NICTUS HOLDINGS

Integrated Annual Report 2024

Integrated Annual Report 2024

Nictus Holdings Limited is pleased to present its 2024 Annual Report to provide our stakeholders with an overview of our business and how our strategy, governance, and performance created value for them in this year and will continue to do so over the short, medium, and long term.

About this report:

The 2024 integrated annual report builds on the disclosures contained in last year's annual report and has been prepared in line with best practices based on the principles of The NamCode, the provisions of the Companies Act of Namibia, and the Namibian Stock Exchange (NSX) Listings Requirements. Audited financial statements are published as part of the integrated annual report. The audited financial statements are also available to shareholders on the group website at www.nictusholdings.com.

Scope and boundary of the report:

This report covers the activities and performance of the Nictus Group (the Group) which includes Nictus Holdings Limited (Nictus Holdings or the Company), the holding company of the Group, and all its subsidiaries, for the year ended 30 June 2024. The companies primarily operate in Namibia.

There have been no changes in the scope and boundary of the report from last year. The reporting complies with International Financial Reporting Standards (IFRS® Accounting Standards), the Companies Act of Namibia and the NSX Listings Requirements. While management has also considered the reporting guidelines of the Integrated Reporting Framework, not all of these guidelines have been incorporated in this report.

Approval of the integrated annual report:

The audit and risk committee oversees the preparation of the integrated annual report. The committee recommended the report for approval to the group's board of directors (the board).

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PERFORMANCE HIGHLIGHTS

Revenue: Increased by 9% to N$950,2 million (2023: N$872,3 million)

Profit: Increased by 47% to N$57,1 million (2023: N$38,8 million)

Asset growth: Total assets increased by 29% to N$2,1 billion (2023: N$1,6 billion)

Final dividend: 35 cents per share was declared

"We are what we repeatedly do.
Excellence then, is not an act but a habit."
Aristotle (384 BC - 322 BC)

ABOUT NICTUS HOLDINGS

The Nictus Group of Companies was founded in 1945 and was listed on the JSE in 1969.

The company's main business operations were based in South West Africa. The main reason for the listing was to build equity to expand its operations into Southern Africa.

During 2012, Nictus Holdings Limited was unbundled from the JSE listed company, and on 21 September 2012 was primary listed on the Namibian Stock Exchange (NSX).

Nictus is the holding company of a Group of companies, which retail motor vehicles, tyres, automotive glass, furniture and provides financial and insurance services in Namibia.

The Group operates in three segments, namely retail, properties as well as insurance and finance.

MILESTONES

1945

The Nictus Group of Companies was founded.

1969

Listed on the JSE.

1992

Nictus became the first Listed Company on the Namibian Stock Exchange (NSX).

2012

Nictus Holdings Limited was unbundled from the JSE listed company, and on 21 September 2012 was primary listed on the Namibian Stock Exchange (NSX).

2020

Nictus celebrates 75 years.

2024

Nictus Next-Gen Board was established.

Our Vision:

Nictus Holdings is an independent diversified investment holding Company that creates above average value for shareholders and other stakeholders through sustainable growth.

Our Mission Statement:

With a culture of EXCELLENCE and through visionary and dynamic leadership, we will achieve our vision through:
-Protecting our independence
-Expanding our business base in Namibia
-Growing a satisfied customer base
-Optimising all resources
-Being innovative and technology driven
-Being the preferred employer

Philosophy:

Nictus Holdings has been successful in change initiatives. The objective remains to reach a top level of **EXCELLENCE** throughout the organisation. The philosophy and core focus is to drive **EXCELLENCE** in every aspect of the organisation and, through this, establish Nictus Holdings as a leading entity wherever we are present.

