

NOTES TO THE ANNUAL FINANCIAL STATEMENTS

	Group	
	2017 \$'000	2016 \$'000
1. PROPERTY, PLANT AND EQUIPMENT		
Cost		
Land and buildings	5 104	5 047
Leasehold improvements	178	178
Other equipment and vehicles	155 384	145 047
Plant and machinery	628	577
	161 294	150 849
Accumulated depreciation		
Land and buildings	(3 426)	(3 065)
Leasehold improvements	(48)	(21)
Other equipment and vehicles	(56 181)	(49 014)
Plant and machinery	(309)	(311)
	(59 964)	(52 411)
Carrying value		
Land and buildings	1 678	1 982
Leasehold improvements	130	157
Other equipment and vehicles	99 203	96 033
Plant and machinery	319	266
	101 330	98 438
Movements in property, plant and equipment		
Balance at the beginning of the year		
Land and buildings	1 982	2 420
Leasehold improvements	157	–
Other equipment and vehicles	96 033	42 615
Plant and machinery	266	297
	98 438	45 332
Additions		
Land and buildings	57	–
Other equipment and vehicles	19 507	56 883
Plant and machinery	150	49
	19 714	56 932
Business combinations		
Leasehold improvements	–	178
Other equipment and vehicles	–	9 605
Plant and machinery	–	10
	–	9 793
Change in estimate related to asset retirement obligations*		
Land and buildings	–	(6)
Other equipment and vehicles	(206)	(560)
	(206)	(566)

1. **PROPERTY, PLANT AND EQUIPMENT continued**

Impairment loss

Land and buildings

Other equipment and vehicles

Plant and machinery

Disposals and transfers

Land and buildings

Other equipment and vehicles

Depreciation

Land and buildings

Leasehold improvements

Other equipment and vehicles

Plant and machinery

Reclassified as held for sale

Other equipment and vehicles

Balances at the end of the year

Land and buildings

Leasehold improvements

Other equipment and vehicles

Plant and machinery

	Group	
	2017	2016
	\$'000	\$'000
	(14)	(82)
	(2 223)	(3 416)
	–	(1)
	(2 237)	(3 499)
	–	16
	(1 299)	(444)
	(1 299)	(428)
	(347)	(366)
	(27)	(21)
	(11 954)	(8 650)
	(97)	(89)
	(12 425)	(9 126)
	(655)	–
	(655)	–
	1 678	1 982
	130	157
	99 203	96 033
	319	266
	101 330	98 438

* During the current year the Bowerman renewable electric site updated the decommissioning study. The outcome of the study indicated costs to decommission the site would be lower than originally estimated, which resulted in a reduction to the asset retirement obligation and a corresponding adjustment made to the property, plant and equipment items to which the cost of the asset retirement obligation was initially capitalised. In the prior year the tenure of gas rights relating to the McCarty renewable natural gas site was extended by 13 years. The asset retirement obligation was reduced as a result, due to an increased discounting period, and a corresponding adjustment made to the property, plant and equipment items to which the cost of the asset retirement obligation was initially capitalised. Refer to note 13.

NOTES TO THE ANNUAL FINANCIAL STATEMENTS continued

2. INTANGIBLE ASSETS

Group 2017

Carrying value at the beginning of the year

	Customer contracts \$'000	Emission allowances \$'000	Gas rights \$'000	Inter-connection \$'000	Land rights \$'000	Total \$'000
Carrying value at the beginning of the year	5 478	3 057	14 701	8 809	333	32 378
Additions	–	–	87	201	–	288
Refund on interconnection [#]	–	–	–	(4 843)	–	(4 843)
Disposals	–	(699)	–	–	–	(699)
Amortisation	(1 181)	–	(2 271)	(273)	(1)	(3 726)
Carrying value at the end of the year	4 297	2 358	12 517	3 894	332	23 398
Cost	17 276	2 358	37 837	4 352	333	62 156
Accumulated amortisation	(12 979)	–	(25 320)	(458)	(1)	(38 758)
	4 297	2 358	12 517	3 894	332	23 398

Group 2016

Carrying value at the beginning of the year

Carrying value at the beginning of the year	6 578	3 055	15 534	7 260	–	32 427
Additions	–	2	1 000	1 633	–	2 635
Business combinations	180	–	613	–	333	1 126
Amortisation	(1 234)	–	(2 446)	(84)	–	(3 764)
Impairment loss	(46)	–	–	–	–	(46)
Carrying value at the end of the year	5 478	3 057	14 701	8 809	333	32 378
Cost	17 438	3 057	37 748	8 994	333	67 570
Accumulated amortisation	(11 960)	–	(23 047)	(185)	–	(35 192)
	5 478	3 057	14 701	8 809	333	32 378

The amortisation expense has been included in the line item “depreciation and amortisation” in the statement of comprehensive income.

The following useful lives were used in the calculation of amortisation:

Customer contracts	15 years
Emission allowances	*
Gas rights	12 – 20 years
Interconnection	10 – 25 years
Land rights	**

The following are the remaining useful lives for each asset class:

Customer contracts	Between 1 and 8 years
Gas rights	Between 3 and 18 years
Interconnection	Between 5 and 19 years

[#] In May 2016 the Company was both informed and paid a refund of approximately \$4.8 million related to the amounts not utilised under an agreement to construct an interconnection for a landfill to gas-to-energy project in Southern California.

* Emission allowances consist of credits that need to be applied to nitrogen oxide (NOx) emissions from internal combustion engines. These engines emit levels of NOx for which specific allowances are required in certain regions of states in the United States of America. The allowances available for use each year are capped at a level necessary for ozone attainment per the National Ambient Air Quality Standards. Certain assets acquired through the acquisition of a subsidiary, by Montauk Energy Holdings LLC, qualify for NOx allowances. These have been recognised at fair value at date of acquisition, have indefinite useful lives and, as a result, are not amortised. These assets are tested annually for impairment. There is currently no indicator for impairment.

