

MiX TELEMATICS LIMITED

(Previously TeliMatrix Limited)

Incorporated in the Republic of South Africa

Registration number 1995/013858/06

JSE code: MIX

ISIN: ZAE000125316 (previously ISIN: ZAE000104683)

("MiX Telematics" or "the Company" or "the Group")

AUDITED CONSOLIDATED FINANCIAL INFORMATION OF MIX TELEMATICS LIMITED FOR THE YEAR ENDED 31 MARCH 2009 AND UNAUDITED ILLUSTRATIVE PRO FORMA FINANCIAL INFORMATION

HIGHLIGHTS

- Adjusted HEPS of 15,9 cents per share (up 25%*)
 - Dividend declared of 4 cents per share
 - Revenue of R958 million (up 39%*)
 - R419 million annuity based
 - R426 million in foreign currency
 - Cash from operations at 115% of EBITDA
 - Net borrowings reduced by R65 million
 - Net gearing at 14% of Group equity (2008: 26%)
 - > 200 000 subscribers
- * compared to pro forma comparatives for prior year

A FEW WORDS FROM THE CHAIRMAN, RICHARD BRUYNS ...

It is with pleasure that I am able to report that the Group, in its first full year of operation, has achieved significant strides in many of its stated objectives of last year.

In spite of a significantly worse global economic climate than what was expected at the beginning of the financial year, MiX Telematics has managed to grow its adjusted HEPS by a healthy 25%, up to 15,9 cents per share (from 12,7 cents per share pro forma 2008). This is considered a very sound performance and creates a solid base from which the Group will operate into the future.

Dividends per share for the whole year, have been declared at 4 cents per share (4-times cover from adjusted HEPS). In the current difficult and uncertain climate, the board thought it prudent to maintain a higher cover to conserve cash, than perhaps could have been paid out in more normal times.

Our management team has evolved this year and now has a much more international focus. Stefan Joselowitz, our CEO has relocated to the USA. He has overall Group responsibility as CEO and is also directly overseeing our acquisition in Dallas. Terry Buzer has relocated to the UK as CEO of the UK and Europe group interests. Simon Williams, who joined us with the acquisition of SDI, has located himself in Dubai, and is heading that operation from this important hub. Charles Tasker, a prolific business traveller, is based in Stellenbosch, from where he heads up MiX International. Riëtte Botha who runs our Africa business and Steven Evans (Group CFO) are based in Johannesburg. Our management team has gone through a tough transition to achieve this international focus, but have adapted to the new structure well. The board and executive are very mindful of the risks of this international focus, but believe this will bear great reward as the team

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thinks and operates globally. Already a number of major sales have been achieved with this boundary-less mindset.

2009 and 2010 are going to be difficult years for businesses worldwide. MiX Telematics operates globally and is intent on growing its international presence strongly into the future. We have the management capability to achieve this growth and the executive team has set themselves some high targets moving forward. Everyone is acutely aware of the challenges business face in these uncertain times, and the board at MiX Telematics believes the Group will show growth into the future, although forecasting is not feasible at the present time. Suffice it to say, the Group has great products, really good and talented people, a critical mass and a positive cash flow to achieve its medium-term plans.

Joss and I wish to express our, and the board's, sincere thanks to our executive team for an outstanding year in extremely difficult times. To our 700 employees of the Group around the world, we thank you for all your efforts in a difficult year. And to the non-executive board members, many thanks again for your time and wise counsel.

A FEW WORDS FROM THE CEO, STEFAN "JOSS" JOSELOWITZ ...

These results would have been good in any normal year but in the year that we have just endured, they are particularly pleasing. This is thanks to a great team that delivered, despite facing brutal trading conditions.

When we published our half-year update in November 2008, I alluded to a belief that we had positioned ourselves well for a strong second half: I am now happy to report that all of our original businesses being "MiX Africa", "MiX EuropeUK" and "MiX International" performed ahead of plan. For those investors bent on segmental analysis, a word of caution - we have moved things around within and between individual business units to achieve maximum efficiency. Our two mega-deal projects - debis (in South Africa) and Go-Ahead Bus (in the UK) - were both fully implemented in the year under review. We have now repeatedly demonstrated in South Africa, Europe, the Middle-East and the USA that we are capable of effectively rolling out huge projects and this bolsters our resume when pitching for other mega-deals (which we are doing on an ongoing basis).

