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NICTUS HOLDINGS LIMITED
CONSOLIDATED REVIEWED
GROUP RESULTS
for the period ended 31 March 2022

Report on Review of Condensed Consolidated Interim Financial Information

To the shareholders of Nictus Holdings Limited and its subsidiaries

Introduction

We have been engaged to review the accompanying condensed consolidated interim financial information of Nictus Holdings Ltd and its subsidiaries as set out herein, which comprise the condensed statement of financial position as at 31 March 2022, and the related condensed statement of profit or loss and other comprehensive income, condensed statement of changes in equity and condensed statement of cash flows for the 12 months ended, and selected explanatory notes. Management is responsible for the preparation and presentation of this condensed consolidated interim financial information in accordance with International Accounting Standard 34 Interim Financial Reporting and the Companies Act of Namibia.

Scope of Review

We conducted our review in accordance with International Standard on Review Engagements 2410, Review of Interim Financial Information Performed by the Independent Auditor of the Entity. A review of interim financial information consists of making inquiries, primarily of persons responsible for financial and accounting matters, and applying analytical and other review procedures. A review is substantially less in scope than an audit conducted in accordance with International Standards on Auditing and consequently does not enable us to obtain assurance that we would become aware of all significant matters that might be identified in an audit. Accordingly, we do not express an audit opinion.

Conclusion

Based on our review, nothing has come to our attention that causes us to believe that the accompanying condensed consolidated interim financial information as at 31 March 2022 is not prepared, in all material aspects, in accordance with International Accounting Standard 34 Interim Financial Reporting and the Companies Act of Namibia.



SGA
Registered Accountants and Auditors
Chartered Accountants (Namibia)

Per: C Matthee
Partner

Windhoek, Namibia
15 June 2022

Partners: C. Matthee (Managing Partner) - P.O. Jacobs - A.J. Esterhuysen - E. Clites - T.E. Kruger - E. Gertsema



EXCELLENCE

NICTUS HOLDINGS LIMITED CONSOLIDATED REVIEWED GROUP RESULTS

STATEMENT OF PROFIT OR LOSS AND OTHER COMPREHENSIVE INCOME

| | Note | Reviewed | Audited | Change % |
|---|------|-----------------|----------------|------------|
| | | Period ended | Year ended | |
| Figures in N\$'000 | | 31 Mar 22 | 31 Mar 21 | |
| Revenue | | 666,595 | 617,234 | 8 |
| Effective interest income | | 45,084 | 39,413 | 14 |
| Total revenue | 5 | 711,679 | 656,647 | 8 |
| Cost of sales | | (483,920) | (446,321) | 8 |
| Claims incurred | 7 | (9,375) | (28,938) | -68 |
| Gross profit | | 218,384 | 181,388 | 20 |
| Other income | 6 | 21,600 | 7,866 | 175 |
| Other operating (losses)/gains | 6 | (9,617) | (40) | 23,943 |
| Investment income from operations | | 19,631 | 16,732 | 17 |
| Operating and administrative expenses | | (200,902) | (175,957) | 14 |
| Operating profit | | 49,096 | 29,989 | 64 |
| Investment income | | 2,141 | 2,495 | -14 |
| Operating profit before finance costs | | 51,237 | 32,484 | 58 |
| Finance costs | | (5,801) | (4,864) | 19 |
| Profit before taxation | | 45,436 | 27,620 | 65 |
| Taxation | | (9,493) | (9,472) | 0 |
| Profit for the period | | 35,943 | 18,148 | 98 |
| Other comprehensive income | | | | |
| Revaluation and impairment of property | | (12,196) | - | 100 |
| Other comprehensive income for the period | 7 | (12,196) | - | 100 |
| Total comprehensive income for the period | | 23,747 | 18,148 | 31 |
| Total comprehensive income attributable to: | | | | |
| Owners of the parent | | 23,747 | 18,148 | 31 |
| Earnings per share | | | | |
| Basic and diluted earnings per share (cents) | 11 | 68.51 | 34.59 | 98 |
| Basic and diluted earnings per share before treasury share adjustment (cents) | | 67.25 | 33.96 | 98 |
| Headline earnings per share | | 72.17 | 34.61 | 109 |
| Headline earnings per share before treasury share adjustment (cents) | | 70.84 | 33.98 | 109 |
| Dividends per share (cents) * ** | | 18.00 | 12.00 | |
| Number of shares in issue (000's) | | 53,444 | 53,444 | |
| Number of treasury shares held in Group (000's) | | 983 | 983 | |