NICTUS HOLDINGS

CORE VALUES:

Stewardship
"We take full ownership and responsibility for our actions, ensuring sustainable growth and care for our resources"

Principled
"We uphold the highest standards of respect, integrity and transparency in all our dealings"

Teamwork
"We believe in the power of collaboration and working together to achieve our common goals"

Resourceful
"We adapt quickly and efficiently, finding innovative solutions to overcome challenges"

Fanatic Discipline
"We are relentless in our pursuit of excellence, maintaining strict discipline and consistency in our efforts"

Learning Culture
"We foster a culture of continuous learning and improvement, encouraging growth and development"

CODE OF CONDUCT:

I will:

-**Protect** the groups assets, information and reputation.

-T**reat others as I want to be treated** by them, the golden rule.

-**Always strive to do what is best for my Group**, my country and my planet.

-**Abide by the values, policies and procedures** of the Group, the laws of my country and the universal human principles of all that is good and just.

-**Be honest, reliable, fair and open** in everything I say, write and do and accept responsibility for the consequences.

-**Value and respect** the diversity of beliefs, cultures, convictions and habits of the people of our Group and the country in which we operate.

-**Disclose to the Group any real or perceived situations** where my private interests or the interests of the members of my immediate or extended family or other persons close to me may interfere with the interests of the Group.

-**Not give or receive gifts or benefits in contraventio**n of the policies of the Group and no gift, irrespective of the value, should influence me to change my business decision to the detriment of the Group.

-**Seek new, better and more innovative ways** to do my work and perform to the utmost of my abilities.

-**Not remain silent** in the face of dishonesty, malice, disrespect, intolerance or injustice.

OPERATIONS FOOTPRINT

GROUP STRUCTURE

All the companies are registered as private companies, except Corporate Guarantee and Insurance Company of Namibia Limited, Corporate Guarantee and Insurance Company of Botswana Limited and Nictus Holdings Limited.

NICTUS HOLDINGS

- Acacia Properties (Pty) Ltd
- Bel Development (Pty) Ltd
- Grenada Investments Two (Pty) Ltd
- Hochland 7191 (Pty) Ltd
- Isuzu Truck (Namibia) (Pty) Ltd
- Marulaboom Properties (Pty) Ltd
- Mopanie Tree Properties (Pty) Ltd
- Nictus Eiendomme (Pty) Ltd
- Rubber Tree Properties (Pty) Ltd
- Soutbos Properties (Pty) Ltd
- Werda Weskusontwikkeling (Pty) Ltd
- Willow Properties (Pty) Ltd
- Yellow Wood Properties (Pty) Ltd
- Auas Motors (Pty) Ltd
- Glasfit Namibia (Pty) Ltd
- Khomas Car Rental and Leasing (Pty) Ltd
- NHL Tyre & Tire (Pty) Ltd
- Nictus (Pty) Ltd
- Hakos Capital and Finance (Pty) Ltd
- Corporate Guarantee and Insurance Company of Namibia Ltd
  - Futeni Collections (Pty) Ltd
  - Karas Securities (Pty) Ltd
  - Bonsai Investments Nineteen (Pty) Ltd

Nictus Holdings Botswana (Pty) Ltd

- Corporate Guarantee and Insurance Company of Botswana Ltd

● Properties	2024: N$ 29,2 million (2023: N$ 26,7 million)
● Retail	2024: N$ 932,9 million (2023: N$ 877,9 million)
● Insurance Finance	2024: N$ 124,2 million (2023: N$ 105,5 million)

GROUP PROFILE

Nictus Namibia is the holding company of a group of companies, which operates in three segments, namely insurance and finance, retail and properties.

As at 30 June 2024 the Group had 505 employees (2023: 471).

Auas Motors

Operates the Isuzu, Suzuki, Tafe and Hero franchises throughout the whole of Namibia and also offers a wide selection of quality used vehicles.

Nr. of Employees: 122

TrenTyre

One of the largest tyre service providers in Namibia. It sells new multi-brand tyres, retreaded tyres, wheels and allied services to cater for its customer needs in various sectors of the Namibian economy.