Born out of our acquisition of Tripmaster last year, MiX North America has been successfully transitioned into the Group. Based in Dallas, USA, this business has scored two quick wins in the period, the first of which - Baker Hughes - has been completely rolled out. We are in the process of finalising some customisation for Chevron and expect to conclude installation of the fleet in the next quarter. I relocated to the USA earlier this year and this move is a clear indication that we are serious about the globalisation of the Group.

The anticipated opportunity in SDI, our most recent acquisition, has thus far not disappointed and the synergies that we have unlocked have already exceeded our initial expectations. This business also dovetails nicely with our efforts in the USA, with many cross-pollination opportunities becoming apparent.

In terms of the numbers, they speak for themselves and I am spoilt for choice in terms of areas that deserve special mention - so I will take the easy path and revert to my three favourite picks, namely "annuity revenue", "foreign revenue" and "cash":

- Our annuity revenue grew by 21% to R419 million, making up almost 44% of our total revenue,
- Foreign revenue increased by an impressive 45% to R426 million and is a solid indicator that our global ambitions are taking traction,
- Your team delivered fantastic cash generation from operating activities of R139 million for the year.

Looked at another way, our net debt position (total borrowings, including overdraft, net of cash on hand) reduced from R154 million last year to R89 million this year, an improvement of R65 million! Net gearing in the Group now stands at 14% of Group Equity, down from last year's level of 26%. Net interest cover at EBITDA level is at 7,6 times, vs. last year (pro forma) of 7,0 times. Generally these levels would be considered to be conservative, but your board has prudently decided to de-gear the Group in the current times.

So, having concluded our first full year of operations as a merged and listed entity (whew!), I can report that I am satisfied with the progress that the Group has made towards achieving both our short and medium-term objectives. Forgive me for pointing out the obvious, but global trading conditions remain extremely tough and in some regions have deteriorated even further than last year. For now, our focus will remain on weathering the storm whilst executing well on the basics.

BUSINESS OVERVIEW

MiX Telematics is a Group that is focused on all levels of vehicle telematics, combining vehicle tracking, driver/passenger safety and recovery services with a complete range of fleet management products and services.

DIVIDEND DISTRIBUTION

Shareholders are advised that the directors have resolved to declare a cash dividend of 4 cents per share for the year ended 31 March 2009.

The salient dates are as follows:

Last date to trade cum dividend	Friday, 24 July 2009
Trading ex dividend commences	Monday, 27 July 2009
Record date	Friday, 31 July 2009
Payment date	Monday, 3 August 2009

Shares may not be dematerialised or rematerialised between Monday, 27 July 2009 and Friday, 31 July 2009, both dates inclusive.

INCOME STATEMENT WITH COMPARATIVE PRO FORMA INFORMATION

The Income Statement below has been compiled for illustrative purposes using the audited results for the year ended 31 March 2009 and the pro forma Income Statement of the Group for the year ended 31 March 2008 as comparatives.

