

2025 AUDITED

# Financial Statements

ORBIS INSTITUTIONAL  
OPTIMAL (US\$) FUND

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# DIRECTORY

## Registered office and mailing address

Orbis Institutional Optimal (US\$) Fund  
Orbis Institutional Funds Limited  
Orbis House  
25 Front Street  
Hamilton HM 11  
Bermuda

## Directors

William Gray (Chair)  
Orbis Holdings Limited  
Bermuda

William Gray is a Director of the Orbis funds and the Chair and a Director of Orbis Holdings Limited.

John C. R. Collis  
Consultant  
Bermuda

John C. R. Collis is a Director of the Orbis funds and a Director of Orbis Holdings Limited.

E. Barclay Simmons  
Rose Investment Limited  
Bermuda

E. Barclay Simmons is the Chairman and Chief Executive Officer of Rose Investment Limited and a Director of the Orbis funds.

David T. Smith  
Ecosse Limited  
Bermuda

David T. Smith is the Managing Director of Ecosse Limited and a Director of the Orbis funds.

## APPOINTMENTS AT 31 DECEMBER 2025

### Investment Manager

Orbis Investment Management Limited<sup>1</sup>  
Orbis House  
25 Front Street  
Hamilton HM 11  
Bermuda

Orbis Portfolio Management (Europe) LLP  
28 Dorset Square  
London NW1 6QG  
United Kingdom

### Investment Advisors to the Investment Manager

Allan Gray International Proprietary Limited  
1 Silo Square  
V&A Waterfront  
Cape Town, 8001  
South Africa

Orbis Investment Advisory (Norway) AS<sup>2</sup>  
Solveien 42H  
Oslo 1177  
Norway

Orbis Investments (Canada) Limited<sup>3</sup>  
Metrotower I, Suite 2600  
4710 Kingsway  
Burnaby, British Columbia V5H 4M2  
Canada

Orbis Investment Management (Hong Kong) Limited  
Rooms 3405-3408  
34th Floor, Alexandra House  
18 Chater Road  
Central, Hong Kong

Orbis Investment Management (U.S.), L.P.  
One Letterman Drive, Building C, Suite CM-100  
The Presidio of San Francisco  
San Francisco, California 94129-1492  
United States of America

### Auditors

Ernst & Young LLP  
EY Tower  
100 Adelaide Street West, PO Box 1  
Toronto, Ontario M5H 0B3  
Canada

### Custodian

Citibank N.A., New York Offices  
388 Greenwich Street  
New York, New York 10013  
United States of America

### Administrator and Registrar

Citibank Europe plc  
Luxembourg Branch  
31, Z.A. Bourmicht  
L-8070 Bertrange  
Luxembourg

<sup>1</sup> Licensed to conduct investment business by the Bermuda Monetary Authority.

<sup>2</sup> Effective 1 July 2025, Orbis Investment Advisory (Norway) AS was appointed as an Investment Advisor to Orbis Investment Management Limited.

<sup>3</sup> Effective 1 January 2025, Orbis Investments (Canada) Limited was appointed as an Investment Advisor to Orbis Investment Management Limited.

# INDEPENDENT AUDITOR'S REPORT

To the Board of Directors of Orbis Institutional Funds Limited and the Members of

Orbis Institutional Optimal (US\$) Fund (the "Fund"):

## Opinion

We have audited the financial statements of the Fund, which comprise the statement of financial position as at 31 December 2025, and the statement of comprehensive income, statement of changes in net assets attributable to holders of redeemable fund shares and statement of cash flows for the year then ended, and notes to the financial statements, including material accounting policy information.

In our opinion, the accompanying financial statements present fairly, in all material respects, the financial position of the Fund as at 31 December 2025, and its financial performance and its cash flows for the year then ended in accordance with International Financial Reporting Standards (IFRS).

## Basis for opinion

We conducted our audit in accordance with Canadian generally accepted auditing standards. 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 Fund in accordance with the ethical requirements that are relevant to our audit of the financial statements in Canada, and we have fulfilled our other ethical responsibilities in accordance with these requirements. We believe that the audit evidence we have obtained is sufficient and appropriate to provide a basis for our opinion.