** Land rights have indefinite useful lives and, as a result, are not amortised. These assets were acquired during the prior year through the acquisition of Leaf LFG US Investments. No indicators of impairment existed at the reporting date.

3. SUBSIDIARY COMPANIES

Shares at cost less impairment

Company	
2017	2016
\$'000	\$'000
121 536	120 237

No impairments have been recognised on these shares.

\$1.3 million was capitalised to the investment in subsidiary in respect of share-based payments in the current year.

Interests in subsidiaries

Set out below are the Group's principal subsidiaries at year-end. Unless otherwise stated, the subsidiaries have share capital consisting solely of ordinary share capital, which is held directly by the Group. The country of incorporation or registration is also their principal place of business.

Name of entity	Principal activities	Place of business/ Country of incorporation	% of effective interest held by the Group		% exercisable voting rights		% of effective interest held by the non-controlling interests ("NCIs")	
			2017	2016	2017	2016	2017	2016
			Montauk Holdings USA, LLC	Renewable energy	United States of America	100%	100%	100%
Montauk Energy Holdings, LLC	Renewable energy	United States of America	100%	100%	100%	100%	-	-

Significant restrictions

There are no significant statutory, contractual or regulatory restrictions on the Group's ability to access or use the assets and settle the liabilities of the Group.

There are no contractual arrangements in place for the provision of financial support to any of the principal subsidiaries, nor has there been any financial or other support provided to these entities during the reporting period. There is no current intention of providing financial or other support to these entities.

Non-controlling interests

As at 31 March 2017 there are no non-controlling interests that are material to the Group.

4. DEFERRED TAX

Movements in deferred taxation

At the beginning of the year

Provisions and accruals

Assessed losses

Accelerated tax allowances

Alternative minimum tax credits

At the end of the year

Analysis of deferred taxation

Provisions and accruals

Assessed losses

Accelerated tax allowances

Alternative minimum tax credits

Federal tax credits

Group	
2017	2016
\$'000	\$'000
-	-
256	13
26 369	2 958
(184)	(2 971)
384	-
26 825	-
2 585	2 329
29 131	2 762
(7 760)	(7 576)
384	-
2 485	2 485
26 825	-

The Group had no unrecognised assessed loss assets at 31 March 2017 (2016: \$40 326).

NOTES TO THE ANNUAL FINANCIAL STATEMENTS continued

		Group	
		2017	2016
		\$'000	\$'000
5. NON-CURRENT RECEIVABLES			
Letters of credit		1 222	1 914
<p>These amounts are due within one to nineteen years and bear interest at rates ranging from 0% to 1% per annum.</p> <p>Fair value of non-current receivables The fair value of non-current receivables approximates the carrying value as market-related rates of interest are charged on these outstanding amounts. There were no impairment provisions on non-current receivable financial assets during the current or prior years.</p>			
6. INVENTORIES			
Consumables and spares		1 053	1 109
7. OTHER FINANCIAL ASSETS			
Fair value through profit and loss			
Energy price derivative		8	33
Amortised cost			
Restricted cash		7 759	9 361
		7 767	9 394
Current		3 582	7 159
Non-current		4 185	2 235
		7 767	9 394

Fair value of derivative financial instruments carried at fair value through profit or loss

Energy price derivative contracts of the Group are carried at their fair value on the statements of financial position and are subject to enforceable master netting agreements, which allow the Company to off-set recognised asset and liability fair value amounts on contracts with the same counterparty.

The net market value of all energy price derivative contracts at year-end was calculated by comparing the forward sale prices to the year-end spot prices. Changes in the market values are recognised immediately into profit and loss.

8. **TRADE AND OTHER RECEIVABLES**

Trade receivables
Other receivables
Allowance for impairment of trade receivables

Group	
2017	2016
\$'000	\$'000
8 345	2 186
440	1 119
–	–
8 785	3 305
Fair value of trade receivables	
8 785	3 305

The carrying value approximates fair value because of the short period to maturity of these instruments.

Trade receivables neither past due nor impaired

The credit quality of trade and other receivables that are neither past due nor impaired is assessed on an ongoing basis for individual debtors and based on repayment history.

Security

The Group holds no security over the trade receivables which can be sold or pledged to a third party.

Trade receivables past due but not impaired

At 31 March 2017 and 2016 trade receivables past due but not impaired were immaterial. These relate mainly to customers for whom there is no recent history of default. The aging analysis of these trade receivables is as follows:

30 to 60 days
60 to 90 days
More than 90 days

Group	
2017	2016
\$'000	\$'000
–	12
18	3
–	–

None of the trade receivables that are fully performing have been renegotiated in the last year.

The maximum exposure to credit risk at the reporting date is the fair value of each class of receivable as shown above.

9. **DISPOSAL GROUPS HELD FOR SALE**

During the year ended 31 March 2017 a decision was made by the Company's management to both cease operations at and market the assets of certain renewable electric facilities in its portfolio. Assets and liabilities classified as held for sale were as follows:

Property, plant and equipment
Inventories

Provisions

Group	
2017	2016
\$'000	\$'000
655	–
115	–
770	–
399	–

NOTES TO THE ANNUAL FINANCIAL STATEMENTS continued

	Number of shares		2017 \$'000	2016 \$'000
	2017 '000	2016 '000		
10. ORDINARY SHARE CAPITAL				
Authorised				
Ordinary shares of no par value	200 000	200 000	–	–
Issued				
In issue in Company	137 879	137 842	166 863	166 202
Restricted shares held by employees in terms of Restricted Stock Plan	(1 939)	(2 586)	–	–
	135 940	135 256	166 863	166 202

Details of the issued share capital and share premium and changes during the current and prior year are as follows:

	Number of shares '000	Share capital \$'000
In issue at 31 March 2015	135 256	166 202
Issued in terms of Restricted Stock Plan	2 586	–
In issue at 31 March 2016	137 842	166 202
Equity-settled share-based payments	–	614
Issued in terms of Share Appreciation Rights Scheme	37	47
In issue at 31 March 2017	137 879	166 863

The unissued shares are under the control of the directors until the next annual general meeting.

