

Fox Street 7 (RF) Limited

(Registration Number : 2019/300623/06)

Annual financial statements
for the period ended 31 March 2020
Audited

In terms of S 29(1)(e)(ii) of the Companies Act 71 of 2008 as amended, we confirm that the preparation of the following financial statements is the responsibility of Jayshree Pather CA(SA), Transaction Manager.

The following financial statements have been audited in compliance with the requirements of S 30(2)(b) of the Companies Act 71 of 2008 as amended.

Fox Street 7 (RF) Limited

(Registration Number : 2019/300623/06)

Annual financial statements

for the period ended 31 March 2020

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Fox Street 7 (RF) Limited

Company information

for the period ended 31 March 2020

Directors	P Madala GT Sayers H Tradonsky KW van Staden
Date of incorporation	18 June 2019
Registration number	2019/300623/06
Period covered by financial statements	18 June 2019 to 31 March 2020
Nature of business and principal activities	To acquire the right, title and interest in and to residential home loan assets with funds raised directly or indirectly by issue of debt instruments, and to manage the assets so acquired.
Secretary	Investec Group Data (Pty) Ltd
Independent Auditor	KPMG inc.
Bankers	Investec Bank Limited
Registered Office	c/o Company Secretarial Investec Limited 100 Grayston Drive Sandown Sandton 2196
Postal address	c/o Company Secretarial Investec Limited PO Box 785700 Sandton 2146

Fox Street 7 (RF) Limited

Directors' responsibility statement

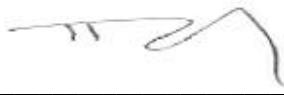
The directors are responsible for the preparation and fair presentation of the annual financial statements of Fox Street 7 (RF) Limited, comprising the statement of financial position at 31 March 2020, and the statements of comprehensive income, changes in equity and cash flows for the period then ended, and the notes to the financial statements which include a summary of significant accounting policies and other explanatory notes, in accordance with International Financial Reporting Standards and the requirements of the Companies Act of South Africa. In addition, the directors are responsible for preparing the Directors' Report.

The directors are also responsible for such internal control as the directors determine is necessary to enable the preparation of financial statements that are free from material misstatement, whether due to fraud or error, and for maintaining adequate accounting records and an effective system of risk management.

The auditor is responsible for the reporting on whether the annual financial statements are fairly presented in accordance with the applicable financial reporting framework.

Approval of annual financial statements

The annual financial statements of Fox Street 7 (RF) Ltd, as identified in the first paragraph, were approved by the board of directors on 27 July 2020 and signed on their behalf by:



Director

Name: HS TRADONSKY



Director

Name: KW VAN STADEN

Declaration by the Company Secretary

In terms of section 88(2)(e) of the South African Companies Act No 71 of 2008, as amended ("the Act"), I hereby certify that, to the best of my knowledge and belief, the Company has lodged with the Companies and Intellectual Property Commission, for the period ended 31 March 2020, all such returns as are required in terms of the Act and that all such returns are true, correct and up to date.

INVESTEC
GROUP DATA PROPRIETARY LIMITED
AS SECRETARIES



.....
AUTHORISED SIGNATORIES

Company Secretary

Name: PC LE ROUX

Fox Street 7 (RF) Limited

Directors' report

for the period ended 31 March 2020

The directors have pleasure in submitting their report on the activities of the company for the period 29 November 2019 to 31 March 2020.

Nature of business

To acquire the rights, title and interest in and to residential home loans using a securitisation structure, with funds being raised via the issue of debt instruments which are unlisted, and to manage the assets so acquired. These assets provide the security for the debt instruments.

Operating results and financial position

The results of the Company's operations and cash flows for the period, and its financial position at 31 March 2020, are set out in the annual financial statements and require no further comment.

Share capital

Details of authorised and issued share capital are disclosed in note 6 to the financial statements.

Directorate

The directors of the Company at the date of this report are P Madala, GT Sayers, H Tradonsky and KW van Staden.

Interest of the director and officers

The directors and officers have no interests in the Company.

Dividends

No dividends were declared or paid during the period.

Going concern

Fox Street 7 (RF) Limited has been set up as an insolvency remote special purpose vehicle. Secured creditors have agreed to certain subordination, non-petition, and enforcement clauses. Please refer to note 21 for further detail. Interest is accrued on the subordinated credit enhancement loan but limited in terms of (1) the transaction documents and the insolvency remote legal set-up and (2) the available cash in accordance with the Priority of Payments. In the event that there is insufficient cash available for the payment of any unpaid claims/liabilities at the end of the company's life, the unpaid portions are forfeited by those secured creditors. Any losses do not therefore amount to an act of insolvency.

Furthermore, in accordance with the transaction documents, when all assets have been expunged, all secured creditors will waive their claims against the Company. Because of this legal set-up, the Company's outgoing cash flows are limited to both its assets and the yield on these assets and it therefore continues to operate as a going concern.

Events after the reporting date

No material events have occurred between 31 March 2020 and the date of this report with the exception of the Covid-19 implications as stated in the Going Concerns statement in Note 21.

Auditor

KPMG Inc is the appointed auditor in accordance with section 90 of the Companies Act of South Africa.



Director



Director

Fox Street 7 (RF) Limited

Audit Committee Report

Members of the Audit Committee

The members of the Audit Committee ("the committee") are all independent non-executive directors and comprises:

PM Madala
GT Sayers
KW Van Staden

The chairman of the Board, serves on the Audit Committee, but another independent non-executive director acts as chairman thereof. Given that the Company is a special purpose vehicle incorporated as an Issuer in a securitisation scheme (as regulatory defined), the afore-going is considered acceptable and reasonable.

The Audit Committee is satisfied that the members thereof have the required knowledge and experience as set out in Section 94(5) of the Companies Act No. 71 of 2008 as amended and Regulation 42 of the Companies Regulation, 2011.

Meetings held by the Audit Committee

The Audit Committee performs the duties laid upon it by Section 94(7) of the Companies Act No. 71 of 2008 as amended, by holding meetings with the key role players on a regular basis and by the unrestricted access granted to the external auditors. The committee has met on the following dates during the year:

Date	Attendees
26 February 2020	PM Madala GT Sayers KW van Staden

Expertise and experience of the finance function

The servicing, accounting and administration of the Company's assets are performed and prepared by Investec Bank Limited (jointly hereinafter "Management"). The Internal Audit function does not directly report to the audit committee, but highlights any matters relevant to the Company's annual financial statements via the Servicer and the Administrator to the Audit Committee.

The on-going secretarial administration of the Company's statutory records is done by Investec Group Data Proprietary Limited.

Independence of the external auditor

The Company's auditor is KPMG Inc.

The Audit Committee satisfied itself, through enquiry, that the external auditor is independent as defined by the Companies Act No. 71 of 2008 as amended and as per the standards stipulated by the auditing profession. Requisite assurance was sought and provided in terms of the Companies Act No. 71 of 2008 as amended that internal governance processes within the firm support and demonstrate the claim to independence.

The Audit Committee, in consultation with the Servicer and the Administrator, agreed to the terms of the external auditor's engagement. The audit fee for the external audit has been considered and approved taking into consideration such factors as parallel interaction with the Servicer, timing of the audit, the extent of the work required and the scope.

Fox Street 7 (RF) Limited

Audit Committee Report

Discharge of responsibilities

The Audit Committee is satisfied that, in respect of the financial year under review, it has discharged its duties and responsibilities in accordance with its terms of reference and in terms of the Companies Act No. 71 of 2008 as amended. The Board concurred with the assessment.

The Audit Committee performed the following activities during the year under review:

- Approved the contents of the Audit Committee's terms of reference approval
- Approved the external auditor's fees for the 2020 audit;
- Approved any other services provided by the auditors and
- Considered the independence and objectivity of the external auditor.

Annual Financial Statements

Following the review by the committee of the annual financial statements of Fox Street 7 (RF) Limited for the year ended 31 March 2020 and based on the information provided to it, the committee considers that, in all material respects, the Company complies with the provisions of the Companies Act No 71 of 2008, as amended, International Financial Reporting Standards, and that the accounting policies applied are appropriate.

The committee concurs with the Board of Directors and management that the adoption of the going-concern status in preparation of the annual financial statements is appropriate.

The committee recommended the Company's 2020 annual financial statements for approval by the Board on 27 July 2020.

On behalf of the Audit Committee:



Chairman: Audit Committee

Fox Street 7 (RF) Limited

King IV Report

for the period ended 31 March 2020

The Company is a ring-fenced entity and does not have employees of its own. All its functions have been outsourced to parties who strictly perform them in accordance with the transaction documents.

The board is responsible to ensure that the parties perform its duties in accordance with its mandate.

There is an established social and ethic committee that operates within its mandate and reports to the board.