PRO FORMA INCOME STATEMENT

(R000's)	Year ended 31 March 2009	Pro forma Year ended 31 March 2008
Revenue	958 139	687 547
Cost of sales	(386 482)	(258 255)
Gross profit	571 657	429 292
Other operating income	10 210	11 059
Other operating expenses	(384 487)	(280 110)
Earnings before interest, tax, depreciation, amortisation, impairment and negative goodwill ("EBITDA")	197 380	160 241
Depreciation and amortisation	(24 896)	(20 070)
Amortisation arising from the purchase price allocation required by IFRS3	(26 798)	(21 939)
Impairment of intangible and available for sale financial assets	(11 954)	-
Negative goodwill	1 325	-
Earnings before interest and tax ("EBIT")	135 057	118 232
Finance income	1 023	1 714
Finance costs	(26 954)	(24 623)
Share of joint venture losses	(916)	-
Profit before tax	108 210	95 323
Taxation expense	(39 125)	(33 120)
Profit for the period	69 085	62 203
Loss/(profit) on disposal of property, plant and equipment (after tax)	344	(47)
Impairment of assets	11 954	-
Negative goodwill	(1 325)	-
Headline earnings	80 058	62 156
Amortisation arising from the purchase price allocations required by IFRS3 (after tax)	23 569	15 471
Impact of tax rate reductions arising from the above purchase price allocations	-	(1 651)
One-off adjustments resulting from Omnibridge business combination	-	5 265
Adjusted headline earnings	103 627	81 241
Weighted average shares (000's)	649 917	640 000
Earnings per share (cents)	10,6	9,7
Headline earnings per share (cents)	12,3	9,7
Adjusted headline earnings per share (cents)	15,9	12,7
Segmental analysis		
Revenue		
- Vehicle tracking	332 918	300 877
- Fleet management	625 221	386 670
Revenue	958 139	687 547
EBITDA		
- Vehicle tracking	77 343	83 601
- Fleet management	126 346	78 187
- Other	(6 309)	(1 547)
EBITDA	197 380	160 241

NOTE TO THE 2008 COMPARATIVE PRO FORMA INCOME STATEMENT

The pro forma comparative results to 31 March 2008 were prepared on the basis that the acquisition of OmniBridge RSA and OmniBridge Europe had been effective 1 April 2007.

This comparative pro forma Income Statement has been prepared by management in an effort to provide a meaningful basis of comparison for users of the Group's financial information and is the responsibility of the directors of MiX Telematics. By its nature, the comparative pro forma information may not fairly reflect the financial results of the Group after the acquisitions of OmniBridge RSA and OmniBridge Europe on 1 October 2007.

The adjusted headline earnings per share reflects the results after eliminating:

- The IFRS3 amortisation expense (after tax) in respect of intangible assets that arose on the acquisition of OmniBridge RSA and OmniBridge Europe in 2007 and the SafeDrive International Group in 2008.
- Certain expenses in the year ended 31 March 2008 that arose as a result of the transaction to acquire OmniBridge RSA and OmniBridge Europe which were not representative of the Group going forward, these amounted to R5,3 million.

An unqualified reporting accountant's report was issued on the pro forma Income Statement of the Group for the year ended 31 March 2008.

AUDITED CONDENSED FINANCIAL STATEMENTS FOR THE YEAR ENDED 31 MARCH 2009

CONDENSED CONSOLIDATED INCOME STATEMENT (R000's)

	Audited Year ended 31 March 2009	Audited Year ended 31 March 2008
Revenue	958 139	504 490
Cost of sales	(393 515)	(204 885)
Gross profit	564 624	299 605
Other income	10 210	8 229
Other operating expenses	(439 777)	(209 942)
Operating profit	135 057	97 892
Finance income	1 023	1 242
Finance costs	(26 954)	(16 779)
Share of joint venture losses	(916)	-
Profit before tax	108 210	82 355
Taxation expense	(39 125)	(25 250)
Profit for the period	69 085	57 105
Attributable to:		
- Equity shareholders	69 085	52 504
- Minority shareholders	-	4 601
	69 085	57 105
Total shares (000's)	657 000	640 000
Weighted average shares (000's)	649 917	440 000
Earnings per share (cents)	10,6	11,9
Weighted average dilutive shares (000's)	649 917	440 155
Diluted earnings per share (cents)	10,6	11,9

Dividend per share (cents)	1,5	6,5
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CONDENSED CONSOLIDATED BALANCE SHEET
(R000's)