	Group		Company	
	2017 \$'000	2016 \$'000	2017 \$'000	2016 \$'000
11. OTHER RESERVES				
FCTR at the beginning of the year	2 573	2 733	2 588	2 733
Exchange differences on translation	52	(160)	51	(145)
At the end of the year	2 625	2 573	2 639	2 588

12. BORROWINGS

Vendor borrowings*

Bank borrowings*

Current portion of borrowings*

Borrowings*

Secured*

Borrowings of \$47.3 million in the current year consist of \$37.6 million in respect of a construction-to-term loan and \$9.6 million in respect of a revolving credit facility of \$0.5 million and term loan of \$9.2 million from a commercial bank. Borrowings in the prior year consisted of \$40.8 million in respect of a construction-to-term loan, \$10.5 million in respect of a revolving credit facility of \$0.1 million and term loan of \$10.4 million from a commercial bank and \$5.3 million in respect of the net amount of two secured loans assumed in a business combination.

These borrowings are secured by all assets of the Group, except for the construction-to-term loan, which is secured exclusively by the assets of Bowerman Power LFG, LLC. Total security as of 31 March 2017 includes the following: \$19.2 million of cash, \$8.8 million of trade receivables, \$3.5 million of other current financial assets, \$1.1 million of inventories, \$101.3 million of property, plant and equipment, \$23.4 million of intangible assets, \$1.2 million of non-current receivables, \$4.2 million of other long-term assets and \$0.8 million of assets held for sale.

Fixed rates*

Floating rates*

Maturity of these borrowings is as follows*:

Due within one year

Due within two to five years

Due after five years

Weighted average effective interest rates (%)

At 31 March 2017 the carrying value of borrowings approximates their fair value as market-related interest rates apply to these balances.

* Borrowings are shown net of debt issuance costs of \$0.5 million and \$0.8 million respectively.

Group	
2017	2016
\$'000	\$'000
37 637	40 767
9 633	15 256
(11 433)	(3 691)
35 837	52 332
35 837	52 332
37 637	45 571
9 633	10 452
47 270	56 023
11 433	3 691
8 622	21 075
27 215	31 257
47 270	56 023
6.61	6.42

NOTES TO THE ANNUAL FINANCIAL STATEMENTS continued

13. PROVISIONS

Asset retirement obligations

	Group	
	2017 \$'000	2016 \$'000
Balance at the beginning of the year	6 871	6 609
Raised during the year	460	1 034
Utilised	(125)	(206)
Reversed during the year	(386)	–
Change in estimate	(206)	(566)
Reclassified as held for sale	(399)	–
Balance at the end of the year	6 215	6 871

Leave entitlement

Balance at the beginning of the year	255	218
Raised during the year	509	459
Utilised	(525)	(422)
Balance at the end of the year	239	255

Bonus plans

Balance at the beginning of the year	1 222	762
Raised during the year	6 386	1 263
Utilised	(6 015)	(803)
Balance at the end of the year	1 593	1 222

Total provisions	8 047	8 348
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Non-current	6 215	6 871
Current	1 832	1 477
	8 047	8 348

Asset retirement obligations

Asset retirement obligations are based on the Group's environmental plans, in compliance with current regulatory requirements. Provision is made based on the net present value of the rehabilitation of landfill gas sites.

Leave entitlement

This provision is raised in respect of accumulated annual leave days accrued to employees as the Group has a present legal obligation as a result of past services provided by the employee. The timing of the settlement is uncertain given the nature of the provision.

Bonus plans

This provision is recognised when the Group has a present legal or constructive obligation as a result of past services provided by the employee. The timing and extent of claims settled remain uncertain until settlement occurs.

	Group		Company	
	2017	2016	2017	2016
	\$'000	\$'000	\$'000	\$'000
14. FINANCIAL LIABILITIES				
Financial liabilities carried at fair value through profit or loss				
Interest rate swap	8	54		
Current portion	8	38		
Non-current portion	–	16		
	8	54		
Fair value of derivative financial instruments carried at fair value through profit or loss				
Interest rate derivative contracts of the Group are carried at their fair value on the statement of financial position.				
The value of all the interest rate derivative contracts at year-end was determined using a model which incorporates market inputs, including the implied forward interest rate yield curve for the same period as the future interest rate swap settlement.				
15. TRADE AND OTHER PAYABLES				
Trade payables	594	345	14	–
Accruals in respect of fixed asset purchases	5 020	5 553	–	–
Accruals in respect of compensation	475	3 142	–	–
Accruals in respect of royalties	2 420	578	–	–
Other accruals and payables	3 360	3 251	–	–
	11 869	12 869	14	–
Fair value of trade and other payables				
The carrying value approximates fair value because of the short period to settlement of these obligations.				
16. COMMITMENTS				
Operating lease arrangements where the Group is a lessee				
Future leasing charges:				
– Payable within one year	189	212		
– Payable within two to five years	644	66		
– Payable after five years	40	–		
	873	278		
Commitments for the acquisition of property, plant and equipment and intangibles				
Contracted for but not provided in the financial statements	23 570	1 391		
Authorised but not contracted for	11 890	4 652		
	35 460	6 043		
Within one year	33 561	6 043		
More than one year	1 899	–		