* Dividends paid in July 2021 of 18 cents per share

** Dividends paid in August 2020 of 12 cents per share

STATEMENT OF FINANCIAL POSITION

| | Reviewed | Audited |
|---------------------------------------|------------------|------------------|
| | Period ended | Year ended |
| Figures in N\$'000 | 31 Mar 22 | 31 Mar 21 |
| ASSETS | | |
| Non-current assets | 1,005,500 | 829,262 |
| Property, plant and equipment | 327,682 | 343,819 |
| Right-of-use assets | 4,626 | 4,810 |
| Investment property | 43,482 | 43,642 |
| Intangible assets | 3,456 | 4,707 |
| Trade and other receivables | 41,560 | 31,652 |
| Investment at fair value | 62,755 | 24,048 |
| Loans and receivables | 510,796 | 365,891 |
| Deferred tax | 11,143 | 10,693 |
| Current assets | 1,045,052 | 1,026,249 |
| Total assets | 2,050,552 | 1,855,511 |
| EQUITY | 193,772 | 179,470 |
| Stated capital | 129 | 129 |
| Reserves | 62,203 | 74,399 |
| Retained earnings | 131,440 | 104,942 |
| LIABILITIES | | |
| Non-current liabilities | 70,489 | 142,356 |
| Interest bearing loans and borrowings | 19,604 | 100,298 |
| Finance lease liabilities | 2,786 | 2,588 |
| Deferred tax | 48,099 | 39,470 |
| Current liabilities | 1,786,291 | 1,533,685 |
| Insurance contract liabilities | 1,670,218 | 1,432,732 |
| Other current liabilities | 116,073 | 100,953 |
| Total liabilities | 1,856,780 | 1,676,041 |
| Total equity and liabilities | 2,050,552 | 1,855,511 |

NICTUS HOLDINGS LIMITED CONSOLIDATED REVIEWED GROUP RESULTS

STATEMENT OF CHANGES IN EQUITY

| Figures in N\$'000 | Stated capital | Revaluation reserve | Insurance contingency reserve | Retained income | Total equity |
|---|----------------|---------------------|-------------------------------|-----------------|----------------|
| Balance at 1 April 2020 | 129 | 58,848 | 15,551 | 93,031 | 167,559 |
| Total comprehensive income for the year | - | - | - | 18,148 | 18,148 |
| Profit for the year | - | - | - | 18,148 | 18,148 |
| Contributions by and to the owners of the Group | - | - | - | (6,237) | (6,237) |
| Dividends paid | - | - | - | (6,413) | (6,413) |
| Prescribed dividends | - | - | - | 176 | 176 |
| Balance at 01 April 2021 | 129 | 58,848 | 15,551 | 104,942 | 179,470 |
| Total comprehensive income for the period | - | (12,196) | - | 35,943 | 23,747 |
| Profit for the period | - | - | - | 35,943 | 35,943 |
| Revaluation and impairment of property | - | (12,196) | - | - | (12,196) |
| Contributions by and to the owners of the Group | - | - | - | (9,445) | (9,445) |
| Dividends paid | - | - | - | (9,619) | (9,619) |
| Prescribed dividends | - | - | - | 174 | 174 |
| Balance at 31 March 2022 | 129 | 46,652 | 15,551 | 131,440 | 193,772 |