	Audited At 31 March 2009	Audited At 31 March 2008
Assets		
Non-current assets		
Property, plant and equipment	51 755	52 036
Intangible assets	693 345	695 917
Available for sale and other investments	3 675	5 024
Deferred taxation	13 481	10 337
Total non-current assets	762 256	763 314
Current assets		
Inventory - other	40 544	59 406
Inventory held in client vehicles	23 456	24 000
Trade and other receivables	135 396	121 540
Income tax receivable	436	79
Cash and cash equivalents	140 095	29 590
Restricted cash	1 351	1 000
Total current assets	341 278	235 615
Total assets	1 103 534	998 929
Equity and liabilities		
Capital and reserves		
Share capital	13	13
Share premium	787 353	770 353
Accumulated losses	(3 046)	(62 531)
Other reserves	(126 893)	(109 817)
Total equity	657 427	598 018
Non-current liabilities		
Interest bearing borrowings	120 232	95 127
Deferred taxation	35 611	40 043
Provisions	17 886	19 066
Total non-current liabilities	173 729	154 236
Current liabilities		
Trade and other payables	139 511	124 702
Income tax payable	10 603	25 287
Bank overdraft	27 732	31 256
Interest bearing borrowings	81 170	56 827
Provisions	13 362	8 603
Total current liabilities	272 378	246 675
Total equity and liabilities	1 103 534	998 929
Net asset value per share (cents)	100,1	93,4
Net tangible asset value per share (cents)	(5,5)	(15,3)
Total borrowings and overdraft	229 134	183 210
Less: Cash on hand (excluding restricted cash)	(140 095)	(29 590)
Total borrowings, net of cash on hand	89 039	153 620

CONDENSED CONSOLIDATED CASH FLOW STATEMENT
(R000's)

	Audited Year ended 31 March 2009	Audited Year ended 31 March 2008
Operating activities		
Cash generated from operations	226 497	114 928
Finance income received	1 023	1 242
Finance costs paid	(26 887)	(16 257)
Taxation paid	(61 491)	(13 023)
Net cash generated from operating activities	139 142	86 890
Investing activities		
Net additions to property, plant and equipment and intangible assets	(29 883)	(16 630)
Net cash (outflow)/inflow on acquisition of subsidiaries	(31 045)	14 672
Net cash utilised by investing activities	(60 928)	(1 958)
Financing activities		
Net increase in borrowings	47 010	32 118
Dividends paid	(9 600)	(20 667)
Share issue expenses and vendor loans settled	-	(108 454)
Net cash generated by/(utilized in) financing activities	37 410	(97 003)
Net increase/(decrease) in cash and cash equivalents	115 624	(12 071)
Cash and cash equivalents at beginning of the year	(1 666)	7 732
Foreign exchange gains on cash and cash equivalents	(1 595)	2 673
Cash and cash equivalents at end of the year	112 363	(1 666)

CONDENSED STATEMENT OF CHANGES IN EQUITY
(R000's)

	Audited Year ended 31 March 2009	Audited Year ended 31 March 2008
Opening balance	598 018	(81 546)
Attributable net profit for the period	69 085	52 504
Minority interest	-	4 601
Dividends paid		
- paid to equity holders	(9 600)	(15 500)
- paid to minority	-	(5 167)
Share based payments	2 006	155
Minority share acquisition		
- Shares issued	-	155 302
- Minority Interest acquired	-	(17 408)
- Transaction with minority	-	(137 894)
Shares to be issued/issued on business combination, net of listing costs	17 000	615 048
Foreign currency translation differences	(17 888)	27 569
Revaluation of shareholder loan	(1 711)	871
Fair value reserve on available for sale financial asset	517	(517)
Closing balance	657 427	598 018

NOTES TO THE CONDENSED CONSOLIDATED FINANCIAL INFORMATION

1. Basis of preparation

The condensed consolidated financial information ("financial information") is based on the audited financial statements of the Group for the year ended 31 March 2009, which have been prepared in accordance with International Financial Reporting Standards ("IFRS"), and has been compiled in accordance with International Accounting Standard 34 (Interim Reporting), the Listings Requirements of the JSE Limited and the South African Companies Act (1973) as amended. The principal accounting policies used are consistent with those applied in the previous year.

2. Business combinations

Effective 1 August 2008 MiX Telematics acquired 100% of the issued share capital of Tripmaster (a US registered company), subsequently renamed MiX Telematics North America, for a nominal consideration.