NOTES TO THE ANNUAL FINANCIAL STATEMENTS continued

	Group		Company	
	2017	2016	2017	2016
	\$'000	\$'000	\$'000	\$'000
17. REVENUE				
Environmental attribute sales	50 558	32 575		
Gas commodity sales	26 471	11 848		
Wholesale electricity sales	11 894	6 289		
Other revenue	210	39		
	89 133	50 751		
18. OTHER INCOME				
Profit on disposal of emission reduction credits	–	9 573		
Gain on the sales of NOx allowances	150	–		
Other income	661	–		
	811	9 573		
19. INVESTMENT INCOME				
Interest				
Bank	37	39	34	38
20. FINANCE COSTS				
Interest	(4 177)	(449)		
21. ASSET IMPAIRMENTS				
Upon completion of its annual evaluation of asset impairment in accordance with IAS 36, the Company calculated and recorded an impairment loss as of 31 March 2017 of approximately \$2.2 million (2016: \$3.5 million). The impairment loss was primarily due to the continued deterioration in market pricing for electricity. It was calculated based on replacement cost of similar specification, age and condition items, as quoted by industry specialists. The impairment loss impact on the 31 March 2017 and 2016 statements of financial position by asset category is as follows:				
Property, plant and equipment, net	(2 237)	(3 499)		
Intangibles	–	(46)		
Impairment loss	(2 237)	(3 545)		
22. PROFIT/(LOSS) BEFORE TAXATION				
The following items have been included in arriving at profit before taxation:				
Auditors' remuneration				
– Audit fees – current year	279	174	–	–
Administrative fees	1 556	1 586	–	–
Consultancy fees	972	508	–	–
Operating lease charges				
– Premises	149	136	–	–
– Plant and equipment	9	11	–	–
Loss on disposal of property, plant and equipment	103	189	–	–
Commodity price mark-to-market adjustments	25	(245)	–	–
Secretarial fees	3	20	–	–
Staff costs	7 015	8 332	–	–

23. TAXATION

	Group		Company	
	2017	2016	2017	2016
	\$'000	\$'000	\$'000	\$'000
Current	449	–	–	–
Deferred	(26 825)	–	–	–
	(26 376)	–	–	–
Reconciliation of tax rate				
	%	%	%	%
Normal tax rate	28	28	28	28
Capital losses and non-deductible expenses	12	–	(28)	(28)
Deferred tax asset recognised	(213)	–	–	–
Deferred tax asset not recognised	–	(34)	–	–
Differential tax rates – CGT and foreign	6	6	–	–
Effective rate	(167)	–	–	–

24. EARNINGS/(LOSS) PER SHARE

	Group	
	2017	2016
	'000	'000
24.1 Earnings/(loss) per share as presented on the statements of comprehensive income is based on a weighted average number of 135 531 178 ordinary shares in issue (2016: 135 256 156).		
24.2 Diluted earnings/(loss) per share is based on the weighted average number of 136 469 156 ordinary shares in issue (2016: 135 256 156).		
Used in calculation of earnings/(loss) per share	135 531	135 256
Shares and rights issued in terms of the Restricted Stock Plan and Share Appreciation Rights Scheme	938	–
Used in calculation of diluted earnings/(loss) per share	136 469	135 256
24.3 Headline earnings/(loss) per share (cents)	32.08	(3.64)
Diluted headline earnings/(loss) per share (cents)	31.86	(3.64)

NOTES TO THE ANNUAL FINANCIAL STATEMENTS continued

	2017		2016	
	Gross \$'000	Net \$'000	Gross \$'000	Net \$'000
24. EARNINGS/(LOSS) PER SHARE continued				
Reconciliation of headline profit/(loss):				
Profit attributable to equity holders of the parent	-	42 125	-	2 320
Losses on disposal of plant and equipment	103	103	189	189
Impairment of plant and equipment	2 237	2 237	3 545	3 545
Third-party compensation received in respect of impaired plant and equipment	(834)	(834)	(1 140)	(1 140)
Gain on bargain purchase	-	-	(265)	(265)
Gain on disposal of intangible assets	(150)	(150)	(9 573)	(9 573)
Headline profit/(loss) attributable to equity holders of the parent		43 481		(4 924)
	Group		Company	
	2017 \$'000	2016 \$'000	2017 \$'000	2016 \$'000
25. NOTES TO THE CASH FLOW STATEMENTS				
25.1 Cash generated by operations				
Profit/(loss) after taxation	42 125	2 320	(213)	(284)
Taxation	(26 376)	-	-	-
Depreciation and amortisation	16 151	12 890	-	-
Profit on disposal of property, plant and equipment and intangibles	(47)	(9 384)	-	-
Impairment of assets	2 237	3 545	-	-
Gain on bargain purchase	-	(265)	-	-
Share-based payment expense	1 299	5	-	14
Fair value adjustments	(22)	(263)	-	-
Investment income	(37)	(39)	(34)	(38)
Finance costs	4 177	449	-	-
Movement in provisions	460	505	-	-
Other non-cash items	96	38	-	-
	40 063	9 801	(247)	(308)
25.2 Changes in working capital				
Inventory	56	(188)	-	-
Trade and other receivables	(5 209)	2 004	-	-
Trade and other payables	(5 611)	979	13	(209)
	(10 764)	2 795	13	(209)
25.3 Taxation paid				
Unpaid at the beginning of the year	(1)	(1)	(1)	(1)
Charged to the statement of comprehensive income	(449)	-	-	-
Unpaid at the end of the year	450	1	1	1
	-	-	-	-
25.4 Cash and cash equivalents				
Bank balances and deposits	19 622	10 010	421	569
	19 622	10 010	421	569

Fair value of cash and cash equivalents

The carrying value of cash and cash equivalents approximates fair value due to the short-term maturity of these instruments.

26. KEY MANAGEMENT COMPENSATION

**Group
Directors**

	Board fees \$'000	Salary \$'000	Other benefits \$'000	Share-based compensation \$'000	Bonus \$'000	Total \$'000
Year ended 31 March 2017						
Executive directors						
DR Herrman ^{1*}	–	65	7	–	–	72
ML Ryan*	–	226	20	218	169	633
SF McClain*	–	193	32	200	97	522
Non-executive directors						
JA Copelyn ^{2**}	10	–	–	–	–	10
MA Jacobson ²	7	–	–	–	–	7
A van der Veen ²	7	–	–	–	–	7
MH Ahmed ^{2***}	10	–	–	–	–	10
N Jappie ^{2****}	10	–	–	–	–	10
BS Raynor ^{2*****}	17	–	–	–	–	17
Total	61	484	59	418	266	1 288

¹ Mr DR Herrman resigned effective 10 June 2016.

² Actual fees determined in South African Rand.