STATEMENT OF CASH FLOW

| Figures in N\$'000 | Reviewed | Audited |
|---|------------------|------------------|
| | Period ended | Year ended |
| | 31 Mar 22 | 31 Mar 21 |
| Cash generated from / (used in) operations | 202,588 | (89,201) |
| Interest income | 2,141 | 2,495 |
| Finance cost | (5,427) | (4,376) |
| Tax paid | - | (26) |
| Net cash generated from / (used in) operating activities | 199,302 | (91,108) |
| Net cash (used in) / generated from investing activities | (158,500) | (19,342) |
| Repayment of interest bearing loans and borrowings | (85,173) | (8,645) |
| Payment on lease liabilities | (3,164) | (3,009) |
| Dividends paid | (9,619) | (6,413) |
| Net cash (used in) financing activities | (97,956) | (18,067) |
| Net movement in cash and cash equivalents | (57,154) | (128,517) |
| Cash and cash equivalents at beginning of the period | 345,152 | 473,669 |
| Cash and cash equivalents at end of the period | 287,998 | 345,152 |

RECONCILIATION OF HEADLINE EARNINGS AND DISTRIBUTABLE EARNINGS

| Figures in N\$'000 | Note | Reviewed | Audited |
|--|------|---------------|---------------|
| | | Period ended | Year ended |
| | | 31 Mar 22 | 31 Mar 21 |
| Profit for the period, net of taxation | | 35,943 | 18,148 |
| (Profit) / loss on disposal of plant and equipment | | (9) | 10 |
| Impairment of assets, net of taxation | | 11,838 | - |
| Insurance proceeds, net of taxation | | (9,911) | - |
| Headline earnings | 10 | 37,861 | 18,158 |
| Headline earnings per share (cents) | | 72.17 | 34.61 |
| Headline earnings per share before treasury share adjustment (cents) | | 70.84 | 33.98 |

NICTUS HOLDINGS LIMITED CONSOLIDATED REVIEWED GROUP RESULTS

SEGMENTAL ANALYSIS

| SEGMENTAL ANALYSIS | Note | Reviewed | Audited | Change % |
|--|------|--------------|------------|----------|
| | | Period ended | Year ended | |
| Figures in N\$'000 | | 31 Mar 22 | 31 Mar 21 | |
| Segment assets | | | | |
| Retail | | 308,397 | 298,856 | 3 |
| Properties | | 375,753 | 393,080 | -4 |
| Insurance and finance | | 1,831,724 | 1,554,030 | 18 |
| | | 2,515,874 | 2,245,966 | 12 |
| Head office and eliminations | | (465,322) | (390,455) | 19 |
| | 7 | 2,050,552 | 1,855,511 | 11 |
| Segment revenue | | | | |
| Retail | | 635,123 | 578,289 | 10 |
| Properties | | 22,619 | 21,604 | 5 |
| Insurance and finance | | 104,762 | 111,381 | -6 |
| | | 762,504 | 711,274 | 7 |
| Head office and eliminations | | (50,825) | (54,627) | -7 |
| | 7 | 711,679 | 656,647 | 8 |
| Operating profit after taxation | | | | |
| Retail | | 13,919 | 10,003 | 39 |
| Properties | | (9,738) | 4,091 | -338 |
| Insurance and finance | | 31,105 | 26,924 | 16 |
| | | 35,286 | 41,018 | -14 |
| Head office and eliminations | | 657 | (22,870) | -103 |
| | 7 | 35,943 | 18,148 | 98 |

1. BASIS OF PREPARATION

The condensed consolidated interim financial statements have been prepared in accordance with International Financial Reporting Standards, (IAS) 34 Interim Financial Reporting, and the Companies Act of Namibia. These condensed Group financial statements do not include all the information necessary for full International Financial Reporting Standard disclosure. The accounting policies adopted are consistent with those of the previous financial year. The interim financial statements are presented in thousands of Namibia Dollars (N\$'000) on the historical cost basis, except for financial instruments which are measured at fair value and land and buildings held for administrative purposes which are measured at revalued amounts.

2. CHANGE OF YEAR END

The board of directors has approved that Nictus Holdings Limited and its subsidiaries change their year ends from 31 March to 30 June. The period ending 30 June 2022 will be the first reporting period that will be affected by this decision. This will result in a 15 month reporting period from 1 April 2021 to 30 June 2022.

3. FOREIGN CURRENCY

The Group's functional and presentation currency is the Namibia Dollar. The Company's primary listing is on the Namibian Stock Exchange (NSX).