King IV Principle	Description	Applied by Company (Yes/No)	Compliance Status
Ethical Culture			
1	The board should lead ethically and effectively.	Yes	<p>Our values require that directors behave with integrity and accountability, displaying consistent and uncompromising moral strength in order to promote and maintain trust. The Board sets the tone from the top in the manner in which it conducts itself and oversees the structures and the framework for corporate governance.</p> <p>Conflicts of interest are managed by the directors disclosing any potential conflicts at the opening of each Board meeting and should there be potential conflicts of interest, directors are prohibited from voting on the matter to be considered.</p>
2	The board should govern the ethics of the organisation in a way that supports the establishment of an ethical culture.	Yes	<p>The board ensures that:</p> <ul style="list-style-type: none"> - The direction is set for ethics - Whistle-blowing procedures have been put in place which ensures that all stakeholders who disclose unlawful or irregular conduct by the company stakeholders are protected.
3	The board should ensure that the organisation is and is seen to be a responsible corporate citizen.	Yes	<p>The board provides strategic guidance to the Company and ensures that all decisions consider the immediate and long-term impact these have on the environment, the communities in which the Company operates as well as internal and external stakeholders.</p> <p>For the Company, being a good corporate citizen is about building our businesses to ensure we have a positive impact on the economy.</p>

Fox Street 7 (RF) Limited

King IV Report (continued)

for the period ended 31 March 2020

King IV Principle	Description	Applied by Company (Yes/No)	Compliance Status
Strategy, Performance and Reporting			
4	The board should appreciate that the organisation’s core purpose, its risks and opportunities, strategy, business model, performance and sustainable development are all inseparable elements of the value creation process.	Yes	The board charter emphasises the fact that they acknowledge that strategy, risk, performance and sustainability are inseparable. The board and its committees monitor key performance indicators for material issues, as well as a broader range of sustainability, risk and compliance indicators.
5	The board should ensure that reports issued by the organisation enable stakeholders to make informed assessments of the organisation’s performance and its short, medium and long term prospects.	Yes	<p>The Board ensures that there are processes in place enabling complete, timely relevant, accurate and accessible risk disclosure to stakeholders and monitors Fox Street 7 (RF) Limited’s communication with all stakeholders and disclosures made to ensure transparent and effective communication.</p> <p>The Audit Committee is tasked with the specific duty of considering whether the Annual Report taken as a whole was fair, balanced and understandable and provided the information necessary for stakeholders to assess the company’s performance.</p>
Governance Functional Areas			
6	The board should serve as the focal point and custodian of corporate governance in the organisation.	Yes	The board operates in accordance with a detailed charter that specifically deals with the roles, responsibilities and accountabilities of the directors. It meets at least three (3) times a year. Through its meetings and interaction with management the directors ensure that applicable principles are implemented and a high level of compliance is maintained.
7	The board should comprise the appropriate balance of knowledge, skills, experience, diversity, and independence for it to discharge its governance role and responsibilities objectively and effectively.	Yes	<p>The non-executive directors are such that there is a clear division of responsibility to ensure a balance of power, such that no one individual or Company can dominate board processes or have unfettered powers of decision-making.</p> <p>The board consists of four (4) Non-Executive Directors, with one non independent.</p> <p>The Chair is responsible for setting the Board agenda, ensuring that there is sufficient time available for discussion of all items, that information received is accurate, timely and clear to enable directors to perform their duties effectively.</p>

Fox Street 7 (RF) Limited

King IV Report (continued)

for the period ended 31 March 2020

King IV Principle	Description	Applied by Company (Yes/No)	Compliance Status
Strategy, Performance and Reporting			
8	The board should ensure that its arrangements for delegation within its own structures promote independent judgement, and assist with balance of power and the effective discharge of its duties.	Yes	<p>The board committees assist in executing its duties, powers and authorities. The required authority is delegated by the board to each committee to enable it to fulfil its respective functions through formally approved terms of reference.</p> <p>Delegating authority to board committees or management, other than the specific matters for which the audit committee carries ultimate accountability in terms of the Companies Act, does not mitigate or discharge the board and its directors of their duties and responsibilities and the board fully acknowledges this fact.</p> <p>Formal terms of reference have been adopted by each committee and are reviewed on an annual basis. Committee chairpersons report back to the board at each board meeting.</p>
9	The board should ensure that the evaluation of its own performance and that of its committees, its chair and its individual members, support continued improvement in its performance and effectiveness.	Yes	The Board continues to be committed to regularly evaluating its own effectiveness and that of its committees. In this light, the Board undertakes an annual evaluation of its performance and that of its committees and individual directors.
10	The board should ensure that the appointment of, and delegation to, management contribute to role clarity and the effective exercise of authority and responsibilities.	Yes	The Company Secretaries are professionally qualified and have experience gained over a number of years. Their services are evaluated by Board members during the annual Board evaluation process. They are responsible for the flow of information to the Board and its committees and for ensuring compliance with Board procedures.
11	The board should govern risk in a way that supports the organisation in setting and achieving its strategic objectives.	Yes	The Board ensures appropriate resources to manage risk by having independent Risk Management, Compliance and Financial Control functions. The Internal Audit function does not directly report to the Audit Committee, but highlights any matters relevant to the Company's annual financial statements via the Servicer and the Administrator to the Audit Committee.

Fox Street 7 (RF) Limited

King IV Report (continued)

for the period ended 31 March 2020

King IV Principle	Description	Applied by Company (Yes/No)	Compliance Status
Strategy, Performance and Reporting			
12	The board should govern technology and information in a way that supports the organisation setting and achieving its strategic objectives.	Yes	The board has delegated the responsibility for IT governance, the establishment of an appropriate IT policy, framework and strategy to management. Multiple layers of assurance exist to oversee, independently assess and provide assurance over management activities. These include Internal Audit, External Audit and specialized consultants, all of which provide feedback to the Board.
13	The board should govern compliance with applicable laws and adopted, non-binding rules, codes and standards in a way that supports the organisation being ethical and a good corporate citizen.	Yes	The board receives legislative and compliance updates from time to time and is responsible for ensuring that the Company complies with applicable laws, considers adhering to non-binding rules, codes and standards. The compliance officer monitors compliance with applicable laws and also considers non-binding codes, rules and standards, assesses the impact and recommends a suitable course of action to the board. The directors take responsibility for deciding whether to follow the recommendations of the compliance officer. The Company received no fines or penalties for non-compliance during 2019/20 financial year.
14	The board should ensure that the organisation remunerates fairly, responsibly and transparently so as to promote the achievement of strategic objectives and positive outcomes in the short, medium and long term.	N/A	The Company has no employees.
15	The board should ensure that assurance services and functions enable an effective control environment, and that these support the integrity of information for internal decision-making and of the organisation's external reports.	Yes	The Annual Financial Statements are compiled by an internal team, approved by management with oversight from the Audit Committee and finally approved by the board prior to publication and circulation.
Stakeholders			
16	In the execution of its governance role and responsibilities, the board should adopt a stakeholder-inclusive approach that balances the needs, interests and expectations of material stakeholders in the best interests of the organisation over time.	Yes	The Company has identified its stakeholders and management from various functions are assigned to manage relationships with stakeholders. The board realises that there is a broad range of stakeholders who have a genuine stake in or are affected by the Company and its various activities.
Responsibilities of Institutional Investors			
17	The board of an institutional investor organisation should ensure that responsible investment is practiced by the organisation to promote the good governance and the creation of value by the companies in which it invests.	N/A	The company is not an institutional investor.



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Independent Auditor's Report

To the shareholder of Fox Street 7 (RF) Limited

Report on the financial statements

Opinion

We have audited the financial statements of Fox Street 7 (RF) Limited (the company) set out on pages 17 to 39, which comprise the statement of financial position as at 31 March 2020, and the statement of profit and loss, the statement of changes in equity and the statement of cash flows for the period then ended, and notes to the financial statements, including a summary of significant accounting policies.

In our opinion, the financial statements present fairly, in all material respects, the financial position of Fox Street 7 (RF) Limited as at 31 March 2020, and its financial performance and cash flows for the period then ended in accordance with International Financial Reporting Standards and the requirements of the Companies Act of South Africa.

Basis for opinion

We conducted our audit in accordance with International Standards on Auditing (ISAs). Our responsibilities under those standards are further described in the *Auditor's responsibilities for the audit of the financial statements* section of our report. We are independent of the company in accordance with the Independent Regulatory Board for Auditors' *Code of Professional Conduct for Registered Auditors* (IRBA Code) and other independence requirements applicable to performing audits of financial statements in South Africa. We have fulfilled our other ethical responsibilities in accordance with the IRBA Code and in accordance with other ethical requirements applicable to performing audits in South Africa. The IRBA Code is consistent with the corresponding sections of the International Ethics Standards Board for Accountants' *International Code of Ethics for Professional Accountants (including International Independence Standards)*. We believe that the audit evidence we have obtained is sufficient and appropriate to provide a basis for our opinion.

Key audit matters

Key audit matters are those matters that, in our professional judgement, were of most significance in our audit of the financial statements of the current period. These matters were addressed in the context of our audit of the financial statements as a whole, and in forming our opinion thereon, and we do not provide a separate opinion on these matters.