* Paid by a subsidiary.

** Includes \$2 886 for remuneration committee and social and ethics committee fees.

*** Includes \$2 886 for remuneration committee and audit committee fees.

**** Includes \$2 886 for remuneration committee, audit committee and social and ethics committee fees.

***** Includes \$2 886 for audit committee fees and \$7 000 board fees paid by subsidiary companies.

	Board fees \$'000	Salary \$'000	Other benefits \$'000	Severance \$'000	Bonus \$'000	Total \$'000
Year ended 31 March 2016						
Executive directors						
DR Herrman*	–	290	33	1 000	–	1 323
SF McClain*	–	171	27	–	110	308
Non-executive directors						
JA Copelyn ^{1**}	9	–	–	–	–	9
MA Jacobson ¹	7	–	–	–	–	7
A van der Veen ¹	7	–	–	–	–	7
MH Ahmed ^{1***}	9	–	–	–	–	9
N Jappie ^{1****}	9	–	–	–	–	9
BS Raynor ^{1*****}	29	–	–	–	–	29
Total	70	461	60	1 000	110	1 701

¹ Actual fees determined in South African Rand.

* Paid by a subsidiary.

** Includes \$2 673 for remuneration committee and social and ethics committee fees.

*** Includes \$2 673 for remuneration committee and audit committee fees.

**** Includes \$2 673 for remuneration committee, audit committee and social and ethics committee fees.

***** Includes \$2 673 for audit committee fees and \$19 500 board fees paid by subsidiary companies.

Other key management and prescribed officers

	Salary \$'000	Other benefits \$'000	Share-based compensation \$'000	Severance \$'000	Bonus \$'000	Total \$'000
Year ended 31 March 2017						
SE Hill	195	32	200	–	97	524
CA Davis	149	27	660	85	–	921
JW Wallace	146	7	21	–	89	263
Total	490	66	881	85	186	1 708
Year ended 31 March 2016						
ML Ryan	198	22	–	–	123	343
SE Hill	182	28	–	–	96	306
CA Davis	217	28	–	–	127	372
Total	597	78	–	–	346	1 021

NOTES TO THE ANNUAL FINANCIAL STATEMENTS continued

27. DIRECTORS' SHAREHOLDINGS

Group	Direct beneficial		Indirect beneficial		Associates	
	Number	% holding	Number	% holding	Number	% holding
31 March 2017						
Executive directors						
ML Ryan*	660 540	0.5	–	–	–	–
SF McClain*	646 400	0.5	–	–	–	–
Non-executive directors						
JA Copelyn	–	–	6 705 348	4.8	–	–
MA Jacobson	2 640 689	1.9	–	–	–	–
A van der Veen	833 272	0.6	–	–	–	–
BS Raynor**	812 078	0.6	–	–	–	–
Total	5 592 979	4.1	6 705 348	4.8	–	–

* 646 400 shares per director are held in terms of the Montauk Holdings Restricted Stock Plan for U.S. Affiliates.

** Acquired a further 134 000 shares between 23 May and 15 June 2017.

31 March 2016

Executive directors

SF McClain*	646 400	0.5	–	–	–	–
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Non-executive directors

JA Copelyn	6 705 348	4.8	–	–	–	–
MA Jacobson	3 255 689	2.4	–	–	–	–
A van der Veen	833 272	0.6	–	–	–	–
BS Raynor	387 578	0.3	–	–	–	–
Total	11 828 287	8.6	–	–	–	–

* Held in terms of the Montauk Holdings Restricted Stock Plan for U.S. Affiliates.

28. MONTAUK HOLDINGS RESTRICTED STOCK PLAN FOR U.S. AFFILIATES AND SHARE APPRECIATION RIGHTS SCHEME FOR U.S. AFFILIATES

The Company operates two equity-settled share-based remuneration schemes:

- The Montauk Holdings Restricted Stock Plan for U.S. Affiliates ("Restricted Stock Plan"); and
- The Montauk Holdings Share Appreciation Rights Scheme for U.S. Affiliates ("Share Appreciation Rights Scheme").

In terms of the Restricted Stock Plan only United States-based employees of United States-based companies are eligible to participate. Shares are awarded to participants for Nil consideration, subject to various restrictions, including the participant's ability to trade or encumber the shares. These restrictions lapse in respect of 20% of shares held on the second anniversary of date of grant, 20% on the third anniversary and 60% on the fourth anniversary of date of grant, provided the participant remains in the Group's employ. The maximum number of shares that may be awarded to any one participant is 2 000 000.

In terms of the Share Appreciation Rights Scheme only United States-based employees of United States-based companies are eligible to participate. Share appreciation rights vest over periods of three to five years. Rights are awarded at a strike price equal to the closing price on the date of award. Share appreciation rights may be exercised within three months of vesting, whereafter they lapse. The exercise price is determined with reference to the 20-day volume weighted average trading price of the Company's shares on the JSE Limited, preceding the date of exercise. Gains realised are settled by the Company on a net equity basis, whereby the number of shares delivered to a participant shall be equal in value to the gross gain realised. The maximum number of shares that may be awarded to any one participant is 2 000 000.

The fair value of options granted is measured using the Black-Schöles Model. Grants awarded in the current year were fairly valued using a volatility indicator of 86% and an annual interest rate of 1%. The cost relating to these grants is recognised by allocating the fair value over the vesting period on a straight-line basis. An expense of \$1 299 472 (2016: \$5 000) was recognised during the current year.

The volume weighted average share price during the current year was ZAR15.03 (2016: ZAR7.80).