4. RELATED PARTIES

During the period under review, certain companies within the Group entered into transactions with each other. These intra-Group transactions have been eliminated on consolidation. Related parties remain unchanged from that reported at 31 March 2021, except for the acquisition of a subsidiary during the period under review (refer note 6).

5. REVENUE

| 5. REVENUE | Reviewed | Audited | Change % |
|---|--------------|------------|----------|
| | Period ended | Year ended | |
| Figures in N\$'000 | 31 Mar 22 | 31 Mar 21 | |
| Revenue from contracts with customers | | | |
| Sales of goods and rendering of services | 623,609 | 562,376 | 11 |
| Rental income | 1,882 | 1,382 | 36 |
| Insurance premium income | 28,443 | 42,311 | -33 |
| Interest received | 45,084 | 39,413 | 14 |
| | 699,018 | 645,482 | 8 |
| Revenue other than from contracts with customers | | | |
| Re-insurances income | 12,661 | 11,165 | 13 |
| | 12,661 | 11,165 | 13 |
| | 711,679 | 656,647 | 8 |

6. REVIEW OF OPERATIONS**Overview of the twelve months**

The Group have achieved exceptional results compared to the prior year despite the challenges in the economy.

The building that was damaged on 22 September 2021 by a fire is in the process of being repaired and indications are that this process should be completed towards December 2022. Furniture operations will then be able to move back to this property. Management assessed the fair value of the building and an impairment loss of N\$8,2 million has been raised for the period and was included in other operating losses. The total insurance compensation receivable was recognised as other income in the statement of profit and loss for the period.

Nictus Holdings Limited acquired 100% of the issued share capital of Glasfit Namibia (Pty) Ltd. The company was dormant as at 31 March 2022. The main purpose of Glasfit Namibia (Pty) Ltd is for fitment of windscreen glass replacements to customers with the expectation that the company will become fully operational in the new financial year.

7. SEGMENT RESULTS

Retail: Revenue increased by 10% compared to the previous financial year. The focus on marketing, new product ranges, imports and driving efficiencies throughout the segment within the past 12 months have all been contributing factors of achieving this result.

Properties: Revenues increased during the reporting period due to vacant spaces rented to new tenants. The segment however made a loss for the year due to properties being revalued at 31 March 2022 by the directors. The decrease in the property carrying amounts was recognised in other comprehensive income to the extent of any credit balances existing in the revaluation surplus in respect of that property. Without the impairment adjustments, the segment would have reported a profit for the year.

Insurance and finance: Results for the segment have exceeded expectations for the year. Profitability increased due to investment income being better than expected as well as the increase in new premiums compared to the prior year. Claims decreased compared to the prior financial year, due to a decline in Covid-19 related losses. Over the past two financial periods the effectiveness of our insurance product could clearly be seen working for our clients during difficult financial and economic times.

8. DETERMINATION AND DISCLOSURE OF FAIR VALUES

Fair values have been determined for measurement and/or disclosure purpose based on the following methods. The techniques and inputs used have not changed since the year end.

Investment properties and land and buildings

The board of directors assessed the values of the land and buildings at 31 March 2022. The fair values are based on valuations and other market information that take into consideration the estimated rental value (40%) and replacement value (60%) of the property. A market yield (9%-10%) is applied to the estimated rental value to arrive at the gross property valuation. Investment properties and land and buildings are classified as level 2 in terms of the fair value hierarchy.

Investment in equity and debt instruments

The investments are measured, at initial recognition and subsequently, at fair value. Transaction costs are recognised in profit or loss.

Cash and cash equivalents

Cash and cash equivalents for the Group is of a short-term nature and the fair values approximates the carrying amount.

Loans receivable and trade and other receivables

The fair value of loans and receivables and trade receivables are measured, at initial recognition, at fair value plus transactions costs, if any. They are subsequently measured at amortised costs. The amortised cost is the amount recognised on the receivable initially, minus principal repayments, plus cumulative amortisation (interest) using the effective interest method of any difference between the initial amount and the maturity amount, adjusted for any loss allowance.