<p>Impact of COVID-19</p> <p>Refer to accounting policies notes 1.4; and notes 18, 20 and 22 to the financial statements.</p>	
<p>Key audit matter</p>	<p>How the matter was addressed in our audit</p>
<p>The COVID-19 pandemic is of an unprecedented scale and has severely impacted the global economy and businesses across all industries. There is a significant degree of uncertainty about the further spread of the virus and the state of the world economy. As a result of the pandemic there are significant judgements and assumptions that impact financial reporting that are required to be considered within the financial statements.</p> <p>The areas of our audit most impacted by COVID-19 included:</p> <p>Significant judgement related to fair value of financial instruments</p> <p>Level 2 instruments</p> <p>Valuation models that employ significant unobservable inputs require a higher degree of management judgement and estimation in the determination of fair value. Management judgement and estimation are usually required for the selection of the appropriate valuation model to be used, determination of expected future cash flows on the financial instrument being valued, determination of the probability of default, determination of expected volatilities and correlations and selection of appropriate discount rates.</p> <p>Significant judgements related to expected credit losses</p> <p>The appropriateness of the allowance for expected credit losses (ECL) requires significant judgment and assumptions by management.</p>	<p>Our audit response to these areas is detailed below:</p> <p>Significant judgement related to fair value of financial instruments</p> <p>Level 2 instruments</p> <p>With the assistance of our valuation specialists, we performed a detailed examination of management’s valuation methodologies and assessed the appropriateness and consistency of inputs, key assumptions and contractual obligations.</p> <p>Significant judgements related to expected credit losses</p> <p>We performed the following procedures, in conjunction with our credit specialists:</p>



Impact of COVID-19	
Refer to accounting policies notes 1.4; and notes 18, 20 and 22 to the financial statements.	
Key audit matter	How the matter was addressed in our audit
<p>ECL is determined using sophisticated modelling techniques, which consider both historical data and forward-looking information. The models used to determine credit impairments are complex, and certain inputs used are not fully observable.</p> <p>Credit risk is defined in terms of Investec Bank Limited's (Investec) credit policies and procedures manual. Investec management addressed the COVID-19 impact on the Private Bank portfolio (Fox Street 7 is managed as part of this portfolio) as follows:</p> <ul style="list-style-type: none"> i. The ECL as at March 2020 was calculated using revised macroeconomic variable forecasts and scenario weightings (dated 13 April 2020). • Additional staging rule to assess impacted accounts which require COVID-19 relief measures (i.e. payment holidays, restructured credit exposures and loan modifications) - where the impact is not considered temporary – and migrate them to Stage 2. <p>Events after the balance sheet date</p> <p>The COVID-19 coronavirus outbreak has caused a significant deterioration in economic conditions worldwide. Management has concluded that there are no material uncertainties regarding the ability of Fox Street 7 (RF) Limited to operate as a going concern because the company has been set up as an insolvency remote special purpose vehicle. Secured creditors have agreed to certain subordination, non-petition and enforcement clauses.</p>	<ul style="list-style-type: none"> i. We reviewed the macroeconomic information and scenario framework applied by management. • We reformed the application of the new macroeconomic variable forecasts and scenario weightings on the IFRS 9 PD and LGD models. • We recalculated both the baseline ECL (based on March 2020 exposures) and the ECL based on revised macroeconomic information. <p>Events after the balance sheet date</p> <p>We have reviewed all available and relevant management information, key meeting minutes and held discussions with management.</p> <p>We evaluated the completeness and appropriateness of the financial statement disclosures as they pertain to events after the balance sheet date in relation to the</p>



Impact of COVID-19	
Refer to accounting policies notes 1.4; and notes 18, 20 and 22 to the financial statements.	
Key audit matter	How the matter was addressed in our audit
	impact of COVID-19.

Accuracy of hedge accounting	
Refer to accounting policy note 1.6 and note 4 to the financial statements	
Key audit matter	How the matter was addressed in our audit
<p>The implementation of hedge accounting requires that the criteria of IAS 39 in relation to hedge documentation and hedge effectiveness be met. In addition to the required criteria, the accounting requirements under hedge accounting are considered to be complex.</p> <p>Disclosure of the cash flow hedge accounting treatment in terms of IAS 39 Financial Instruments is likely to be subject to scrutiny from investors and regulators.</p> <p>Due to the complex nature of the accounting treatment and requirements of IAS 39 for hedge accounting and the extent of the audit work required to address this matter, this has been identified as a key audit matter.</p>	<p>We performed the following procedures in conjunction with our valuation specialists:</p> <ul style="list-style-type: none"> • We evaluated whether the hedge documentation was in accordance with IAS 39 by reviewing the hedge documentation and inspecting that all relevant IAS 39 requirements were documented. • We assessed the hedge effectiveness of the cash flow hedge by comparing the cash flows of the hedge item to the cash flows of the hedging instrument. • We evaluated the adequacy of the disclosures related to hedge accounting in accordance with the requirements of IAS 39 and IAS 1.

Other information

The directors are responsible for the other information. The other information comprises the information included in the document titled "Fox Street 7 (RF) Limited Annual Financial Statements for the year ended 31 March 2020", which includes the Directors' report, the Audit Committee Report and the Declaration by the Company Secretary as required by the Companies Act of South Africa. The other information does not include the financial statements and our auditor's report thereon.

Our opinion on the financial statements does not cover the other information and we do not express an audit opinion or any form of assurance conclusion thereon.

In connection with our audit of the financial statements, our responsibility is to read the other information



and, in doing so, consider whether the other information is materially inconsistent with the financial statements or our knowledge obtained in the audit, or otherwise appears to be materially misstated. If, based on the work we have performed, we conclude that there is a material misstatement of this other information, we are required to report that fact. We have nothing to report in this regard.

Responsibilities of the directors for the financial statements

The directors are responsible for the preparation and fair presentation of the financial statements in accordance with International Financial Reporting Standards and the requirements of the Companies Act of South Africa, and for such internal control as the directors determine is necessary to enable the preparation of financial statements that are free from material misstatement, whether due to fraud or error.

In preparing the financial statements, the directors are responsible for assessing the company's ability to continue as a going concern, disclosing, as applicable, matters related to going concern and using the going concern basis of accounting unless the directors either intend to liquidate the company or to cease operations, or have no realistic alternative but to do so.

Auditor's responsibilities for the audit of the financial statements

Our objectives are to obtain reasonable assurance about whether the financial statements as a whole are free from material misstatement, whether due to fraud or error, and to issue an auditor's report that includes our opinion. Reasonable assurance is a high level of assurance but is not a guarantee that an audit conducted in accordance with ISAs will always detect a material misstatement when it exists. Misstatements can arise from fraud or error and are considered material if, individually or in the aggregate, they could reasonably be expected to influence the economic decisions of users taken on the basis of these financial statements.

As part of an audit in accordance with ISAs, we exercise professional judgement and maintain professional scepticism throughout the audit. We also:

- ii. Identify and assess the risks of material misstatement of the financial statements, whether due to fraud or error, design and perform audit procedures responsive to those risks, and obtain audit evidence that is sufficient and appropriate to provide a basis for our opinion. The risk of not detecting a material misstatement resulting from fraud is higher than for one resulting from error, as fraud may involve collusion, forgery, intentional omissions, misrepresentations, or the override of internal control.
- Obtain an understanding of internal control relevant to the audit in order to design audit procedures that are appropriate in the circumstances, but not for the purpose of expressing an opinion on the effectiveness of the company's internal control.
- Evaluate the appropriateness of accounting policies used and the reasonableness of accounting estimates and related disclosures made by the directors.
- Conclude on the appropriateness of the directors' use of the going concern basis of accounting and based on the audit evidence obtained, whether a material uncertainty exists related to events or conditions that may cast significant doubt on the company's ability to continue as a going concern. If



we conclude that a material uncertainty exists, we are required to draw attention in our auditor's report to the related disclosures in the financial statements or, if such disclosures are inadequate, to modify our opinion. Our conclusions are based on the audit evidence obtained up to the date of our auditor's report. However, future events or conditions may cause the company to cease to continue as a going concern.

- Evaluate the overall presentation, structure and content of the financial statements, including the disclosures, and whether the financial statements represent the underlying transactions and events in a manner that achieves fair presentation.

We communicate with the directors regarding, among other matters, the planned scope and timing of the audit and significant audit findings, including any significant deficiencies in internal control that we identify during our audit.

We also provide the directors with a statement that we have complied with relevant ethical requirements regarding independence, and to communicate with them all relationships and other matters that may reasonably be thought to bear on our independence, and where applicable, related safeguards.

From the matters communicated with the directors, we determine those matters that were of most significance in the audit of the financial statements of the current period and are therefore the key audit matters. We describe these matters in our auditor's report unless law or regulation precludes public disclosure about the matter or when, in extremely rare circumstances, we determine that a matter should not be communicated in our report because the adverse consequences of doing so would reasonably be expected to outweigh the public interest benefits of such communication.

Report on other legal and regulatory requirements

In terms of the IRBA Rule published in Government Gazette Number 39475 dated 4 December 2015, we report that KPMG Inc. has been the auditor of Fox Street 7 (RF) Limited for 1 year.