28. MONTAUK HOLDINGS RESTRICTED STOCK PLAN FOR U.S. AFFILIATES AND SHARE APPRECIATION RIGHTS SCHEME FOR U.S. AFFILIATES continued

The restricted shares issued in terms of the Restricted Stock Plan and outstanding at 31 March 2017 are as follows:

	Number of restricted shares		Weighted average issue price ZAR*	
	2017	2016	2017	2016
Balance at the beginning of the year	2 585 600	–	–	–
Restricted shares awarded	–	2 585 600		
Restricted shares vested upon retirement	(646 400)	–	–	–
Balance at the end of the year	1 939 200	2 585 600	–	–
Unconditional on:				
31 March 2018	387 840	517 120	–	–
31 March 2019	387 840	517 120	–	–
31 March 2020	1 163 520	1 551 360	–	–

The number of shares received by participants of the Restricted Stock Plan at the date that these become unconditional are not variable and are limited to the number awarded at date of grant.

The maximum number of shares that may be utilised for the purposes of the Restricted Stock Plan is 7 514 231. In addition to the 2 585 600 shares already issued to participants a further 4 928 631 shares may be utilised by the Restricted Stock Plan. 646 600 (2016: Nil) shares became unconditional during the year.

The share appreciation rights issued in terms of the Share Appreciation Rights Scheme and outstanding at 31 March 2017 are as follows:

	Number of share appreciation rights		Weighted average exercise price ZAR*	
	2017	2016	2017	2016
Balance at the beginning of the year	525 000	–	8.50	–
Share appreciation rights awarded	425 000	950 000	18.50	8.50
Share appreciation rights forfeited	–	(425 000)	–	8.50
Share appreciation rights exercised	(75 000)	–	8.50	–
Balance at the end of the year	875 000	525 000	13.36	8.50
Exercisable between:				
11 December 2018 and 11 March 2019	150 000	175 000	8.50	8.50
26 October 2019 and 26 January 2020	258 333	–	18.50	–
11 December 2019 and 11 March 2020	150 000	175 000	8.50	8.50
26 October 2020 and 26 January 2021	83 333	–	18.50	–
11 December 2020 and 11 March 2021	150 000	175 000	8.50	8.50
26 October 2021 and 26 January 2022	83 334	–	18.50	–

The maximum number of shares that may be issued in respect of the 875 000 (2016: 525 000) share appreciation rights outstanding at reporting date is 875 000 (2016: 525 000).

The maximum number of shares that may be utilised for the purposes of the Share Appreciation Rights Scheme is 7 514 231. In addition to the share appreciation rights in issue at the reporting date a further 6 601 753 (2016: 6 989 231) shares may be utilised by the Share Appreciation Rights Scheme. 37 478 (2016: Nil) shares were delivered to participants in terms of the Share Appreciation Rights Scheme during the year under review.

28. **MONTAUK HOLDINGS RESTRICTED STOCK PLAN FOR U.S. AFFILIATES AND SHARE APPRECIATION RIGHTS SCHEME FOR U.S. AFFILIATES continued**

	Number of share appreciation rights		Weighted average exercise price ZAR*	
	2017	2016	2017	2016
Share appreciation rights granted to executive directors continued:				
DR Herrman				
Balance at the beginning of the year	-	-	-	-
Share appreciation rights awarded	-	425 000	-	8.50
Share appreciation rights forfeited	-	(425 000)	-	8.50
Balance at the end of the year	-	-	-	-

* Restricted share award prices and share appreciation rights prices are disclosed in South African Rand due to the Company's shares being listed and its share price quoted on the JSE Limited.

NOTES TO THE ANNUAL FINANCIAL STATEMENTS continued

29. FINANCIAL RISK MANAGEMENT

29.1 Financial risk factors

The Group's activities expose it to a variety of financial risks: market risk (including commodity risk, currency risk and interest rate risk), credit risk and liquidity risk. The Group's overall risk management programme focuses on the unpredictability of financial markets and seeks to minimise potential adverse effects on the financial performance of the Group. The Group uses derivative financial instruments to hedge certain risk exposures.

Risk management is carried out by the finance departments of the major operating units under policies approved by their boards of directors. Their boards provide principles for overall risk management, as well as written policies covering specific areas such as foreign exchange risk, interest rate risk, use of derivative financial instruments and non-derivative financial instruments, and investing excess liquidity. Credit risk is also managed at an entity level for trade receivables.

29.1.1 Market risk

Currency risk

The Group's exposure to foreign exchange risk is insignificant as its functional currency is US Dollar and its operations are all situated in the United States with only certain administrative functions performed in South Africa. The Group secures its debt denominated in US Dollar in the offshore entities with assets and cash flows of those offshore operations (where the functional currency of these entities is US Dollars). As a result, no forward cover contracts are required on this debt. There are no foreign currency imports or exports in the Group and services procured in foreign currency are not material.

The following exchange rates applied during the years under review:

	Average rate		Reporting date	
	2017	2016	2017	2016
South African Rand	0.07	0.07	0.07	0.07

The following carrying amounts were exposed to foreign currency exchange risk:

	2017 \$'000	2016 \$'000
Cash and cash equivalents		
South African Rand	421	569
Trade and other payables		
South African Rand	14	–

Interest rate risk

The Group's primary interest rate risk arises from long-term borrowings. Borrowings at variable rates expose the Group to cash flow interest rate risk. Borrowings at fixed rates expose the Group to fair value interest rate risk.

At 31 March the interest rate profile of the Group's interest-bearing financial instruments (gross of debt issuance costs) was:

	Carrying amount	
	2017 \$'000	2016 \$'000
Fixed rate instruments		
Financial assets	19 622	10 010
Financial liabilities	(38 126)	(45 571)
Variable rate instruments		
Financial assets	–	–
Financial liabilities	(9 677)	(10 452)

Fair value sensitivity analysis for fixed rate instruments

A change of 100 basis points in interest rates would have increased or decreased profit after tax by \$0.1 million (2016: \$0.1 million).

Other price risk

The Group is not exposed to commodity price risk other than energy commodity (electricity and natural gas) and RIN pricing. In order to mitigate the risks associated with the fluctuations in energy commodity prices from time to time the Group enters various hedging arrangements to fix prices for portions of expected production volumes. A change of 1% in the natural gas price would have increased/decreased post-tax profits by \$0.1 million (2016: \$0.1 million). A change of 1% in the price of RINs would have increased/decreased post-tax profits by \$0.3 million. The analysis assumes that all other variables remain constant.

