28 February 2015	Restated Six months ended 31 August 2014
Revenue		**469 728**	843 701	397 647
Cost of sales		**(83 888)**	(185 536)	(72 492)
Gross profit		**385 840**	**658 165**	**325 155**
Other income		**5 942**	6 852	3 737
Operating expenses		**(230 211)**	(366 539)	(184 205)
Operating profit		**161 571**	**298 478**	**144 687**
Foreign exchange gains		**2 328**	433	10
Investment revenue		**4 638**	4 533	681
Finance costs		**(3 963)**	(924)	(516)
Profit before taxation		**164 574**	**302 520**	**144 862**
Taxation		**(46 757)**	(88 442)	(40 714)
Profit for the period		**117 817**	**214 078**	**104 148**
Other comprehensive income:				
Items that may be reclassified to profit or loss:				
Exchange differences on translating foreign operations		**3 913**	(7 292)	3 637
Other comprehensive income for the period net of taxation		**3 913**	(7 292)	3 637
Total comprehensive income for the period		**121 730**	**206 786**	**107 785**
Profit attributable to:				
Owners of the parent		**108 737**	195 244	96 935
Non-controlling interest		**9 080**	18 834	7 213
		117 817	**214 078**	**104 148**
Total comprehensive income attributable to:				
Owners of the parent		**113 871**	190 490	97 998
Non-controlling interest		**7 859**	16 296	9 787
		121 730	**206 786**	**107 785**
Earnings per share				
Per share information				
Basic earnings per share (cents)	4	**0.36**	0.65	0.32
Headline earnings per share (cents)	5	**0.37**	0.65	0.32

Reviewed consolidated interim statement of changes in equity

for the six months ended 31 August 2015

Figures in R'000	Share capital	Share premium	Total share capital
Opening balance as previously reported	–	42 488	42 488
Change in accounting policy	–	–	–
Balance at 1 September 2014	–	42 488	42 488
Profit 1 September 2014 to 28 February 2015	–	–	–
Other comprehensive income 1 September 2014 to 28 February 2015	–	–	–
Total comprehensive income for the period	–	–	–
Foreign currency translation movements within equity	–	–	–
Acquisition of subsidiaries with NCI portion	–	–	–
Share issue*	42 488	(42 488)	–
Buyback and cancellation of shares	(510 000)	–	(510 000)
Issue of new shares	510 000	–	510 000
Dividends	–	–	–
Total contributions by and distributions to owners of company recognised directly in equity	42 488	(42 488)	–
Balance at 1 March 2015	**42 488**	**–**	**42 488**
Profit 1 March 2015 to 31 August 2015	**–**	**–**	**–**
Other comprehensive income 1 March 2015 to 31 August 2015	**–**	**–**	**–**
Total comprehensive income for the period	**–**	**–**	**–**
Dividends	**–**	**–**	**–**
Total contributions by and distributions to owners of company recognised directly in equity	**–**	**–**	**–**
Balance at 31 August 2015	**42 488**	**–**	**42 488**

**R300 not displaying due to rounding.*

Foreign currency translation reserve	Retained income	Total attributable to equity holders of the Group/ Company	Non-controlling interest	Total equity
22 481	155 523	220 492	32 367	252 859
–	44 898	44 898	–	44 898
22 481	200 421	265 390	32 367	297 757
–	99 994	99 994	11 450	111 444
(6 181)	–	(6 181)	(4 748)	(10 929)
(6 181)	99 994	93 813	6 702	100 515
16 017	–	16 017	(16 017)	–
–	–	–	1 837	1 837
–	–	–	–	–
–	–	(510 000)	–	(510 000)
–	–	510 000	–	510 000
–	–	–	(807)	(807)
16 017	–	16 017	(14 987)	1 030
32 317	**300 415**	**375 220**	**24 082**	**399 302**
–	**108 737**	**108 737**	**9 080**	**117 817**
5 134	**–**	**5 134**	**(1 221)**	**3 913**
5 134	**108 737**	**113 871**	**7 859**	**121 730**
–	**(90 000)**	**(90 000)**	**(686)**	**(90 686)**
–	**(90 000)**	**(90 000)**	**(686)**	**(90 686)**
37 451	**319 152**	**399 091**	**31 255**	**430 346**