## Responsibilities of management and the Board of Directors for the financial statements

Management is responsible for the preparation and fair presentation of the financial statements in accordance with IFRS, and for such internal control as management determines 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, management is responsible for assessing the Fund'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 management either intends to liquidate the Fund or to cease operations, or has no realistic alternative but to do so.

The Board of Directors are responsible for overseeing the Fund's financial reporting process.

## 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 Canadian generally accepted auditing standards 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.

## INDEPENDENT AUDITOR'S REPORT (CONTINUED)

As part of an audit in accordance with Canadian generally accepted auditing standards, we exercise professional judgment and maintain professional skepticism throughout the audit. We also:

- 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 Fund's internal control.
- Evaluate the appropriateness of accounting policies used and the reasonableness of accounting estimates and related disclosures made by management.
- Conclude on the appropriateness of management's 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 Fund'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 Fund 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 Board of 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.

The logo for Ernst & Young LLP is written in a black, cursive script font.

Toronto, Canada  
30 January 2026

Chartered Professional Accountants  
Licensed Public Accountants

# ORBIS INSTITUTIONAL OPTIMAL (US\$) FUND

## STATEMENT OF FINANCIAL POSITION (US\$ 000'S)

As at 31 December	2025	2024
<b>Assets</b>		
Financial assets at fair value through profit or loss		
Orbis Optimal (US\$) Fund Limited	881,437	685,354
Cash and cash equivalents	205	315
Manager's fees refunded	-	3,889
Rebate receivable of Manager's fees charged to Orbis fund	1,396	413
	<b>883,038</b>	<b>689,971</b>
<b>Liabilities</b>		
Manager's fees payable	282	212
Fee Reserve flows payable	217	-
Other payables and accrued liabilities	35	34
	<b>534</b>	<b>246</b>
<b>Net assets attributable to holders of redeemable Fund shares</b>	<b>882,504</b>	<b>689,725</b>



William Gray,  
on behalf of the Board of Directors  
30 January 2026

See accompanying notes on page 8

# ORBIS INSTITUTIONAL OPTIMAL (US\$) FUND

## STATEMENT OF COMPREHENSIVE INCOME (US\$ 000'S)

For the year ended 31 December	2025	2024
<b>Income</b>		
Net gain on financial assets and liabilities at fair value through profit or loss	70,558	21,612
Interest and other	6	9
	<b>70,564</b>	<b>21,621</b>
<b>Expenses</b>		
Rebate of Manager's fees charged to Orbis fund	(15,361)	(11,547)
Manager's fees	17,018	2,443
Administration, professional fees and other	89	95
	<b>1,746</b>	<b>(9,009)</b>
<b>Increase in net assets attributable to holders of redeemable Fund shares</b>	<b>68,818</b>	<b>30,630</b>

## STATEMENT OF CHANGES IN NET ASSETS ATTRIBUTABLE TO HOLDERS OF REDEEMABLE FUND SHARES (US\$ 000'S)

For the year ended 31 December	2025	2024
<b>Balance at beginning of year</b>	<b>689,725</b>	<b>619,396</b>
Increase in net assets attributable to holders of redeemable Fund shares from operations	68,818	30,630
Shareholders' activity during the year		
Subscriptions		
Shareholders	14,303	92,500
Switches between funds	104,480	26,871
Redemptions		
Shareholders	-	(53,626)
Switches between funds	-	(28,411)
Performance fee transfers		
Fee charged	26,122	16,608
Fee refunded	(16,271)	(14,195)
Fee Reserve flows to Investment Manager	(4,673)	(48)
<b>Balance at end of year</b>	<b>882,504</b>	<b>689,725</b>