KPMG Inc

A handwritten signature in black ink that reads 'TA Middlemiss'.

Per TA Middlemiss
Chartered Accountant (SA)
Registered Auditor
Director

28 July 2020

Fox Street 7 (RF) Limited

Statement of Comprehensive Income

for the period ended 31 March 2020

	<i>Notes</i>	2020 R
Interest income	<i>11</i>	40,683,983
Interest expense	<i>12</i>	(35,378,745)
Net interest income		5,305,238
Other income		14,444
Expected credit loss impairment charge	<i>2</i>	(1,874,726)
Other operating expenses	<i>13</i>	(427,249)
Profit before taxation		3,017,707
Taxation	<i>14</i>	(844,958)
Profit for the year		2,172,749
Other comprehensive income		
Items that are or may be reclassified subsequently to profit or loss		
Cash flow hedges- changes in fair value	<i>4</i>	6,015,100
Cash flow hedges- reclassified to profit or loss	<i>11</i>	(648,240)
		5,366,860
Total comprehensive income for the year		7,539,609

Fox Street 7 (RF) Limited

Statement of Financial Position

for the period ended 31 March 2020

	Notes	2020
Assets		R
Cash and cash equivalents	3	145,069,571
Trade and other receivables		343,632
Derivative financial instruments	4	7,453,972
Intercompany receivable	2	1,113,325,467
Total assets		1,266,192,642
Equity and liabilities		
Equity		7,539,710
Share capital	6	100
Retained earnings/(accumulated loss)		2,172,749
Cash flow hedge reserve		5,366,860
Preference share capital	6	1
Liabilities		1,258,652,932
Trade and other payables	10	374,897
Taxation payable		145,079
Accrued interest payable	9	16,257,501
Deferred income		570,251
Residential mortgaged backed securities	7	1,060,000,000
Credit enhancement loan	8	179,621,119
Deferred tax liability	5	1,684,085
Total equity and liabilities		1,266,192,642

Fox Street 7 (RF) Limited

Statement of Changes in Equity

for the period ended 31 March 2020

Note	Ordinary share capital	Preference share capital	Retained earnings	Cash flow hedge reserve	Total
	R	R	R	R	R
Issue of share capital	100	1	-	-	101
Total comprehensive income for the period					
- Profit for the year	-	-	2,172,749	-	2 172 749
- Change in fair value of financial instrument	4	-	-	6,015,100	6 015 100
- Cash flow hedges- reclassified to profit or loss				(648,240)	(648 240)
Balance at 31 March 2020	100	1	2,172,749	5,366,860	7,539,710

Fox Street 7 (RF) Limited

Statement of Cash Flows

for the period ended 31 March 2020

	<i>Notes</i>	2020
		R
Cash flows from operating activities		
Profit before taxation		3,017,707
<i>Adjusted for:</i>		
Taxation paid		(1,102,906)
<i>Changes in working capital:</i>		
(Increase) in trade and other receivables		(343,632)
Increase in accrued interest payable		16,257,501
Increase in deferred income		570,251
Increase in trade and other payables		374,897
Net cash inflow from operating activities		18,773,818
Mortgage loans acquired		(1,113,325,467)
Net cash outflow from investing activities		(1,113,325,467)
Cash flows from financing activities		
Purchase of residential mortgages backed securities		1,060,000,000
Proceeds from issue of share capital		101
Capital redemption of residential mortgage backed securities		-
Credit enhancement loan acquired	8	179,621,119
Net cash inflow from financing activities		1,239,621,220
Net increase in cash and cash equivalents for the period		145,069,571
Cash and cash equivalents at beginning of the period		-
Cash and cash equivalents at end of the period	3	145,069,571

Fox Street 7 (RF) Limited

Notes to the annual financial statements

for the period ended 31 March 2020

1. Significant accounting policies

1.1 Reporting entity

Fox Street 7 (RF) Limited (the 'Company') is domiciled in South Africa. The Company's registered office is at 100 Grayston Drive, Sandown, Sandton, 2196. These financial statements comprise the Company's annual financial statements. The Company is primarily involved in the acquiring the right, title and interest in and to residential homeloan assets with funds raised directly or indirectly by issue of debt instruments, and to manage the assets so acquired.

1.2 Basis of preparation

The financial statements have been prepared in accordance with International Financial Reporting Standards (IFRS), SAICA Financial Reporting Guides as issued by the Accounting Practices Committee and Financial Reporting Standards Council and the Companies Act No.71 of 2008, as amended, and incorporate the following principle accounting policies set out below:

The financial statements have been prepared in accordance with the going concern principle under the historical cost basis, except for the revaluation of financial instruments, classified as instruments at amortised cost and instruments held at fair value. The financial statements are presented in South African Rand, which is the Company's functional currency.

There are no comparatives in the financial statements as this is the first period of incorporation and the financial statements cover the period 18 June 2019 to 31 March 2020.

1.3 Use of estimates and judgement

The preparation of the financial statements in conformity with IFRS requires management to make judgements, estimates and assumptions that affect the application of accounting policies and the reported amounts of assets, liabilities, income and expenses and the classification of financial instruments. Actual results may differ from these estimates.

Estimates and underlying assumptions are reviewed on an ongoing basis. Revisions to accounting estimates are recognised in the period in which the estimate is revised and in any future periods affected.

Key areas in which judgement is applied include:

The determination of impairments against assets that are carried at amortised cost involves the assessment of future cash flows which is judgmental in nature.

The fair value movements of the Swap are determined by assessment of future cash flows which is judgmental in nature.

Further information in relation to this can be found in Note 20.

1.4 Financial assets and financial liabilities

1.4.1 Recognition

Financial assets and financial liabilities are recognised on the statement of financial position when the Company becomes a party to the contractual provisions of the instrument.

A financial asset or financial liability is measured initially at fair value plus, for items not at fair value through profit or loss, transaction costs that are directly attributable to its acquisition or issue.

Fox Street 7 (RF) Limited

Notes to the annual financial statements

for the period ended 31 March 2020 (continued)

1. Significant accounting policies (continued)

1.4.2 Measurement

Financial instruments are initially measured at fair value plus, in the case of a financial instrument not at fair value through profit or loss, transaction costs that are directly attributable to the acquisition or issue of the financial instrument. Subsequent to initial recognition, these instruments are measured as set out below:

Receivables

Loans and advances are measured at amortised cost using the effective interest method.

Cash and cash equivalents

Cash and cash equivalents comprise cash on hand and demand deposits, petty cash and other short-term highly liquid investments that are readily convertible to a known amount of cash and are subject to an insignificant risk of changes in value. Cash and cash equivalents are carried at amortised cost in the statement of financial position, which approximates fair value.

Derivative financial instruments

Derivative financial instruments are recognised on the statement of financial position at fair value. Change to fair value movements are subsequently recognised in profit or loss unless hedge accounting is being applied.

Residential mortgage backed securities

These financial liabilities are carried at amortised cost.

1.4.3 Classification

The Company classifies its financial assets into one of the following categories:

- loans and receivables;
- at fair value through profit or loss, and within this category as:
 - held for trading; or
 - those designated to the category at inception.

The Company classifies its financial liabilities as measured at amortised cost or fair value through profit or loss.

1.4.4 Derecognition

Financial instruments qualify for derecognition if they meet the derecognition criteria set out in IFS 9 Financial Instruments: Recognition and Measurement.

The Company derecognises a financial asset when, and only when:

- The contractual rights to the cash flows arising from the financial asset have expired or have been forfeited by the Company; or
- It transfers the financial asset including substantially all of the risks and rewards of ownership of the asset; or

It transfers the financial asset, neither retaining nor transferring substantially all of the risks and rewards of ownership of the asset, but no longer retains control of the asset.

A financial liability is de-recognised when, and only when, the liability is extinguished, that is, when the obligation specified in the contract is discharged, cancelled or has expired.

The difference between the carrying amount of a financial liability or financial asset (or part there-of) extinguished or transferred to another party and the consideration paid, including any non-cash assets transferred or liabilities assumed, is recognised in the profit or loss.

Fox Street 7 (RF) Limited

Notes to the annual financial statements

for the period ended 31 March 2020 (continued)

1. Significant accounting policies (continued)

1.4.5 Offsetting

Financial assets and liabilities are offset when there is both an intention to settle on a net basis (or simultaneously) and a currently enforceable legal right to offset exists.

1.4.6 Amortised cost measurement

The amortised cost of a financial asset or financial liability is the amount at which the financial asset or financial liability is measured at initial recognition, minus principal repayments, plus or minus the cumulative amortisation using the effective interest method of any difference between the initial amount recognised and the maturity amount, minus any reduction for impairment.

1.4.7 Fair value measurement

IFRS 13 Fair value measurement, defines fair value as being a market-based measurement and sets out in a single IFRS a framework for the measurement of fair value.