Reviewed consolidated interim statement of cash flows

for the six months ended 31 August 2015

Figures in R'000	Reviewed Six months ended 31 August 2015	Audited 12 months ended 28 February 2015	Restated Six months ended 31 August 2014
Cash flows from operating activities			
Cash generated from operations	**171 929**	343 832	163 165
Interest income	**4 638**	4 533	681
Finance costs	**(3 288)**	(360)	(267)
Tax paid	**(57 949)**	(81 491)	(31 595)
Net cash from operating activities	**115 330**	265 514	131 984
Cash flows from investing activities			
Purchase of property, plant and equipment	**(71 162)**	(119 698)	(59 356)
Sale of property, plant and equipment	**507**	4 651	1 843
Acquisition of subsidiaries, net of cash acquired	**(15)**	(53 428)	(39 119)
Net cash from investing activities	**(70 670)**	(168 475)	(96 632)
Cash flows from financing activities			
Proceeds on share issue**	**–**	–	–
Increase/(decrease) in loans from related parties	**(122)**	498	856
(Increase)/decrease in loans to related parties	**(83)**	29 778	32 223
Finance lease (payments)/receipts	**1 217**	3 576	1 888
Dividends paid	**(90 686)**	(58 832)	(48 405)
Acquisitions resulting in increase in control of subsidiaries	**–**	(5 000)	(5 000)
Buyback of company's own shares*	**–**	(510 000)	–
Proceeds of share issue*	**–**	510 000	–
Net cash from financing activities	**(89 674)**	(29 980)	(18 438)
Total cash movement for the period	**(45 014)**	68 059	16 914
Cash at the beginning of the period	**109 933**	41 656	41 656
Effect of exchange rate movement on cash balances	**1 574**	218	(1 358)
Total cash at end of the period	**66 493**	109 933	57 212

* *This is additional disclosure not disclosed at the year-end, however, the impact is nil. The amounts relate to the proceeds from the private placement used to settle the purchase price in terms of the buyback agreement.*

** *R300 not displaying due to rounding.*

1. Presentation of reviewed interim condensed consolidated financial statements

The interim consolidated financial statements are prepared in accordance with the requirements of the JSE Limited Listings Requirements for provisional reports, and the requirements of the Companies Act applicable to interim financial statements. The Listings Requirements require interim reports to be prepared in accordance with the framework concepts and the measurement and recognition requirements of International Financial Reporting Standards (IFRS) and the SAICA Financial Reporting Guides as issued by the Accounting Practices Committee and Financial Pronouncements as issued by the Financial Reporting Standards Council and to also, as a minimum, contain the information required by IAS 34: *Interim Financial Reporting*. The accounting policies applied in the preparation of the consolidated financial statements from which the condensed financial statements were derived are in terms of International Financial Reporting Standards and are consistent with those accounting policies applied in the preparation of the previous consolidated annual financial statements, apart from the improvements made to the accounting standards and interpretations.

This is the first interim report being prepared and the effect of the change in accounting policy, made in the year ended 28 February 2015, is reflected in note 2 for the comparative period ended 31 August 2014.

2. Changes in accounting policy

The reviewed interim condensed consolidated financial statements have been prepared in accordance with IAS 34: *Interim Financial Reporting* on a basis consistent with the annual financial statements for the year ended 28 February 2015.

For the year ended 28 February 2015, the Group changed its accounting policy with respect to the treatment of capital rental units. The capital rental units meet the definition of property, plant and equipment in terms of IAS 16, and thus have been reclassified to property, plant and equipment as capital rental units. These were previously accounted for as a prepayment asset. Acquisition costs which are directly related to vehicle tracking contracts are now being capitalised to the capital rental units and depreciated over the period of the contracts. The typical duration of a rental contract is 36 months. These costs were previously expensed when incurred. This policy was adopted as management believes the policy will more closely match acquisition costs to revenue-generation.

The aggregate effect of the changes in accounting policy on the interim condensed consolidated financial statements for the six months ended August 2014 was as follows:

Figures in R'000	Restated 31 August 2014
Consolidated statement of financial position	
Property, plant and equipment	
Previously stated	36 780
Adjustment	90 064
	126 844
Net deferred tax (liability)/asset	
Previously stated	(3 616)
Adjustment	9 891
	6 275
Retained earnings	
Previously stated	(155 523)
Adjustment	(44 898)
	(200 421)
Net income tax asset (liability)	
Previously stated	(14 876)
Adjustment	(22 268)
	(37 144)
Trade and other receivables*	
Prepayment previously stated	43 642
Adjustment	(32 789)
Subtotal	10 853
Reclassification (note 9)	(9 507)
Trade debtors previously stated	47 731
	49 077

Figures in R'000	Restated 31 August 2014
Profit or loss	
Cost of sales*	
Previously stated	73 778
Adjustment	(5 251)
Subtotal	68 527
Reclassification (note 9)	3 965
	72 492
Operating expenses*	
Previously stated	199 880
Adjustment	(11 710)
Subtotal	188 170
Reclassification (note 9)	(3 965)
	184 205
Tax	
Previously stated	35 964
Adjustment	4 750
	40 714
Earnings per share (cents)	
Previously stated	0.28
Adjustment	0.04
	0.32