Borrowings, loans from related parties and trade payables

Loans from related parties, interest bearing loans and borrowings as well as trade and other payables are classified as financial liabilities subsequently measured at amortised costs using the effective interest method. The fair values of these instrument approximates their carrying amounts.

Fair value hierarchy

For financial instruments recognised at fair value, disclosure is required of a fair value hierarchy which reflects the significance of the inputs used to make the measurements.

Level 1 represents those assets which are measured using unadjusted quoted prices for identical assets.

Level 2 applies inputs other than quoted prices that are observable for the assets either directly (as prices) or indirectly (derived from prices).

Level 3 applies inputs which are not based on observable market data.

There were no transfers between the levels for the reporting period(s).

NICTUS HOLDINGS LIMITED CONSOLIDATED REVIEWED GROUP RESULTS

9.1 CATEGORIES OF FINANCIAL INSTRUMENTS

| Figures in N\$'000 | Reviewed | | |
|-----------------------------|------------------|----------------|------------------|
| | 31 March 2022 | | |
| | Amortised Cost | FVTPL | Total |
| Financial assets | | | |
| Loans receivable | 654,714 | - | 654,714 |
| Investment at fair value | - | 75,487 | 75,487 |
| Trade and other receivables | 321,083 | - | 321,083 |
| Cash and cash equivalents | 287,998 | - | 287,998 |
| Re-insurance asset | - | 198,372 | 198,372 |
| | 1,263,795 | 273,859 | 1,537,654 |

| Figures in N\$'000 | Audited | | |
|-----------------------------|------------------|----------------|------------------|
| | 31 March 2021 | | |
| | Amortised Cost | FVTPL | Total |
| Financial assets | | | |
| Loans receivable | 556,300 | - | 556,300 |
| Investment at fair value | - | 26,461 | 26,461 |
| Trade and other receivables | 198,379 | - | 198,379 |
| Cash and cash equivalents | 345,152 | - | 345,152 |
| Re-insurance asset | - | 193,698 | 193,698 |
| | 1,099,831 | 220,159 | 1,319,990 |

| Figures in N\$'000 | Reviewed | | |
|---------------------------------------|----------------|------------------|------------------|
| | 31 March 2022 | | |
| | Amortised Cost | | Total |
| Financial liabilities | | | |
| Interest-bearing loans and borrowings | | 49,886 | 49,886 |
| Trade and other payables | | 82,927 | 82,927 |
| Finance lease liability | | 4,841 | 4,841 |
| Insurance contract liability | | 1,670,218 | 1,670,218 |
| | | 1,807,872 | 1,807,872 |

| Figures in N\$'000 | Audited | | |
|---------------------------------------|----------------|------------------|------------------|
| | 31 March 2021 | | |
| | Amortised Cost | | Total |
| Financial liabilities | | | |
| Interest-bearing loans and borrowings | | 135,059 | 135,059 |
| Trade and other payables | | 62,283 | 62,283 |
| Finance lease liability | | 5,082 | 5,082 |
| Insurance contract liability | | 1,432,732 | 1,432,732 |
| | | 1,635,156 | 1,635,156 |

9.2 FAIR VALUE HIERARCHY FOR FINANCIAL INSTRUMENTS, LAND AND BUILDINGS AND INVESTMENT PROPERTY

| Figures in N\$'000 | Reviewed | | |
|-----------------------|------------------|---------------|------------------|
| | 31 March 2022 | | |
| | Fair Value | Level 1 | Level 2 |
| Assets | | | |
| Land | 85,629 | - | 85,629 |
| Buildings | 219,886 | - | 219,886 |
| Investment property | 43,482 | - | 43,482 |
| Listed shares | 13,007 | 13,007 | - |
| Debt securities | 62,480 | 62,480 | - |
| Loans and receivables | 654,714 | - | 654,714 |
| Re-insurance asset | 198,372 | - | 198,372 |
| | 1,277,570 | 75,487 | 1,202,083 |