Fair value is the price that would be received to sell an asset or paid to transfer a liability in an orderly transaction between market participants at the measurement date in the principal or, in its absence, the most advantageous market to which the Company has access at that date. The fair value of a liability reflects its non-performance risk.

Fair value measurements for financial assets and financial liabilities are categorised into different levels in the fair value hierarchy based on the inputs to the valuation technique used. The different levels are identified as follows:

Level 1 – quoted (unadjusted) prices in active markets for identical assets or liabilities

Level 2 – inputs other than quoted prices included within level 1 that are observable for the asset or liability, either directly (i.e. as prices) or indirectly (i.e. derived from prices)

Level 3 – inputs for the asset or liability that are not based on observable market data (unobservable inputs).

Fox Street 7 (RF) Limited

Notes to the annual financial statements

for the period ended 31 March 2020 (continued)

1. Significant accounting policies (continued)

1.4.8 Identification and measurement of impairment

At each reporting date, the Company assesses whether there is objective evidence that financial assets not carried at fair value through profit or loss are impaired. A financial asset or a group of financial assets is impaired when objective evidence demonstrates that a loss event has occurred after the initial recognition of the asset(s) and that the loss event has an impact on the future cash flows of the asset(s) that can be estimated reliably.

Objective evidence that financial assets are impaired includes:

- significant financial difficulty of the borrower or issuer;
- default or delinquency by a borrower;
- the restructuring of a loan or advance by the Company on terms that the Company would not consider otherwise;
- indications that a borrower or issuer will enter bankruptcy;
- the disappearance of an active market for a security; or
- observable data relating to a group of assets such as adverse changes in the payment status of borrowers or issuers in the group, or economic conditions that correlate with defaults in the group.

The Company considers evidence of impairment for loans and receivables at both a specific and a collective level. Loans and receivables are first assessed for specific impairment. Those found not to be specifically impaired are then collectively assessed for any impairment that has been incurred but not yet identified.

In assessing collective impairment, the Company uses statistical modelling of historical trends of the probability of default, the timing of recoveries and the amount of loss incurred, and makes an adjustment if current economic and credit conditions are such that the actual losses are likely to be greater or lesser than is suggested by historical trends. Default rates, loss rates and the expected timing of future recoveries are regularly benchmarked against actual outcomes to ensure that they remain appropriate.

Impairment losses on assets measured at amortised cost are calculated as the difference between the carrying amount and the present value of estimated future cash flows discounted at the asset's original effective interest rate. Impairment losses are recognised in profit or loss and any subsequent decrease in the impairment loss is reversed through profit or loss.

1.5 Non-derivative financial liabilities

All financial liabilities, other than those at fair value through profit or loss, are classified as non-trading financial liabilities. Non-trading financial liabilities, which include residential mortgage backed securities and trade and other payables, are measured at amortised cost using the effective interest method.

Fox Street 7 (RF) Limited

Notes to the annual financial statements

for the period ended 31 March 2020 (continued)

1. Significant accounting policies (continued)

1.6 Hedge accounting

The company applies cash flow hedge accounting when the transactions meet the specified hedge accounting criteria. To qualify for hedge accounting treatment, the company ensures that all of the following conditions are met:

- At inception of the hedge, the company formally documents the relationship between the hedging instrument(s) and hedged item(s) including the risk management objectives and the strategy in undertaking the hedge transaction. Also, at the inception of the hedged relationship, a formal assessment is undertaken to ensure that the hedging instrument is expected to be highly effective in offsetting the designated risk in the hedged item. A hedge is expected to be highly effective if the changes in cash flows attributable to the hedged risk during the period for which the hedge is designated are expected to offset in a range of 80% to 125%.
- For cash flow hedges, a forecast transaction that is the subject of the hedge must be highly probable and must present an exposure to variations in cash flows that could ultimately affect profit or loss
- The effectiveness of the hedge can be reliably measured, i.e. the fair value or cash flows of the hedged item that are attributable to the hedged risk and the fair value of the hedging instrument can be reliably measured
- The hedge effectiveness is assessed on an ongoing basis and determined actually to have been highly effective throughout the financial reporting period for which the hedge was designated.

For qualifying cash flow hedges in respect of financial assets and liabilities, the change in fair value of the hedging instrument, which represents an effective hedge, is initially recognised in other comprehensive income in the cash flow hedge reserve and is released to profit or loss in the same period during which the relevant financial asset or liability affects profit or loss. Any ineffective portion of the hedge is immediately recognised in profit or loss.

Hedge accounting is discontinued when it is determined that the instrument ceases to be highly effective as a hedge; when the derivative expires, or is sold, terminated or exercised; when the hedged item matures or is sold or repaid; when a forecast transaction is no longer deemed highly probable or when the designation as a hedge is revoked.

1.7 Intercompany receivable (loans and advances)

Loans and advances are non-derivative financial assets with fixed or determinable payments that are not quoted in an active market and that the Company does not intend to sell immediately or in the near term.

Loans and advances include intercompany receivables (residential mortgage advances) and trade and other receivables.

Loans and advances are initially measured at fair value plus incremental direct transaction costs, and subsequently measured at their amortised cost using the effective interest method.

1.8 Revenue

Revenue is measured at the fair value of the consideration received and represents amounts receivable for interest and fees earned.

Interest income

Interest income from loans and receivables is recognised on a time proportion basis, which takes into account the effective yield on the asset.

Other fee income

Fee income is recognised on the accrual basis when the service is rendered.

Notes to the annual financial statements

for the period ended 31 March 2020 (continued)

1. Significant accounting policies (continued)

1.9 Taxation

Taxation expense comprises current and deferred tax. Income tax expense is recognised in the statement of comprehensive income except to the extent that it relates to items recognised directly in equity, in which case it is recognised in equity.

Current tax is the expected tax payable on the taxable income for the period, using tax rates enacted or substantively enacted at the reporting date, and any adjustment to tax payable in respect of previous years.

Deferred tax is measured at the tax rates that are expected to be applied to the temporary differences when they reverse, based on the laws that have been enacted or substantively enacted by the reporting date.

Deferred tax assets are recognised to the extent that it is probable that future taxable profit will be available against which the asset can be utilised.

Deferred tax assets and liabilities are offset if there is a legally enforceable right to offset current tax liabilities against current tax assets, and they relate to income taxes levied by the same tax authority on the same taxable entity or on different tax entities, but they intend to settle current tax liabilities and assets on a net basis or their tax assets and liabilities will be realised simultaneously.

1.10 Standards and interpretations issued but not yet effective

IFRS 17 (Insurance contracts) is a standard and interpretation which has been issued but is only effective for annual reporting periods beginning on or after 1 January 2023. It is not expected to have a material impact on the Company.

Fox Street 7 (RF) Limited

Notes to the annual financial statements

for the period ended 31 March 2020

2. Intercompany receivable

During the prefunding period of 29 November 2019 to 29 May 2020, Investec Bank Limited (IBL) sold a portion of its residential mortgage assets to Fox Street 7 (RF) Limited (Fox Street 7), of which a few loans are still in the process of being transferred. However, since IBL is also the provider of the subordinated loan, the substance of the transaction was that the accounting derecognition criteria to transfer the significant risks and rewards of ownership were not met. Thus an intercompany receivable is recognised for the consideration paid for these assets to IBL. The cash flows arising from these assets are directly attributable to the residential mortgages and thus the following disclosure is appropriate and useful to the users of these financial statements as the carrying amount of the receivable will fluctuate in line with the residential mortgage balances.

	2020
	R
Loans and receivables ceded to Fox Street 7	
Gross amount outstanding	1,115,200,193
Impairment allowance	(1,874,726)
	<u>1,113,325,467</u>
Expected credit loss	
Specific allowance for expected credit loss	-
General allowance for expected credit loss	1,874,726
	<u>1,874,726</u>
Maturity analysis	
One month to three months	39,153,121
Three months to six months	37,778,510
Six months to one year	71,624,534
One year to five years	420,984,784
Greater than five years	545,659,244
	<u>1,115,200,193</u>
Reconciliation of allowances for impairment	
Opening balance	-
Charged to the statement of comprehensive income	1,874,726
	<u>1,874,726</u>
3. Cash and cash equivalents	
Cash and cash equivalents consist of:	
Current account - Investec Bank Limited	145,069,470
Petty cash	101
	<u>145,069,571</u>
Interest on the current account is earned at the 3 month JIBAR rate which is reset every quarter.	
4. Derivative financial instruments	
Fox Street 7 (RF) Limited has entered into a JIBAR for prime swap with IBL to mitigate the interest rate risk resulting from the mismatch of interest rates on the prime rate linked loans and advances and the JIBAR linked notes payable. The notional value of the interest rate swap is R 1 173 416 030.90. The swap is effective in the current year.	
Statement of financial position	
Fair value of swap	<u>7,453,972</u>
Statement of comprehensive income	
Cash flow hedges- effective portion of changes in fair value	6 015 100
Cash flow hedges- reclassified to profit or loss	(648,240)
Other comprehensive income	<u>5,366,860</u>
5. Deferred tax liability	
The deferred tax balance comprises of:	
Expected credit loss	243,357
Deferred income	159,670
Derivative Financial Instruments	(2,087,112)
Deferred tax liability	<u>(1,684,085)</u>

Fox Street 7 (RF) Limited

Notes to the annual financial statements

for the period ended 31 March 2020 (continued)

	2020 R
6. Share capital	
Ordinary share capital	
<i>Authorised</i>	
1 000 ordinary shares at R1 each	<u>1 000</u>
<i>Issued</i>	
100 ordinary share at R1	<u>100</u>
All of the issued shares are held by Fox Street 7 Owner Trust.	
Preference share capital	
<i>Authorised</i>	
100 cumulative redeemable preference shares (no par value)	
<i>Issued</i>	
1 preference share at no par value	<u>1</u>

The unissued shares are under the control of the Directors until the next annual general meeting and are fully paid up.