* *To be read in conjunction with note 9.*

3. Goodwill

Figures in R'000	South Africa	Africa – Other	Europe	Asia and Middle East	Total
Balance 1 March 2014	1 499	95 100	–	2 834	99 433
Additions	–	382	37 400	471	38 253
Translation adjustments	–	4 966	(867)	377	4 476
31 August 2014	1 499	100 448	36 533	3 682	142 162
Addition	–	–	7 641	–	7 641
Translation adjustments	–	(1 192)	(2 524)	(1 818)	(5 534)
28 February 2015	**1 499**	**99 256**	**41 650**	**1 864**	**144 269**
Addition	**157**	**–**	**–**	**–**	**157**
Translation adjustments	**–**	**(4 322)**	**5 783**	**198**	**1 659**
31 August 2015	**1 656**	**94 934**	**47 433**	**2 062**	**146 085**

Refer to note 7 for new acquisitions.

4. Basics earnings per share

	Reviewed 31 August 2015	Audited 28 February 2015	Restated 31 August 2014
Continuing earnings per share (cents)	**0.36**	0.65	0.32

The calculation of basic earnings per ordinary share is based on the profits attributable to equity holders of the parent and a weighted average number of shares in issue as per the table below.

The shares in issue on 1 March 2014 were 142 ordinary par value shares. In preparation for the listing in December 2014, these 142 par value shares were converted to 142 no par value shares and an additional 299 999 858 shares were issued to Onecell Holdings (Pty) Ltd for R300 to take the total issued shares to 300 000 000 ordinary shares of no par value. For purposes of determining the weighted average number of shares in issue, this share conversion and subsequent share issue have been treated as a share "split". Consequently, the weighted average shares in issue for each of the comparative periods have been determined to be 300 000 000 shares. This provides the user with more comparable and relevant information.

Figures in R'000	Reviewed 31 August 2015	Audited 28 February 2015	Restated 31 August 2014
Weighted average number of ordinary shares ('000)	**300 000**	300 000	300 000
Profit attributable to ordinary shareholders			
Profit for the year attributable to the equity holders of parent	**108 737**	195 244	96 935

5. Headline earnings per share

Figures in R'000	Reviewed 31 August 2015	Audited 28 February 2015	Restated 31 August 2014
Headline earnings per share (cents)	**0.37**	0.65	0.32

The calculation of headline earnings per share has been based on the following profit attributable to ordinary shareholders and the weighted average number of shares in issue as determined above in note 4.

Figures in R'000	Reviewed 31 August 2015	Audited 28 February 2015	Restated 31 August 2014
Weighted average number of ordinary shares ('000)	**300 000**	300 000	300 000
Reconciliation between basic earnings/(loss) and headline earnings/(loss)			
Basic earnings	**108 737**	195 244	96 935
Adjusted for:			
Reversal of bargain purchase	**3 278**	–	–
Gain on disposal of assets net of tax	**(266)**	(738)	(426)
	111 749	**194 506**	**96 509**

6. Segment reporting

The Group is organised into geographical business units and has four reportable segments. The Group monitors the operating results of its business units separately for the purpose of making decisions about resource allocation and performance assessment.

Segment report – 31 August 2015	South Africa	Africa – Other	Europe	Asia and Middle East	Total
Revenue	356 243	62 618	39 147	11 720	469 728
Intersegment elimination of revenue	98 507	–	–	–	98 507
Revenue before segment elimination	454 750	62 618	39 147	11 720	568 235
Profit before taxation includes the following items	125 478	31 403	13 240	(5 547)	164 574
Investment revenue	2 388	2 250	–	–	4 638
Finance costs	3 698	240	11	14	3 963
Foreign exchange gains	465	1 996	(115)	(18)	2 328
Depreciation	37 298	1 004	7 466	620	46 388
Total tangible assets	281 633	87 393	45 181	23 402	437 609
Total liabilities	(106 929)	(19 358)	(19 064)	(7 997)	(153 348)
Goodwill					146 085
Equity					430 346

Segment report – 28 February 2015	South Africa	Africa – Other	Europe	Asia and Middle East	Total
Revenue	627 175	124 280	80 422	11 824	843 701
Intersegment elimination of revenue	34 974	–	–	–	34 974
Revenue before segment elimination	662 149	124 280	80 422	11 824	878 675
Profit before taxation includes the following items	236 986	56 777	15 835	(7 078)	302 520
Investment revenue	1 617	2 916	–	–	4 533
Finance costs	693	210	8	13	924
Foreign exchange gains	35	307	8	83	433
Depreciation	58 816	1 917	10 389	476	71 598
Total tangible assets	277 562	77 606	36 605	14 135	405 908
Total liabilities	(107 459)	(25 042)	(13 097)	(5 277)	(150 875)
Goodwill					144 269
Equity					399 302