NICTUS HOLDINGS LIMITED CONSOLIDATED REVIEWED GROUP RESULTS

| Figures in N\$'000 | Fair Value | Audited | |
|-----------------------|------------------|---------------|------------------|
| | | 31 March 2021 | |
| | | Level 1 | Level 2 |
| Assets | | | |
| Land | 94,075 | - | 94,075 |
| Buildings | 233,041 | - | 233,041 |
| Investment property | 43,642 | - | 43,642 |
| Listed shares | 2,658 | 2,658 | - |
| Debt securities | 23,803 | 23,803 | - |
| Loans and receivables | 556,300 | - | 556,300 |
| Re-insurance asset | 193,698 | - | 193,698 |
| | 1,147,217 | 26,461 | 1,120,756 |

10. HEADLINE EARNINGS

For the twelve month period ended 31 March 2022 the only items that impacted the headline earnings calculation was the loss on disposal of plant and equipment, revaluation of investment property and land and buildings, the impairment of assets due to the fire damage and related insurance income during the period.

11. BASIC EARNINGS PER SHARE

Earnings per share based on profit for the twelve months ended 31 March 2022 was 68,51 cents (31 March 2021: 34,59 cents), compared to a headline earnings per share of 72,17 cents (31 March 2021: 34,61 cents).

12. DIVIDENDS

Ordinary dividends of 18 cents per share (N\$ 9,6 million) were declared and paid by the Company on 26 July 2021. No interim dividend has been proposed by the Board of Directors.

13. DIRECTORS

The following directors were re-elected at the Annual General Meeting on 25 August 2021 – TB Horn and WO Fourie. TB Horn and GR de V Tromp were re-elected as members of the Audit and Risk Committee. TB Horn was appointed as Chairperson of the Audit and Risk Committee with effect from 25 August 2021. SW Walters was appointed as independent non-executive director, member of the Audit and Risk Committee and Remuneration and Nomination Committee respectively, with effect from 1 August 2021. FR van Staden resigned and G Swart retired as directors of the Board on 1 September 2021. TB Horn was appointed as lead independent director on 1 September 2021.

14. PROSPECTS

The past 12 months have been exceptional for the Group. Strategies that were implemented exceeded expected returns, building on the results achieved in the prior financial year. The Group will continue growing on the strategic path set during the past 2 years by expanding its operations within Namibia, driving efficiencies, providing exceptional service and continuously improving investment returns.

Praise to our Heavenly Father for giving us the insight and strength during the period to achieve this exceptional results.

On behalf of the Board:



PJ DE W TROMP
Windhoek, 14 June 2022



TB HORN



PROPERTY SEGMENT

- Acacia Properties
- Bel Development
- Bonsai Investments Nineteen
- Grenada Investments Two
- Hochland 7191
- Isuzu Truck (Namibia)
- Marulaboom Properties
- Mopanie Tree Properties
- Nictus Eiendomme
- Rubber Tree Properties
- Werda Weskusontwikkeling
- Willow Properties
- Yellow Wood Properties

RETAIL SEGMENT

- Awas Motors
- Nictus Furnishers
- Khomas Car Rental & Leasing
- NHL Tyre & Tire
- Glasfit

INSURANCE & FINANCE SEGMENT

- Corporate Guarantee & Insurance Company of Namibia Limited
- Futeni Collections
- Karas Securities
- Hakos Capital & Finance





NICTUS HOLDINGS LIMITED

Registration number: 1962/1735

NSX Share code: NHL

ISIN number: NA000A1J2SS6

Directorate:

Gerard R de V Tromp (Non-Executive Chairman)

Talita B Horn (Independent Non-Executive Lead Director)

Philippus J de W Tromp (Managing Director)

Wilmar O Fourie (Executive Director)

Schalk W Walters (Independent Non-Executive Director)

Registered Office:

Nictus Building, 140 Mandume Ndemufayo Avenue,
Southern Industrial area, Windhoek

Transfer Secretaries:

Veritas Board of Executors (Proprietary) Limited,
140 Mandume Ndemufayo Avenue,
Southern Industrial area, Windhoek
P O Box 755, Windhoek

Independent external auditors:

SGA Chartered Accountants and Auditors