29. FINANCIAL RISK MANAGEMENT continued**29.1 Financial risk factors continued****29.1.2 Credit risk**

The Group has no significant concentrations of credit risk. Overall credit risk is managed at entity level. Credit risk arises from cash and cash equivalents, derivative financial instruments and deposits with banks and financial institutions, as well as credit exposure to the Group's customer base, including outstanding receivables and committed transactions. For banks and financial institutions, only board-approved parties are accepted. The Group has policies that limit the amount of credit exposure to any financial institution. Trade receivables comprise a large, widespread customer base and the Group performs ongoing credit evaluations of the financial condition of its customers. The utilisation of credit limits are regularly monitored. Refer to note 8 for further credit risk analysis in respect of trade and other receivables. No credit limits were exceeded during the year under review, and management does not expect any losses from non-performance by these counterparties.

The table below shows the Group's maximum exposure to credit risk by class of asset:

	Carrying amount	
	2017 \$'000	2016 \$'000
Energy price derivatives	8	33
Receivables	10 007	5 219
Cash and cash equivalents	19 622	10 010
	29 637	15 262

29.1.3 Liquidity risk

Prudent liquidity risk management implies maintaining sufficient cash and marketable securities, the availability of funding through an adequate amount of committed credit facilities and the ability to close out market positions. Due to the dynamic nature of the underlying businesses, the treasury functions of the major subsidiaries aim to maintain flexibility in funding by keeping committed credit lines available. Management monitors rolling forecasts of the Group's liquidity headroom on the basis of expected cash flow and the resulting borrowing position compared to available credit facilities. This process is performed during each financial year-end and monitored by the board on an ongoing basis.

	Less than one year \$'000	Between two and five years \$'000	Over five years \$'000
At 31 March 2017			
Bank and other borrowings (gross of debt issuance costs)	11 477	8 622	27 705
Trade and other payables	11 869	–	–
	23 346	8 622	27 705
At 31 March 2016			
Bank and other borrowings	3 691	21 075	31 257
Trade and other payables	12 869	–	–
	16 560	21 075	31 257

Defaults and breaches on loans

There were no breaches or defaults on the repayment of any loans payable during the current or prior year.

29.2 Capital risk management

The Group's objectives when managing capital are to safeguard the Group's ability to continue as a going concern and provide optimal returns for shareholders through maintaining an optimal capital structure. The Group defines capital as equity funding provided by shareholders and debt funding from external parties. Shareholder funding comprises permanent paid up capital, revenue reserves and other reserves, being revaluation reserves (if any) and foreign currency translation reserves. The board's policy is to maintain a strong capital base so as to maintain investor and creditor confidence, and to sustain future development of the business. The board of directors monitors the cost of capital, which the Group defines as the weighted average cost of capital, taking into account the Group's internally calculated cost of equity (shareholder funding) and long-term cost of debt assumptions. The board seeks to maintain a balance between the higher returns that might be possible with higher levels of borrowings and the advantages and security afforded by a sound equity position. The Group's debt capacity and optimal gearing levels are determined by the cash flow profile of the Group and are measured through applicable ratios such as net debt to earnings before interest, tax, depreciation and amortisation ("EBITDA") and interest cover. In order to maintain or adjust the capital structure, in the absence of significant investment opportunities, the Group may adjust the amount of dividends paid to shareholders, return capital to shareholders or issue new shares. There were no changes in the Group's approach to capital management during the year. Neither the Company nor any of its subsidiaries are subject to externally imposed capital requirements.

NOTES TO THE ANNUAL FINANCIAL STATEMENTS continued

29. FINANCIAL RISK MANAGEMENT continued

29.3 Fair value estimation

IFRS 13 requires disclosure of fair value measurements by level of the following fair value measurement hierarchy:

Level 1 – Quoted prices available in active markets for identical assets or liabilities

Level 2 – Inputs used, other than quoted prices included within level 1, that are observable for the asset or liability, either directly or indirectly

Level 3 – Fair value determined by valuation that uses inputs that are not based on observable market data

The following items are measured at fair value:

	Level 1 \$'000	Level 2 \$'000	Level 3 \$'000	Total \$'000
Group 2017				
ASSETS				
Financial assets at fair value through profit or loss				
Energy price derivative	–	8	–	8
Total assets	–	8	–	8
LIABILITIES				
Financial liabilities at fair value through profit or loss				
Interest rate swap	–	8	–	8
Total liabilities	–	8	–	8
Group 2016				
ASSETS				
Financial assets at fair value through profit or loss				
Energy price derivative	–	33	–	33
Total assets	–	33	–	33
LIABILITIES				
Financial liabilities at fair value through profit or loss				
Interest rate swap	–	54	–	54
Total liabilities	–	54	–	54

30. EVENTS SUBSEQUENT TO REPORTING DATE

In June 2017 the Group entered into an agreement with a new landfill counterparty to build, own and operate a renewable natural gas (“RNG”) facility at a landfill located in Ohio for a term of 20 years from commercial operation. Upon commercial operation this new facility will process up to 3 500 standard cubic feet per minute of methane. Commercial operations of this RNG project is targeted to commence early in the 2019 financial year.

This event does not affect the results of the Group for the year ended 31 March 2017.

On 27 July 2017 Montauk Energy Holdings, LLC (“MEH”) paid in full the outstanding balance on MEH’s term loan from a commercial bank, including accrued interest and terminated its existing interest rate swap agreement for an immaterial termination fee.

On 4 August 2017 MEH entered into an amended and restated credit agreement (“credit agreement”) with a commercial bank which provided for a three-year term loan facility in the amount of \$20.0 million and replaced the existing revolving credit facility with a new three-year \$20.0 million revolving credit facility. The outstanding balance of \$0.5 million from the existing revolving credit facility was carried into the new revolving facility and was subsequently paid off on 30 August 2017.