6. Segment reporting continued

Segment report – 31 August 2014	South Africa	Africa – Other	Europe	Asia and Middle East	Total
Revenue	302 757	53 046	36 914	4 930	397 647
Intersegment elimination of revenue	15 924	–	–	–	15 924
Revenue before segment elimination	318 681	53 046	36 914	4 930	413 571
Profit before taxation includes the following items	124 639	15 358	6 514	(1 649)	144 862
Investment revenue	680	1	–	–	681
Finance costs	307	203	5	1	516
Foreign exchange gains	(130)	137	3	–	10
Depreciation	26 459	818	7 936	136	35 349
Total tangible assets	164 615	64 897	27 698	2 346	259 556
Total liabilities	(55 533)	(44 581)	(18 091)	(21 756)	(139 961)
Goodwill					142 162
Equity					297 757

7. Business combinations

Immaterial business combinations occurring during the period ended 31 August 2015

On 1 March 2015, the group acquired 100% of the shares in Cartrack Manufacturing (Pty) Ltd (previously Onecell Manufacturing (Pty) Ltd) from Onecell Holdings (Pty) Ltd for a cash consideration. The group acquired this company in order to manage and control the procurement and manufacture of its products.

On 1 March 2015, the group acquired 100% of the shares in Cartrack Management Services (Pty) Ltd (previously Bonito Recruitment Services (Pty) Ltd) from Onecell Holdings (Pty) Ltd for a cash consideration. The group acquired this dormant company in order to account separately for group management services and related costs within the group.

Immaterial business combinations occurring during the year ended February 2015

In May 2014, the group acquired 60% of the shares in Retriever Rwanda Ltd from AH Nyimbo for a cash consideration to increase its footprint in Africa.

In August 2014, the group acquired 100% of the shares in Cartrack Technologies (Pty) Ltd (previously Onecell Technologies (Pty) Ltd from Onecell Holdings (Pty) Ltd) for a cash consideration. The group acquired this entity for the development of technologies in the industry.

Material business combinations occurring during the year ended February 2015

In March 2014, the group acquired 100% of the shares in Cartrack -Sistema de Controlo e Identificacoa de Veiculos S.A, Cartrack Espana S.L, Cartrack Europe SGPS, Cartrack Capital SGPS, and Cartrack Investments UK Ltd from JMV Matias for a cash consideration of R46 223 160. The group acquired these entities to obtain a global footprint in Europe. The acquisition has been accounted for using the acquisition method. The goodwill recognised is primarily attributed to the expected synergies from combining the assets and activities of the European acquisitions with those of the group and to the economies of scale to be achieved through future growth. The goodwill is not deductible for income tax purposes.

Fair value of assets acquired and liabilities assumed

Figures in R'000	Audited 28 February 2015
Property, plant and equipment	1 645
Loan receivable	59 636
Investments in subsidiaries	12 635
Inventories	3 016
Trade and other receivables	20 625
Borrowings	(78 682)
Trade and other payables	(16 260)
Tax liabilities	(1 072)
Cash	736
Outside shareholders	(1 097)
Goodwill	45 041
Cash consideration paid	46 223
Net cash outflow on acquisition	
Cash consideration paid	(46 223)
Cash acquired	736
	(45 487)

8. Commitments

Mercantile Bank Limited has provided a facility of R40 million to Cartrack Manufacturing (Pty) Ltd. Cartrack (Pty) Ltd has provided limited suretyship in favour of Mercantile Bank Limited.

9. Comparative figures

Figures in R'000	Reviewed 31 August 2015	Audited 28 February 2015	Restated 31 August 2014
Certain comparative figures have been reclassified from operating expenses to cost of sales to provide an appropriate allocation of expenses that directly relate to cost of sales.			
The effect of the reclassifications is as follows:			
Profit or loss			
Cost of sales	–	10 544	3 965
Operating expenses	–	(10 544)	(3 965)
	–	–	–
Certain comparative figures have been reclassified from other income to foreign exchange gains.			
The effect of the reclassifications is as follows:			
Profit and loss			
Other income	–	(433)	(10)
Foreign exchange gains	–	433	10
	–	–	–
Certain comparative figures have been reclassified in the consolidated statement of financial position. Other receivables, other payables and finance lease obligations have been reclassified to be consistent with the February 2015 reporting format.			
The effect of the reclassifications is as follows			
Statement of financial position			
Trade and other receivables including prepayments	–	–	(9 507)
Deferred income	–	–	3 399
Trade and other payables	–	–	6 108
Finance lease obligation long term	–	–	5 667
Finance lease obligation short term	–	–	–

Certain comparative figures have been restated due to a change in accounting policy. Refer to note 2 of the financial statements.

CORPORATE INFORMATION

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David Brown *(Independent Chairman)*
Thebe Ikalafeng
Kim White

Executive Directors

Isaias Jose Calisto *(Global Chief Executive Officer)*
John Richard Edmeston *(Global Chief Financial Officer and Deputy Global CEO)*

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