See accompanying notes on page 8



# ORBIS INSTITUTIONAL OPTIMAL (US\$) FUND

## STATEMENT OF CASH FLOWS (US\$ 000's)

For the year ended 31 December	2025	2024
<b>Cash flows from operating activities</b>		
Proceeds from realisation of investments	100	81,198
Purchases of investments	(125,625)	(125,217)
Interest received	6	9
Rebate of Manager's fees charged to Orbis fund received	14,378	11,940
Manager's fees paid	(3,208)	(4,934)
Operating expenses paid	(88)	(94)
<b>Net cash used in operating activities</b>	<b>(114,437)</b>	<b>(37,098)</b>
<b>Cash flows from financing activities</b>		
Proceeds from subscription of redeemable Fund shares	118,783	119,371
Payments on redemption of redeemable Fund shares	-	(82,037)
Fee Reserve flows paid to Investment Manager	(4,456)	(48)
<b>Net cash provided by financing activities</b>	<b>114,327</b>	<b>37,286</b>
Net increase (decrease) in cash and cash equivalents	(110)	188
Cash and cash equivalents - beginning of year	315	127
<b>Cash and cash equivalents - end of year</b>	<b>205</b>	<b>315</b>

See accompanying notes on page 8

## NOTES TO THE FINANCIAL STATEMENTS AT 31 DECEMBER 2025 AND 2024

### General information

Orbis Institutional Optimal (US\$) Fund (the “Fund”) is a sub-fund of Orbis Institutional Funds Limited (the “Company”), a Bermuda mutual fund registered as a segregated accounts company. The Company’s registered office is located at Orbis House, 25 Front Street, Hamilton, HM 11, Bermuda.

The Fund seeks long-term capital appreciation by investing in Orbis Optimal (US\$) Fund Limited (“Orbis Optimal (US\$)”).

Orbis Investment Management Limited has been contractually appointed as the Investment Manager of the Fund.

These financial statements were authorised for issue by the Board of Directors on 30 January 2026.

### Summary of material accounting policy information

**Basis of preparation.** These financial statements have been prepared in accordance with International Financial Reporting Standards (IFRS) as issued by the International Accounting Standards Board.

All references to net assets throughout this document refer to net assets attributable to holders of redeemable Fund shares.

The financial statements have been prepared on a historical cost basis, except for Financial assets and liabilities held at fair value through profit or loss, which are measured at fair value.

#### Financial instruments

**Recognition.** Financial assets and financial liabilities are recognised when the Fund becomes party to the contractual provisions of the instrument. Financial assets are derecognised when the rights to receive cash flows from the asset have expired or the Fund has transferred substantially all the risks and rewards of ownership. Financial liabilities are derecognised when the obligation under the liability is discharged, cancelled or expired.

**Measurement.** The Fund’s investments are initially recognised at fair value on the trade date. Transaction costs are expensed as incurred. Subsequent to initial recognition, investments are measured at fair value. Realised gains and losses on disposal are calculated using the average cost method.

**Classification.** The Fund’s investment in Orbis Optimal (US\$) is categorised under IFRS as at fair value through profit or loss as it is managed and its performance is evaluated on a fair value basis.

Cash and cash equivalents and all other receivables and payables are measured at amortised cost which approximates fair value.

**Offsetting.** Financial assets and financial liabilities are offset when the Fund has a legally enforceable right to offset recognised amounts and either intends to settle on a net basis, or to realise the asset and settle the liability simultaneously.

**Foreign currency translation.** These financial statements are presented in US dollars, the Fund’s functional and presentation currency, being the currency in which performance is measured and reported and in which shares are issued and redeemed.

Transactions in foreign currencies are translated using exchange rates prevailing at the date of the transaction. Assets and liabilities denominated in foreign currencies are translated using exchange rates prevailing at the year-end.

In the Statement of Comprehensive Income, translation gains and losses on financial instruments at fair value through profit or loss are included in Net gain (loss) on financial assets and liabilities at fair value through profit or loss.

**Cash and cash equivalents.** Cash and cash equivalents include cash and other highly liquid investments held for meeting short-term cash commitments.