The interest rates applicable to the revolving credit facility under the credit agreement are LIBOR plus 2.75%, a letter of credit utilisation fee of 2.75% and unused commitments under the new revolving credit facility are subject to a commitment fee of 0.50% per annum. MEH also entered into a new interest rate swap agreement with the commercial bank holding the loans; as a result \$20.0 million of the term loan debt is hedged at an effective interest rate of 4.56%. The term loan’s stated interest rate is LIBOR plus 2.75%.

Also on 4 August 2017 Bowerman Power LFG, LLC (“Bowerman”) entered into a credit agreement (the “refinancing”) with a commercial bank, which provided for a five-year term loan facility in the amount of \$27.5 million and a five-year revolving credit facility in the amount of \$10.0 million.

The interest rates applicable to revolving credit facility under the refinancing are LIBOR plus 3.25%, a letter of credit utilisation fee of 3.25% and unused commitments under the revolving credit facility are subject to a commitment fee of 0.75% per annum. Bowerman also entered into an interest rate swap agreement with the commercial bank holding the loans; as a result \$27.5 million of the term loan debt is hedged at an effective interest rate of 5.23%. The term loan’s stated interest rate is LIBOR plus 3.25%.

As a result of the refinancing, Bowerman used the proceeds from the term loan of \$27.5 million, \$1.8 million from the revolving credit facility and \$10.0 million of cash to repay all existing indebtedness outstanding under the construction to term loan agreement, consisting of \$37.5 million of principal, an immaterial amount of accrued interest, and \$1.1 million prepayment penalty. Also paid was \$0.4 million of debt issuance costs associated with the refinancing. Bowerman also incurred a non-cash charge in the amount of \$0.5 million for the unamortised debt issuance costs.

Both the credit agreement and the refinancing are secured by substantially all of the assets of the entities, MEH excluding Bowerman assets, and Bowerman assets, respectively. Total security includes the following: \$26.5 million of cash, \$3.8 million of trade receivables, \$1.0 million of inventories, \$109.9 million of property, plant and equipment, \$22.5 million of intangible assets, \$1.2 million of non-current receivables and \$0.8 million of assets held for sale.

The credit agreement and refinance reduce the weighted interest rate from 6.61% to 4.80%.

NOTES TO THE ANNUAL FINANCIAL STATEMENTS continued

31. FINANCIAL INSTRUMENTS

An analysis of the Group's assets and liabilities, classified by financial instrument classification, are set out below:

	Loans and receivables		Financial liabilities at amortised cost	
	2017 \$'000	2016 \$'000	2017 \$'000	2016 \$'000
Group				
ASSETS				
Non-current assets	5 407	4 149	–	–
Property, plant and equipment	–	–	–	–
Intangible assets	–	–	–	–
Deferred taxation	–	–	–	–
Other financial assets	4 185	2 235	–	–
Non-current receivables	1 222	1 914	–	–
Current assets	31 981	20 441	–	–
Inventories	–	–	–	–
Other financial assets	3 574	7 126	–	–
Trade and other receivables	8 785	3 305	–	–
Cash and cash equivalents	19 622	10 010	–	–
Disposal group assets held for sale	–	–	–	–
Total assets	37 388	24 590	–	–
LIABILITIES				
Non-current liabilities	–	–	35 837	52 332
Borrowings	–	–	35 837	52 332
Financial liabilities	–	–	–	–
Long-term provisions	–	–	–	–
Current liabilities	–	–	23 302	16 560
Trade and other payables	–	–	11 869	12 869
Financial liabilities	–	–	–	–
Current portion of borrowings	–	–	11 433	3 691
Taxation	–	–	–	–
Provisions	–	–	–	–
Disposal group liabilities held for sale	–	–	–	–
Total liabilities	–	–	59 139	68 892
Company				
ASSETS				
Non-current assets	–	–	–	–
Subsidiary companies	–	–	–	–
Current assets	421	569	–	–
Cash and cash equivalents	421	569	–	–
Total assets	421	569	–	–
LIABILITIES				
Current liabilities	–	–	14	–
Trade and other payables	–	–	14	–
Taxation	–	–	–	–
Total liabilities	–	–	14	–

Non-financial instruments		Available for sale		Fair value through profit or loss		Total	
2017 \$'000	2016 \$'000	2017 \$'000	2016 \$'000	2017 \$'000	2016 \$'000	2017 \$'000	2016 \$'000
151 553	130 816	–	–	–	–	156 960	134 965
101 330	98 438	–	–	–	–	101 330	98 438
23 398	32 378	–	–	–	–	23 398	32 378
26 825	–	–	–	–	–	26 825	–
–	–	–	–	–	–	4 185	2 235
–	–	–	–	–	–	1 222	1 914
1 053	1 109	–	–	8	33	33 042	21 583
1 053	1 109	–	–	–	–	1 053	1 109
–	–	–	–	8	33	3 582	7 159
–	–	–	–	–	–	8 785	3 305
–	–	–	–	–	–	19 622	10 010
770	–	–	–	–	–	770	–
153 376	131 925	–	–	8	33	190 772	156 548
6 215	6 871	–	–	–	16	42 052	59 219
–	–	–	–	–	–	35 837	52 332
–	–	–	–	–	16	–	16
6 215	6 871	–	–	–	–	6 215	6 871
2 282	1 478	–	–	8	38	25 592	18 076
–	–	–	–	–	–	11 869	12 869
–	–	–	–	8	38	8	38
–	–	–	–	–	–	11 433	3 691
450	1	–	–	–	–	450	1
1 832	1 477	–	–	–	–	1 832	1 477
399	–	–	–	–	–	399	–
8 896	8 349	–	–	8	54	68 043	77 295
121 536	120 237	–	–	–	–	121 536	120 237
121 536	120 237	–	–	–	–	121 536	120 237
–	–	–	–	–	–	421	569
–	–	–	–	–	–	421	569
121 536	120 237	–	–	–	–	121 957	120 806
1	1	–	–	–	–	15	1
–	–	–	–	–	–	14	–
1	1	–	–	–	–	1	1
1	1	–	–	–	–	15	1