7. Residential mortgage backed securities

	Class A1 Notes	Class A2 Notes	Class A3 Notes	Class B Notes	Total
	R	R	R	R	R
2020					
Balance at the beginning of the period	-	-	-	-	-
Notes issued to Investors	200,000,000	400,000,000	400,000,000	60,000,000	1,060,000,000
Redemption of notes	-	-	-	-	-
Balance of notes outstanding at end of the year	<u>200,000,000</u>	<u>400,000,000</u>	<u>400,000,000</u>	<u>60,000,000</u>	<u>1,060,000,000</u>

The residential mortgage backed securities are measured at amortised cost. The notes bear interest at the 3 Month JIBAR rate plus the spread as determined in the Applicable Pricing Supplement for each class and tranche of notes. For as long as the notes are in issue, interest on the floating rate notes is payable quarterly in arrears on the 20th of February, May, August and November. The interest rate, charge and accrued balance per tranche of notes was as follows:

2020	Spread over 3 Month Jibar	Interest expense R	Accrued interest R
Class A1	85 bps	5,132,093	1,662,466
Class A2	113 bps	10,644,679	3,450,740
Class A3	130 bps	10,875,693	3,527,123
Class B1	135 bps	1,641,546	532,438
		<u>28,294,011</u>	<u>9,172,767</u>

8. Credit Enhancement Loan	2020 R
	<u>179,621,119</u>

Fox Street 7 (RF) Limited entered into an agreement with Investec Balance Sheet Funding (IBSF), whereby IBSF would provide the credit enhancement to the residential mortgage backed security notes issues.

The principal amount of R179 621 119 credit enhancement was advanced by Investec Private Bank on 29 November 2019. Interest payable on the credit enhancement loan is payable on quarterly payment dates in accordance with the Priority of Payments.

9. Accrued interest payable

Credit enhancement loan	7 084 734
Residential mortgage backed securities	9 172 767
	<u>16,257,501</u>

Fox Street 7 (RF) Limited

Notes to the financial statements

for the period ended 31 March 2020

	2020 R
10. Trade and other payables	
Accrued expenses	371 034
VAT liability	3 863
	<u>374,897</u>
11. Interest income	
Mortgage advances	13,665,001
Current account - Investec Bank Limited	26,370,742
Realised interest on swap	648,240
	<u>40,683,983</u>
12. Interest expense	
Residential mortgage backed securities	
- Class A	26,652,465
- Class B	1,641,546
Credit enhancement loan	7,084,734
	<u>35,378,745</u>
13. Other operating expenses	
Other operating expenses include the following:	
Servicing fee	102,583
Administration fee	19,376
Auditor's fee	123,308
Sundry expenses	181,982
	<u>427,249</u>
14. Taxation	
South African normal tax	
-current (28%)	1,247,985
-deferred tax	(403,027)
Net taxation charge	<u>844,958</u>

Reconciliation of effective tax rate

	2020	%	R
Income before taxation			3 017 707
Tax using the corporation tax rate		28.0%	844,958

Fox Street 7 (RF) Limited

Notes to the financial statements

for the period ended 31 March 2020

15. Servicing and administration fees - Investec Bank Limited

Investec Bank Limited has been appointed under the terms of a servicing agreement and an administration agreement as servicer and administrator respectively for Fox Street 7 (RF) Limited.

Investec Bank Limited charges fees for its services under the servicing agreement to the extent permitted by and in accordance with the Priority of Payments. Such fees are charged at 0.075% (exclusive of VAT) of the outstanding principal balance of the assets as at each monthly determination date.

Investec Bank Limited charges fees for its administrative services under the administration agreement to the extent permitted by and in accordance with the Priority of Payments. The administration fee is charged at R50 000 (exclusive of VAT) per annum.

In the event that insufficient cash is available for payment for all or part of any servicer or administration fee, Fox Street 7 (RF) Limited incurs no obligation to pay that portion of the fee in respect of which no cash is available.

16. Contingencies and commitments

Fox Street 7 (RF) Limited has indemnified Fox Street 7 Security SPV (Security SPV) in respect of any claims made against the Security SPV arising out of a guarantee provided by Security SPV to the secured creditors of Fox Street 7 (RF) Limited.

Cession and pledge

Fox Street 7 (RF) Limited has ceded and pledged its right, title and interest in and to the residential home loan assets held to the Security SPV as security for the guarantee provided by the Security SPV.

17. Related party transactions

Parties are considered to be related if one party has the ability to control the other party or exercise significant influence over the other party in making financial and operating decisions. The Company, in the ordinary course of business, enters into various transactions with related parties.

Fox Street 7 (RF) Limited

Notes to the financial statements

for the period ended 31 March 2020 (continued)

17. Related party transactions (continued)

17.1 Investec Bank Limited

Investec Bank Limited is the Parent entity of Fox Street 7 (RF) Limited. In accordance with the requirements of IFRS 10, Consolidated Financial Statements, Investec Bank Limited consolidates Fox Street 6 (RF) Limited. This is because Investec Bank Limited is exposed to variability of returns from Fox Street 6 (RF) Limited and has the ability to affect these returns through the power it has.

The following transactions took place and balances existed between Investec Bank Limited and Fox Street 7 (RF) Limited:

Servicing and administration fees

Investec Bank Limited is the appointed servicing and administration agent to Fox Street 7 (RF) Limited, details of which are set out in Note 15 above. Fees payable to Investec Bank Limited under these agreements during the period amounted to:

	2020
	R
Servicing fee	102 583
Administration fee	19 376
- Petty cash	101
- Bank current account	145,069,470

Credit enhancement loan

Investec Bank Limited (through its ICIB division) has provided the subordinated loan to Fox Street 7 (RF) Limited (refer to Note 8) which serves as credit enhancement to the notes. Interest is charged on the subordinated loan in accordance with the Priority of Payments. Interest for the period amounted to R7 084 734.

Investment in notes

On 29 November 2019, Fox Street 7 (RF) Limited issued and listed R1.060bn of notes on the Interest Rate Market of the JSE. A portion of these notes were invested by Investec Bank Limited. The following balances relating to the investment in the notes were applicable at the end of the period:

	2020
	R
- Residential mortgage backed securities	1,060,000,000
- Accrued interest on notes	9,172,767

Fox Street 7 (RF) Limited

Notes to the financial statements

for the period ended 31 March 2020 (continued)

17. Related party transactions (continued)

17.2 Other related party transactions

Quadridge Trust Services Proprietary Limited

Trust and fiduciary fees were charged by Quadridge Trust Services Proprietary Limited, an external service provider the trustees of Fox Street 7 Owner Trust and Fox Street 7 Security SPV Owner Trust respectively, as follows:

	2020
	R
Quadridge Trust Services Proprietary Limited	53 721

Fox Street 7 Owner Trust

The Trust was established solely to be a beneficial shareholder of all of the ordinary shares in Fox Street 7 (RF) Limited. The Trust is managed by Quadridge Trust Services Proprietary Limited. No payments were made to Fox Street 7 Owner Trust during the current year.

Fox Street 7 Security SPV

The Security SPV was incorporated for the purposes of holding and realising security for the benefit of Secured Creditors, including Noteholders of Fox Street 7 (RF) Limited. No payments were made to the Security SPV during the current year.

Fox Street 7 Security SPV Owner Trust

Fox Street 7 Security SPV Owner Trust is the sole beneficial shareholder of all the ordinary shares of Fox Street 7 Security SPV. No payments were made to the Security SPV during the current year.

Fox Street 7 (RF) Limited

Notes to the annual financial statements

for the period ended 31 March 2020

18. Risk management

In common with all other businesses, the Company is exposed to financial risks. These risks are managed as part of the normal operations of the Company and the Board of Directors oversees the effectiveness of the risk management processes carried out by Investec Bank Limited.

The collectability of amounts due is subject to credit, liquidity and interest rate risks and will generally fluctuate in response to, among other things, market interest rates, general economic conditions and the financial standing of borrowers.

The more important financial risks to which the Company is exposed are described below:

Liquidity risk

Liquidity risk is the risk that the Company may have insufficient cash to meet its financial obligations, specifically in the short-term.

Cash flows are monitored regularly to ensure that cash resources are adequate to meet the Company's requirements.