**Income and expenses.** Income and expenses are recorded on an accrual basis. All income and expenses which can be allocated directly to individual share classes are charged to those share classes. Income and expenses which do not relate specifically to a particular share class are allocated between the share classes pro rata to their Net Asset Values.

**Taxes.** Under current Bermuda law, there are no Bermuda income, profit, capital, capital gains, estate or inheritance taxes payable by the Fund or its shareholders in respect of shares in the Fund. The Minister of Finance of Bermuda has undertaken in accordance with relevant legislation that in the event that any such Bermuda taxes are levied in Bermuda in the future, the Fund and its shares will be exempt from such taxes until 31 March 2035. However, following Bermuda's passage of the Corporate Income Tax Act, 2023 (the "CIT Act"), this assurance is now subject to the application of any taxes arising pursuant to the CIT Act. The CIT Act is intended to comply with the Organization for Economic Cooperation and Development's Global Minimum Tax Rules and became effective for fiscal years started on or after 1 January 2025. At present, the Investment Manager expects the Fund to be outside the scope of the CIT Act.

**Accounting estimates and assumptions.** The preparation of financial statements requires management to make estimates and assumptions concerning the future. Actual results may differ from these estimates.

The most significant use of assumptions and estimation applied in preparing these financial statements relate to the determination of the fair value of financial instruments. Changes in relevant assumptions could affect the fair value reported in these financial statements.

**Standards issued but not yet effective.** *IFRS 18 Presentation and Disclosure in Financial Statements* will replace *IAS 1 Presentation of Financial Statements*. IFRS 18 introduces a requirement to classify all income and expenses within specified categories and provide specified totals and subtotals in the Statement of Comprehensive Income; it also provides enhanced guidance on the aggregation, location and labeling of items across the financial statements and the notes to the financial statements. IFRS 18 is effective for annual periods beginning on or after 1 January 2027, but early adoption is permitted. The Fund is in the process of assessing the impact of IFRS 18 but is not expecting it to have material implications to the Fund's financial statements and has not yet determined whether it will early adopt.

## **Fair value measurement**

**Fair value hierarchy.** The Fund's financial instruments measured at fair value are categorised within a three-level fair value hierarchy, based on the lowest input significant to the fair value measurement.

Level 1: Quoted prices (unadjusted) in active markets for identical assets or liabilities.

Level 2: Valuation techniques for which the lowest level input significant to the fair value measurement is directly or indirectly observable.

Level 3: Valuation techniques for which the lowest level input significant to the fair value measurement is unobservable.

The fair value of the investment in Orbis Optimal (US\$) is based on its net asset value per share, as this represents the price at which the Fund would transact in these shares. The investment is classified as a Level 2 investment.

Transfers between levels of the fair value hierarchy are deemed to have occurred at the end of the reporting period. There were no transfers between levels during the year ended 31 December 2025 or 31 December 2024.

## Net gain on financial assets and liabilities at fair value through profit or loss

For the year ended 31 December	2025	2024
	US\$ 000's	US\$ 000's
Orbis Optimal (US\$)		
Realised gains	11	9,286
Change in unrealised gains	70,547	12,326
Net gain on financial assets and liabilities at fair value through profit or loss	70,558	21,612

### Financial risk management

The Fund's investment activities expose it to a variety of financial risks: market risk (which includes currency risk, interest rate risk and price risk), credit risk and liquidity risk.

The investments of the Fund are managed by the Investment Manager in accordance with the investment policy and investment restrictions of the Fund described in the Fund's prospectus.

#### Market risk

**Currency risk.** Currency risk is the risk that the fair value of a financial instrument will fluctuate due to changes in foreign exchange rates.

The Fund invests substantially all its net assets in Orbis Optimal (US\$) and as a result indirectly holds securities denominated in foreign currencies whose value will fluctuate due to changes in exchange rates. The currency exposures of that Fund are managed, principally by using forward currency contracts to sell unwanted currency exposure arising from its investments. For Orbis Optimal (US\$), such currency sales are normally in favour of the US dollar.