Effective 1 September 2008 MiX Telematics acquired the SafeDrive International Group of companies ("SDI") - comprising 100% of the issued share capital of SafeDrive International (an Australian registered company), 100% of the issued share capital of SafeDrive FZE (a UAE registered company), and a 49% interest in Driver Training International Middle East and Africa (a UAE registered entity) - for a total purchase consideration of AUD6 million and 17 million ordinary shares, which will be issued at R1,00 each, which approximated the market value of the MiX Telematics share on the effective date of the acquisition.

Had these acquisitions both been effective from 1 April 2008, the Group's revenue for the year would have increased by R50 million and the profit after tax for the year would have increased by R3 million. Tripmaster and SDI contributed combined revenues of R119 million to the Group for the year and a combined net profit after tax of R15 million to the Group for the year. These amounts have been calculated using the Group's accounting policies.

Details of the net assets acquired are as follows:

BUSINESS COMBINATIONS

(R000's)	SDI Group Fair value*	Tripmaster Fair value*
Property, plant and equipment	2 497	678
Intangible assets	8 850	402
Inventory	4 179	3 086
Trade and other receivables	14 521	2 308
Cash and cash equivalents	6 317	2 458
Deferred taxation liability	(248)	-
Borrowings	(1 798)	(170)
Trade and other payables	(7 343)	(7 068)
Provisions and other liabilities	(1 344)	(369)
Net asset value	25 631	1 325
Purchase consideration	57 232	-
Negative goodwill credited to income statement*	-	1 325
Less: Net Asset Value acquired*	(25 631)	(1 325)
Goodwill (included in intangible assets)*	31 601	-
Purchase consideration	57 232	-
Less: Foreign exchange gain	(411)	-

Less: To be settled through equity issue	(17 000)	-
Less: Cash acquired	(6 317)	(2 458)
Net cash outflow/(inflow) of business combination	33 504	(2 458)
* determined on a provisional basis only		

The initial accounting for the above business combinations has been determined on a provisional basis as the determination of fair values of all tangible assets and liabilities and the valuation of underlying intangible assets is still being finalised. With the acquisitions having been concluded in the months close to the year end, it was not possible to have the initial accounting finalised for year end. The provisionally determined goodwill is expected to change once the fair values of both the tangible and intangible assets and liabilities have been finally determined. It should be noted that the negative goodwill and the amortisation of IFRS3 intangible assets reflected in the income statement have also been determined on a provisional basis, accordingly these amounts could change with the final determination of the initial accounting for these business combinations.

3. Changes to share capital

The Company agreed to issue 17 million ordinary shares during the year as part of the purchase consideration for the acquisition of SDI - refer note 2. These shares had not been issued at year-end, however the share capital and the premium thereon has been accounted for from 1 September 2008, being the effective date of acquisition for accounting purposes. The shares were included in the weighted average number of shares in issue for the year and in the number of shares in issue at year end.

4. Borrowings

During the year under review, the total borrowings (including overdraft) increased to R229 million (31 March 2008: R183 million), with the components of this change summarised as:

- R41 million to fund the purchase of the SDI Group (refer note 2 above),
- R29 million of net repayments made,
- R2 million additional debt taken on with the acquisition of SDI & Tripmaster,
- R35 million of facilities drawn down and placed on call and
- R3 million reduction in overdrafts.

Total borrowings, net of cash, have reduced to R89 million from R154 million at the end of the last financial year.

5. Segmental analysis

The Group has the following primary reporting segments:

- Vehicle tracking (comprising MiX Telematics Africa, excluding MiX Enterprise) and
- Fleet management (comprising MiX Telematics International, Enterprise, Europe, North America and SDI).