Maturities of financial liabilities

	Less than 1 month R	Between 1 and 3 months R	Between 3 months and 1 year R	Between 1 and 5 years R	More than 5 years R	Total R
Residential mortgage backed securities	-	-	-	200,000,000	860,000,000	1,060,000,000
Credit enhancement loan	-	-	-	-	179,621,119	179,621,119
Accrued interest	-	16 257 501	-	-	-	16,257,501
Taxation payable	-	145 079	-	-	-	145,079
Deferred taxation liability	-	1 684 085	-	-	-	1,684,085
Trade and other payables	-	374,897	-	-	-	374,897
Deferred income	-	-	-	-	570,251	570,251
	<u>-</u>	<u>18,461,562</u>	<u>-</u>	<u>200,000,000</u>	<u>1,040,191,370</u>	<u>1,258,652,932</u>

The maturity analysis for financial liabilities represents the basis for effective management of exposure to structural liquidity risk.

Cash flows are monitored on a monthly basis through the Priority of Payments to ensure that cash resources are adequate to meet the necessary requirements.

Fox Street 7 (RF) Limited

Notes to the annual financial statements

for the period ended 31 March 2020 (continued)

18. Risk management (continued)

Interest rate risk

Interest rate risk arises when potential changes in relevant interest paid to investors and the rates earned on loans to borrowers and investments, occur at different times, at different rates and with varying degrees of uncertainty. Due to the Company's assets being linked to the prime rate, and the notes linked to the 3 Month Jibar rate, the Company is exposed to interest rate risk. This exposure is mitigated through the interest rate swap entered into with Investec Bank Limited, as derivative counterparty.

The interest rate swap is a Level 2 financial instrument as the swap is not listed in an active market, however the fair value is calculated on directly observable market inputs.

There were no transfers between any of the fair value hierarchy levels during the current year.

As the instrument is classified as a cash flow hedge, any movements in fair value are recognised in other comprehensive income, as far as hedge effectiveness is met. As at year end the hedge was ineffective.

Operational risk

Operational risk is the risk of direct or indirect losses arising from inadequate or failed internal processes, personnel, technology and other external causes.

Prime responsibility for managing this risk is outsourced in terms of the Servicing Agreement and Administration Agreement to Investec Bank Limited. The Directors of the Company and the trustees are responsible for monitoring the performance of Investec Bank Limited in this regard.

Credit risk

Credit risk represents the financial risk to the Company as a result of a default by the counterparty, that is, failure of counterparty to comply with its obligations to service the outstanding debt. Credit risk is defined in terms of Investec Bank Limited's credit policies and procedures manual, which establishes sound credit risk management processes. These procedures and processes are monitored by the Credit Committee of Investec Bank Limited.

The obligations of each borrower to Fox Street 7 (RF) Limited in respect of repayment of a loan are secured by mortgage bonds registered in favour of Fox Street 7 (RF) Limited over the property of such borrowers. The collateral of the loans is represented by these properties. As at 31 March 2020, the value of the collateral held is R2 878 592 465.

IFRS 9 requirements have been embedded into our company credit risk classification and provisioning policy. A framework has been established to incorporate both quantitative and qualitative measures. Policies for financial assets at amortised cost and at fair value through other comprehensive income (FVOCI), in accordance with IFRS 9, have been developed as described below:

Definition of default

The company has aligned the IFRS 9 and regulatory definitions of default, credit impaired and non-performing exposure. Assets that are more than 90 days past due, or considered by management as unlikely to pay their obligations in full without realisation of collateral are considered as exposures in default.

Stage 1

All assets that are considered performing and have not had a significant increase in credit risk will be reported as Stage 1 assets. Under IFRS 9 these Stage 1 financial assets have loss allowances measured at an amount equal to a 12-month ECL.

Stage 2

Financial assets are considered to be in Stage 2 when their credit risk has increased significantly since initial recognition. The company is required to hold a loss allowance equivalent to a lifetime ECL in terms of IFRS 9.

The company's primary indicator for Stage 2 assets are distressed loans, potential problem loans and exposures in arrears that require additional attention and supervision from Watchlist committees and are under management review. This comprises exposures that may potentially become distressed as a result of changes in the economic environment or adverse share price movements, or that are vulnerable to volatile exchange rate or interest rate movements or idiosyncratic financial distress, or private clients who have undergone a significant deterioration in financial circumstances.

Assets that have been subject to forbearance are considered to be, at a minimum, Stage 2. Forbearance measures refer to concessions such as modification of the terms and conditions or refinancing that has been granted to a debtor in financial difficulties. These exposures are assessed on a case by case basis to determine whether the proposed modifications will be considered as forbearance. Where the credit committee considers it likely that the client will be able to return to perform against the original contractual obligations within a reasonable timeframe these assets will be considered performing and in Stage 2. Forbearance is distinguished from commercial renegotiations which take place as part of normal business activity and standard banking practice.

In addition to loans under management review, an asset may also move from Stage 1 to Stage 2 if the model calculated probability of default (PD) has significantly increased since origination. This is tested as both a relative and absolute measure, to further inform whether a significant deterioration in lifetime risk of default has occurred.

As a backstop, the company does not rebut the presumption in IFRS 9 that all financial assets that are more than 30 days past due have experienced a significant increase in credit risk.

Exposures move back to Stage 1 once they no longer meet the criteria above for a significant increase in credit risk and as cure periods (specifically relating to forbore exposure) are met.

Stage 3

Financial assets will be included in Stage 3 when there is objective evidence of credit impairment. Under IFRS 9, the company assesses a loan as Stage 3 when contractual payments of either principal or interest are past due for more than 90 days, the debtor is assessed as unlikely to pay and credit impaired, or the loan is otherwise considered to be in default, for example due to the appointment of an administrator or in receivership. The company's policy is not to rebut the presumption in IFRS 9 that loans which are more than 90 days past due are in default.

Fox Street 7 (RF) Limited

Notes to the annual financial statements

for the year ended 31 March 2020 (continued)

18. Risk management (continued)

Credit risk (continued)

ECL

The assessment of credit risk and the estimation of ECL are required to be unbiased, probability-weighted and should incorporate all available information relevant to the assessment, including information about past events, current conditions and reasonable and supportable forecasts of economic conditions at the reporting date. In addition, the estimation of ECL should take into account the time value of money. As a result, the recognition and measurement of impairment is intended to be more forward-looking and resulting impairment charge may be more volatile. IFRS 9 will result in an increase in the total level of impairment allowances, since all financial assets if not measured at fair value through profit or loss (FVPL) will be assessed for at least 12-month ECL.

Investec management addressed the COVID-19 impact on the Private Bank portfolio (Fox Street 7 is managed as part of this portfolio) as follows:

- The ECL as at March 2020 was calculated using revised macroeconomic variable forecasts and scenario weightings (dated 13 April 2020).
- Accounts that were up to date prior to the relief measure and the account is expected to remain in up-to-date status once the relief period ends, all other factors remaining constant, will be classified as Stage 1 IFRS 9 purposes with a 12-month ECL.
- Additional staging rule to assess impacted accounts which require COVID-19 relief measures (i.e. payment holidays, restructured credit exposures and loan modifications), where the impact is not considered temporary these accounts are migrated to Stage 2 for IFRS 9 purposes with a lifetime ECL.

Write-offs

The company's policy on when financial assets are written off has not significantly changed on adoption of IFRS 9. A loan or advance is normally written off, in full, against the related allowance when the proceeds from realising any available security have been received or there is a reasonable amount of certainty that the exposure will not be recovered. Similarly the treatment and recognition of recoveries is unaffected by the implementation of IFRS 9. Any recoveries of amounts previously written off decrease the amount of impairment losses.

Internal credit rating models and ECL methodology

Internal credit rating models cover all material asset classes. These internal credit rating models are also used for IFRS 9 modelling after adjusting for appropriate differences. Internal credit models calculate through the economic cycle losses whereas IFRS 9 requires 12-month or lifetime point-in-time losses based on conditions at the reporting date and multiple economic scenario forecasts of the future conditions over the expected lives.

Key drivers of measurement uncertainty – subjective elements and inputs

The measurement of ECL under IFRS 9 has a continued reliance on expert credit judgement. Key judgemental areas under the implementation of IFRS 9 are highlighted in this document and are subject to robust governance processes. Key drivers of measurement uncertainty include:

- the assessment of a significant increase in credit risk;
- the introduction of a range of forward-looking probability weighted macro-economic scenarios; and
- estimations of probabilities of default, loss given default and exposures at default using models.

In addition to these drivers, some initial judgements and assumptions were required in the design and build of IBL's ECL methodology, which are not considered to have a material impact. This includes the use of income recognition effective interest rates (EIRs) and used as the discount factor in the ECL calculation as well as the use of contractual maturity to assess behavioural lives. In addition where we have experienced limitations on the availability of probability of default origination data for the historic book, a portfolio average has been used in some instances.

ECLs are calculated using three main components:

- a probability of default (PD);
- a loss given default (LGD); and
- the exposure at default (EAD).