At 31 December 2025, the main foreign currency to which the Fund, through its investment in Orbis Optimal (US\$), had exposure was Japanese yen at 6% (2024 – 6%). The impact on the Fund's net assets of a 5% movement against the US dollar in all currencies to which the Fund was exposed as at 31 December 2025 would have been 1.0% (2024 – 0.8%).

**Interest rate risk.** Interest rate risk is the risk that the fair value or future cash flows of a financial instrument will fluctuate due to changes in market interest rates.

The majority of the Fund's and Orbis Optimal (US\$)'s financial assets and liabilities are non-interest bearing. Accordingly, the Fund is not subject to significant levels of risk due to fluctuations in the prevailing levels of market interest rates.

**Price risk.** Price risk is the risk that the fair value of a financial instrument will fluctuate as a result of changes in market prices, other than those arising from currency or interest rate risk.

The Fund is exposed to price risk arising from its investment in Orbis Optimal (US\$) which indirectly invests in equity securities and directly invests in stockmarket-based derivatives, usually comprising index futures and options. To protect investors from the risk of monetary loss arising from unexpected stockmarket declines, Orbis Optimal (US\$) augments its equity exposure obtained by investing in equity funds with a substantial core level of hedging, principally by holding a basket of stockmarket-based derivatives. The result is that Orbis Optimal (US\$)'s returns are driven mainly by the ability to select equities that outperform their respective stockmarket indices and not by the overall direction of equity markets. Orbis Optimal (US\$) never seeks to profit from an overall decline in world stockmarkets by establishing a net negative exposure to overall world stockmarkets.

Considering the historical correlation between the return of the underlying equities held by the equity funds at year-end and the returns of their respective stockmarket indices, the estimated impact on the Fund's net assets of a 5% change in those markets as at 31 December 2025 would have been less than 0.1% (2024 – 0.1%). Historical correlation may not be representative of future correlation. Actual results may differ and those differences could be material.

**Credit risk.** Credit or counterparty risk arises from the potential inability of a counterparty to a financial instrument to perform its contractual obligations, resulting in a financial loss to the Fund.

Credit risk arises primarily from the Fund's cash and cash equivalents. The maximum exposure to credit risk at the year-end is the carrying value of these financial assets.

The Investment Manager seeks to reduce the Fund's credit risk to the extent practicable by dealing only with counterparties that meet its strict contractual terms and trading practices, designed to mitigate counterparty insolvency risk.

**Liquidity risk.** Liquidity risk is the risk that the Fund will not be able to generate sufficient cash resources to meet its obligations as they fall due.

For the Fund, exposure to liquidity risk may arise from the requirement to meet cash redemption requests, normally payable within five business days of any Dealing Day.

The Fund invests substantially all its net assets in Orbis Optimal (US\$) which invests in other equity funds. The majority of those equity funds' investments are actively traded on a stock exchange and can be readily disposed of. Orbis Optimal (US\$) and the funds in which it invests offer weekly or daily dealing.

Fund shares are redeemable weekly on demand at the holder's option and all payables are due within one month.

### **Net assets attributable to holders of redeemable shares**

As a Bermuda segregated accounts company, the Company may establish and maintain separate Funds within which all assets and liabilities attributable to each segregated portfolio or segregated account, as applicable, and their respective classes of shares are held. The assets and liabilities of each Fund are legally segregated from the assets and liabilities of any and all other Funds within the Company under the Segregated Accounts Companies Act 2000 of Bermuda. Fund assets shall not be available or used to meet liabilities to, and shall be protected from, any creditors of the Company who are not creditors of that Fund.

At 31 December 2025 and 2024, the authorised share capital of the Company comprises 12,000 Founders' shares of par value US\$1 each and 500 million Fund shares of par value US\$0.0001 each.

Fund shares may be issued in one or more classes or series of shares. At 31 December 2025, the Fund offers Base, Core and Zero Base Refundable Reserve Fee shares, each of which may have different management fees or eligibility requirements. Within each of those share classes, individual share classes or individual series within a share class are issued to investors to facilitate calculation of the management fees. Fee Reserve shares are issued to the Investment Manager.