SEGMENTAL ANALYSIS

(R000's)	Audited Year ended 31 March 2009	Audited Year ended 31 March 2008
Revenue		
- Vehicle tracking	332 918	300 877
- Fleet management	625 221	203 613
Revenue	958 139	504 490
Segment result		
- Vehicle tracking	68 499	75 733
- Fleet management	74 595	23 706
- Other	(6 309)	(1 547)
Segment result	136 785	97 892
Impairment of available for sale financial asset	(1 728)	-
Operating profit	135 057	97 892

6. Headline and diluted headline earnings per share

HEADLINE EARNINGS RECONCILIATION

(R000's)	Audited Year ended 31 March 2009	Audited Year ended 31 March 2008
Reconciliation of headline earnings		
Attributable earnings	69 085	52 504
Loss/(profit) on disposal of property, plant and equipment (after tax)	344	(47)
Impairment of assets	11 954	-
Negative goodwill	(1 325)	-
Headline earnings	80 058	52 457
Total shares (000's)	657 000	640 000
Weighted average shares (000's)	649 917	440 000
Headline earnings per share	12,3	11,9
Weighted average dilutive shares (000's)	649 917	440 155
Diluted headline earnings per share	12,3	11,9

7. Impairment of assets

During the year, certain intangible assets that had arisen on the initial acquisition of MiX Telematics Europe were impaired by R10,2 million to their fair value.

The investment in listed securities held by MiX Telematics Europe were impaired by R1,7 million to their fair value, being the market value at 31 March 2009.

8. Dividends

A dividend of R9,6 million (2008: R15,5 million) was paid during the year. Using shares in issue of 640 million (2008: 240 million), this equates to a dividend of 1,5 (2008: 6,5) cents per share.

9. Contingent liabilities

9.1. Connection incentives

The Group has received connection/upgrade incentives from Mobile Telephone Networks (Proprietary) Limited for connecting subscribers to their network. In the event that the subscriber contract is terminated during the two year service contract period, the full amount of the connection/upgrade incentive received for this subscriber contract becomes repayable. In the unlikely event that all subscriber contracts are terminated prematurely, the potential liability would amount to R78,9 million (31 March 2008: R77,6 million). No loss is expected under this arrangement.

9.2. Vehicle Security Association of South Africa ('VESA')

As previously reported, the Competition Commission has referred a complaint that VESA (of which MiX Telematics Africa was a member) had engaged in anti-competitive behaviour. This complaint is being heard by the Competition Tribunal and will continue over the next few months. The Group has been advised that, due to the nature of the complaint, there should be no monetary damages in the unlikely event of an adverse finding. The Group will continue to incur costs associated with defending this matter.

9.3. Net working capital dispute

The Group remains in dispute with the vendors of OmniBridge RSA and OmniBridge Europe regarding the fair value of net working capital in the businesses at the effective date of acquisition. The dispute is being resolved in terms of the sale of shares agreement. Any award made will have no material impact on earnings and the Group has not accounted for any of the amounts claimed by it in the dispute. Management does not expect the impact of this to be material.

10. Capital commitments

At 31 March 2009, capital commitments authorised but not yet contracted for the year ahead amounted to R10 million (31 March 2008: R28 million).

11. Subsequent events

Other than the dividend declared of 4 cents per share, no other material events have occurred between 1 April 2009 and the date of these results.

12. Independent audit

The condensed consolidated financial information has been audited by our auditors, PricewaterhouseCoopers Inc., who have performed their audit in accordance with International Standards on Auditing. A copy of their unqualified audit report is available for inspection at the registered office of the Company.

8 June 2009

MiX TELEMATICS LIMITED

Registered Office

Matrix Corner, Howick Close, Waterfall Park, Midrand.

Directors

SR Bruyns^ (Chairman); SB Joselowitz (CEO);
R Botha; TE Buzer; SPJ Evans (CFO), RA Frew*;
R Friedman*; A Patel*; CWR Tasker;
AR Welton^; F Roji* (alternate)

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* indicates Non-Executive

^ indicates Independent Non-executive Director

Company Secretary:

Probity Business Services (Proprietary) Limited

Reporting Accountants:

PricewaterhouseCoopers Advisory Services (Proprietary) Limited

Auditors:

PricewaterhouseCoopers Inc.

Sponsor:

Java Capital (Proprietary) Limited

Website:

www.mixtelematics.com