Under IFRS 9, the 12-month and lifetime PDs represent the probability of a default occurring over the next 12 months or the lifetime of the financial exposures, respectively, based on conditions existing at the balance sheet date and future forecast macro-economic conditions that affect credit risk.

The LGD represents losses expected on default, taking into account the mitigating effect of collateral, its expected value when realised and the time value of money. The forecast value for the collateral is also affected by the range of forward-looking probability weighted macro-economic scenarios.

The EAD represents the expected balance at default, taking into account the repayment of principal and interest from the balance sheet date to the default event together with any expected drawdown of a committed facility.

The calculation of the 12-month ECL is based on the 12-month PD and LGD along with the EAD and effective interest rate (EIR) for the asset. Lifetime ECL is calculated using the lifetime PD curve, and the appropriate LGDs and EADs and discount rates derived from the EIR based on the remaining life of the financial asset.

Expert judgement models have also been utilised for certain portfolios where the ECL is found to be minimal, either due to the portfolio's small relative size or the low default nature of the portfolios, such as cash and balances held at central banks.

Management adjustments are made to modelled output to account for situations where additional information and known or expected risk factors have not been captured in the modelling process.

Forward-looking macro-economic scenarios

The measurement of ECL also requires the use of multiple economic scenarios to calculate a probability weighted forward-looking estimate. These scenarios are updated at least twice a year, or more frequently if there is a macro-economic shock or significant shift in expectations. The weighting of these scenarios for IFRS 9 as well as the scenarios themselves are discussed and approved by Investec Bank Limited's capital committee, which forms part of the principal governance framework for macro-economic scenarios.

A number of forecast economic scenarios are considered for capital planning, stress testing (including IBL specific stress scenarios) and IFRS 9.

For the company, five macro-economic scenarios are used in the measurement of ECL under IFRS 9. These scenarios incorporate a base case, two upside cases and a two downside cases. The aim of this economic scenario generation process is to provide a view of the current and projected state of the South African economy and the different economic scenarios that could occur in various stressed or improved environments over the next five years for a number of identified variables/risk drivers.

Fox Street 7 (RF) Limited

Notes to the annual financial statements

for the period ended 31 March 2020 (continued)

Overall asset quality

2020

	Loans and advances that are neither past due nor impaired R	Loans and advances that are past due but not impaired R	Loans and advances that are impaired R	Total loans and advances R	Amount in arrears R
Current	1,104,686,634	705,591	-	1,105,392,225	7,644
Special mention	-	8,167,976	-	8,167,976	158,064
Sub-standard	-	1,639,992	-	1,639,992	50,299
Doubtful	-	-	-	-	-
Loss	-	-	-	-	-
Total	1,104,686,634	10,513,559	-	1,115,200,193	216,007

The maximum exposure of the mortgage advances is the carrying value at year-end, before the deduction of collateral held.

Credit quality analysis

2020

	Stage 1 ECL	Stage 2 ECL	Stage 3 ECL	ECL
Intercompany receivable	687,484	389,852	797,390	1,874,726

Fox Street 7 (RF) Limited

Notes to the annual financial statements

for the period ended 31 March 2020

19. Financial assets and liabilities

Analysis of assets and liabilities by measurement basis

2020	Amortised Cost R	Mandatorily at fair value through profit or loss R	Liabilities at amortised cost R	Non-financial instruments/financial instrument excluded from IFRS 9 R	Total R
<i>Assets</i>					
Intercompany receivable	1,113,325,467	-	-	-	1,113,325,467
Derivative financial instruments	-	7,453,972	-	-	7,453,972
Cash and cash equivalents*	145,069,571	-	-	-	145,069,571
Trade and other receivables*	343,632	-	-	-	343,632
	1,258,738,670	7,453,972	-	-	1,266,192,642
<i>Liabilities</i>					
Residential mortgage backed securities	-	-	1,060,000,000	-	1,060,000,000
Credit enhancement loan*	-	-	179,621,119	-	179,621,119
Accrued interest*	-	-	16,257,501	-	16,257,501
Deferred income*	-	-	570,251	-	570,251
Current tax liability	-	-	-	145,079	145,079
Deferred tax liability*	-	-	-	1,684,085	1,684,085
Trade and other payables*	-	-	374,897	-	374,897
	-	-	1,256,823,768	1,829,164	1,258,652,932

* For financial assets and financial liabilities that are liquid or have a short-term maturity (less than three months) it is assumed that the carrying amounts approximate their fair value. This assumption also applies to demand deposits, savings accounts without a specific maturity and variable rate financial instruments.

The valuation method applied is as follows:

- Level 1 for the Cash on hand
- Level 2 for the loans and receivables

There were no transfers between level 1 and level 2 of the fair value hierarchy for the financial assets and liabilities which are recorded at fair value.

Fox Street 7 (RF) Limited

Notes to the annual financial statements

for the period ended 31 March 2020 (continued)

20. Fair values of financial instruments

Valuation models

For more complex instruments, the Company uses proprietary valuation models, which are usually developed from recognised valuation models. Some or all of the significant inputs into these models may not be observable in the market, and are derived from market prices or rates or are estimated based on assumptions. Valuation models that employ significant unobservable inputs require a higher degree of management judgement and estimation in the determination of fair value. Management judgement and estimation are usually required for the selection of the appropriate valuation model to be used, determination of expected future cash flows on the financial instrument being valued, determination of the probability of counterparty default and prepayments, determination of expected volatilities and correlations and selection of appropriate discount rates.

Fair value estimates obtained from models are adjusted for any other factors, such as liquidity risk or model uncertainties, to the extent that the Company believes that a third party market participant would take them into account in pricing a transaction. Fair values reflect the credit risk of the instrument and include adjustments to take account of the credit risk of the Company entity and the counterparty where appropriate. For measuring derivatives that might change classification from being an asset to a liability or vice versa such as interest rate swaps.

During the current year, low trading volumes continued and there has not been sufficient trading volume to establish an active market for certain asset-backed securities and so the Company has determined the fair value for these asset-backed securities using other valuation techniques. These securities are backed primarily by static pools of residential mortgages and enjoy a senior claim on cash flows.

The Company's methodology for valuing these asset-backed securities uses a discounted cash flow technique that takes into account the probability of default and loss severity by considering the original underwriting criteria, vintage borrower attributes, LTV ratios, expected house price movements and expected prepayment rates. These features are used to estimate expected cash flows, which are then allocated using the 'waterfall' applicable to the security and discounted at a risk-adjusted rate. The discounted cash flow technique is often used by market participants to price asset-backed securities. However, this technique is subject to inherent limitations, such as estimation of the appropriate risk-adjusted discount rate, and different assumptions and inputs would yield different results

Valuation framework

The Company has an established control framework with respect to the measurement of fair values. This framework includes a Product Control function, which is independent of front office management and reports to the Financial Director; and which has overall responsibility for independently verifying the results of trading and investment operations and all significant fair value measurements. Specific controls include:

- re-performance of model valuations;
- analysis and investigation of significant daily valuation movements; and

Financial instruments measured at fair value - Fair value hierarchy

	Level 2
	R
	2020
Cash flow hedge	<u>7,453,972</u>

Fox Street 7 (RF) Limited

Notes to the financial statements

for the period ended 31 March 2020 (continued)

21. Going Concern

The COVID-19 coronavirus outbreak has caused a significant deterioration in economic conditions worldwide. Management have made an assessment of the company's ability to continue as a going concern and there is no reason to believe that the company will not be a going concern in the year ahead.

Secured creditors have agreed to certain subordination, non-petition, and enforcement clauses.

Each Noteholder agrees that its claims against the Issuer and the Security SPV are subordinated for the benefit of other Secured Creditors in accordance with the Priority of Payments.

Once all the assets of the Issuer have been extinguished, each Noteholder abandons all claims it may have against the Issuer in respect of amounts still owing to it but unpaid, and the Issuer's liability to the Noteholders shall be completely discharged.

Each Noteholder agrees that only the Security SPV may enforce the security created in favour of the Security SPV by the Security Agreements in accordance with the provisions of the Security Agreements and the Transaction Documents.

The rights of Noteholders against the Issuer will be limited to the extent that the Noteholders will not be entitled to take any action or proceedings against the Issuer.

The Noteholders will not, until 2 years following payment of all amounts outstanding and all the other Transaction Documents, institute, or join with any person in instituting or vote in favour of, any steps or legal proceedings for the winding-up, liquidation, de-registration, supervision by a business rescue practitioner, or any compromise or scheme of arrangement or related relief.

Furthermore, in accordance with the transaction documents, when all assets have been expunged, all secured creditors will waive their claims against the Company. Because of this legal set-up, the Company's outgoing cash flows are limited to both its assets and the yield on these assets and it therefore continues to operate as a going concern.

22. Events after the reporting date

No material events have occurred between 31 March 2020 and the date of this report with the exception of the Covid-19 implications as stated in the Going Concerns section above.

23. Approval of annual financial statements

The annual financial statements were approved by the board of directors on 27 July 2020.