Fund and Fee Reserve shares participate pro rata in the net assets and dividends of the Fund attributable to those classes of shares. These shares are redeemable at their Net Asset Value and are non-voting. Founders' shares do not participate in the Funds' assets, are redeemable at their par value only after all Fund and Fee Reserve shares have been redeemed, and carry the right to vote. If the Company is wound up or dissolved, the Founders' shares would participate only to the extent of their par value. All of the authorised Founders' shares have been issued.

Notwithstanding that the net assets attributable to holders of redeemable Fund shares are classified as a liability in these financial statements, the Investment Manager considers those net assets to represent the Fund's capital. The amount of such net assets can change significantly due to changes in the value of the Fund's investments and from subscriptions or redemptions placed at the discretion of the holders of the redeemable Fund shares. The Fund is not subject to any externally imposed capital requirements.

Fund and Fee Reserve share transactions for the year, in thousands of shares, were as follows:

	Fund shares						Fee Reserve shares	
	Base		Core		Zero Base			
	2025	2024	2025	2024	2025	2024		
Balance at beginning of year	103	23	3,927	8,589	5,767	-	91	80
Subscriptions								
Shareholders	-	-	146	1,891	-	-	48	129
Switches between funds	58	103	567	269	751	-	-	2
Transfer between share classes	-	-	-	137	-	5,767	-	-
Redemptions								
Shareholders	-	(23)	-	(535)	-	-	(129)	(117)
Switches between funds	-	-	-	(657)	-	-	-	(3)
Transfer between share classes	-	-	-	(5,767)	-	-	-	-
Balance at end of year	161	103	4,640	3,927	6,518	5,767	10	91

The Net Asset Value per share in US\$ and the number of shares in issue, in thousands, at 31 December 2025 was:

Base share class	Net Asset Value	
	per Share	Shares*
F-25	100.17	103
R-22	100.01	58
		161
Core share class		
E-6	107.99	287
G-5	104.93	302
N-8	107.99	2,706
R-3	107.13	227
R-15	100.01	240
R-23	100.01	209
S-13	104.86	669
		4,640
Zero Base share class		
O-1	102.23	901
R-7	46.03	5,617
		6,518
Fee Reserve shares	2,142.53	10

\*May not sum due to rounding

Effective 1 May 2025, the daily management of Fee Reserve movements is administered exclusively through fund accounting systems rather than on the share registry. Any Fee Reserve shares that had been issued prior to this date, which were owned solely by the Investment Manager of the Fund, were redeemed and immediately reissued back to the Investment Manager as a share class with a fixed number of shares. The value of these shares increases or decreases to reflect the aggregate value of the Fee Reserves in the Fund. There was no change to the total value of the Fee Reserve or the calculation of performance fees as a result of this change. Accordingly, comparative figures relating to these Fee Reserve movements in the Statement of Changes in Net Assets Attributable to Holders of Redeemable Fund Shares and the Statement of Cash Flows have been reclassified in order to conform with current year presentation.

## Investment in Orbis Optimal (US\$)

The Fund meets the definition of an investment entity within *IFRS 10 Consolidated Financial Statements* and measures its investment in Orbis Optimal (US\$), a Bermuda company with its principal place of business in Bermuda, at fair value through profit or loss. At 31 December 2025, the Fund owned 37.0% (2024 – 36.5%) of the non-voting Fund shares of Orbis Optimal (US\$).

The table below presents additional information on Orbis Optimal (US\$)'s investments in other funds at the year-end:

	Ownership %	
	2025	2024
<b>Optimal (US\$)</b>		
Orbis Institutional Global Equity (OFO) Fund	100.0	100.0
Orbis Institutional Emerging Markets Equity L.P.	87.4	83.1
Allan Gray Africa Equity Fund	54.9	56.5
Orbis U.S. Opportunities, L.P.	21.0	-
Orbis SICAV - Japan Equity Fund	3.2	3.7
Orbis Institutional U.S. Equity L.P.	-	65.0

Orbis SICAV - Japan Equity Fund is domiciled in Luxembourg, Orbis Institutional Emerging Markets Equity L.P., Orbis U.S. Opportunities, L.P. and Orbis Institutional U.S. Equity L.P. in the United States and all other funds in Bermuda. Each fund's principal place of business is the same as its domicile.

## Indemnification

The Fund may enter into agreements that contain indemnifications or warranties for the benefit of service providers and others in connection with the Fund's investments. The Fund's exposure under these agreements is dependent upon future claims that may be made against the Fund. The risk of material loss from such future claims is considered remote.

## Related party transactions

The Investment Manager is paid a base fee by each of the Base and Core Refundable Reserve Fee shares of 0.75% per annum of their net assets. The Zero Base Refundable Reserve Fee shares do not pay a base fee. The Base and Core Refundable Reserve Fee shares each pay a performance related fee of 25%, and the Zero Base Refundable Reserve Fee shares a fee of 33% of the share class' rate of return versus its performance fee benchmark since the last Dealing Day. At each Dealing Day, all accrued performance fees are transferred into a separate Fee Reserve attributable to each investor. The performance fee is partially refundable in the event of future underperformance, with the refund limited to the value of the Fee Reserve related to each investor's Refundable Reserve Fee shares and the fee subject to a high water mark should the available refund be exhausted. The Fee Reserve shares bear no fee.

For each investor in the Base and Core Refundable Reserve Fee share classes, when the value of the related Fee Reserve exceeds 3% and 7% of the total Net Asset Value of their Refundable Reserve Fee shares, the Investment Manager is paid in cash at the rate capped at 1% and 2% per annum, respectively, of the total Net Asset Value of those Refundable Reserve Fee shares. For each investor in the Zero Base Refundable Reserve Fee share classes, payment is made at the rate capped at 0.75% per annum of the total Net Asset Value of their Refundable Reserve Fee shares, and is increased to a rate capped at 1.75% and 2.75% per annum when the value of the related Fee Reserve exceeds 3% and 7%, respectively, of the total Net Asset Value of those Refundable Reserve Fee shares.

All management fees associated with the Fund's investment in Orbis Optimal (US\$) are rebated by its Investment Manager to the Fund. The Investment Manager has agreed that for the year ended 31 December 2025, the operating expenses of the Fund, excluding the Manager's fees charged and rebated, will be capped at 0.15% per annum (2024 – 0.15%).

The Company pays Director's fees of US\$7,750 (2024 - US\$7,750) per annum to each of John Collis, Barclay Simmons and David Smith. No other directors have received any remuneration or other direct benefit material to them.

At the year-end, related parties, which include institutional and other clients managed on a discretionary basis and the directors and officers of the Orbis funds and of their Investment and Sub-Portfolio Managers and Investment Advisors, held all the R-22 Base, all the E-6, G-5, N-8, R-3, R-15, and R-23 Core and all the O-1 and R-7 Zero Base (2024 - all the E-6, G-5, N-8, and R-3 Core and all the O-1 and R-7 Zero Base) Refundable Reserve Fee Fund shares.

The Investment Manager holds all the Fee Reserve shares.



## NOTICES

**Annual General Meeting.** Notice is hereby given that the Annual General Meeting of Orbis Institutional Funds Limited (the "Company") will be held at the offices of Orbis Investment Management Limited, Orbis House, 25 Front Street, Hamilton HM 11, Bermuda on 27 March 2026 at 10:00am. Members are invited to attend and address the meeting. The Agenda will comprise the following:

- Review of Minutes of the Annual General Meeting of Members of the Company held on 27 March 2025
- Review of 2025 audited financial statements
- Appointment of the Directors of the Company
- Approval of Director's fees for the year to 31 December 2026
- Proposed re-appointment of Ernst & Young LLP as Auditors for the year to 31 December 2026

By Order of the Board, Katharine Summerley, Secretary

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