Nr. of Employees: 163

Hakos Capital

Hakos Capital and Finance mainly provides financial assistance for the purchase of vehicles and accessories to all Auas Motors branches. Hakos also offers rental solutions of office equipment and other assets to prospective clients.

Nr. of Employees: 3

GlasFit

Glasfit Namibia's mission is to deliver unrivalled customer service. Glasfit offer automotive glass solutions to customers, including windscreen replacement, chip repairs and related rubber fitment solutions.

Nr. of Employees: 16

Nictus

Is the largest independent furniture retailer in Namibia providing quality and value for money products. Bedding Boutique is a concept store under the Nictus brand that provide a range of specialised sleep products.

Nr. of Employees: 165

Corporate Guarantee

Corporate Guarantee is a specialist insurer, providing innovative risk management solutions as an alternative to conventional insurance.

Nr. of Employees: 18

Properties

The property segment consists of investment property companies located geographically all over the country. The group follows a strategy of doing business in our "own houses".

Khomas Car Rental

Khomas Car Rental & Leasing is a Namibian company based in Windhoek. The company specialises in vehicle rental services.

GROUP FIVE YEAR PROFILE

	12 months ended 30 June 2024 N$ '000	12 months ended 30 June 2023 N$ '000	15 months ended 30 June 2022 N$ '000	12 months ended 31 March 2021 N$ '000	12 months ended 31 March 2020 N$ '000
Statement of Financial Position					
Assets					
Non-current assets	734,682	603,230	508,131	829,262	876,894
Current assets	1,343,609	1,003,972	759,627	1,026,249	1,133,079
Total assets	**2,078,291**	**1,607,202**	**1,267,758**	**1,855,511**	**2,009,973**
Liabilities					
Non-current liabilities	90,195	71,744	69,740	142,356	144,906
Current liabilities	1,706,713	1,314,127	1,001,712	1,533,685	1,697,508
Total liabilities	**1,796,908**	**1,385,871**	**1,071,452**	**1,676,041**	**1,842,414**
Equity					
Stated capital	129	129	129	129	129
Reserves	109,003	72,203	67,203	74,399	74,399
Retained income	172,251	148,999	128,974	104,942	93,031
Total equity	**281,383**	**221,331**	**196,306**	**179,470**	**167,559**
Total equity and liabilities	**2,078,291**	**1,607,202**	**1,267,758**	**1,855,511**	**2,009,973**
Statement of Profit or Loss and Other Comprehensive Income					
Revenue	950,199	872,327	834,406	656,647	631,060
Cost of sales	(726,961)	(692,392)	(639,204)	(475,259)	(428,121)
Gross profit	**223,238**	**179,935**	**195,202**	**181,388**	**202,939**
Other operating income	13,416	11,248	25,446	24,598	35,839
Other operating (losses) / gains	2,595	(43)	(9,674)	(40)	1,132
Investment income from operations	63,601	36,519	24,919	-	-
Insurance service result	60,747	(20,165)	7,183	-	-
Net insurance finance expenses	(62,047)	(29,207)	(19,029)	-	-
Fair value adjustment reinsurance	(19,135)	49,349	11,373	-	-
Administrative and operating expenses	(206,163)	(181,154)	(186,281)	(175,957)	(220,643)
Operating profit	**76,252**	**46,482**	**49,139**	**29,989**	**19,267**
Investment income	3,114	3,130	2,657	2,495	2,682
Finance costs	(7,449)	(6,627)	(6,778)	(4,864)	(8,904)
Profit before taxation	**71,917**	**42,985**	**45,018**	**27,620**	**13,045**
Taxation	(14,844)	(4,230)	(6,541)	(9,472)	(5,683)
Profit for the year	**57,073**	**38,755**	**38,477**	**18,148**	**7,362**

The group experienced a significant double-digit increase in cash and cash equivalents, primarily driven by strong growth in insurance premium collections. This positive cash flow is reflective of the robust performance in our insurance segment, with increased premium income contributing to higher liquidity levels. The growth in premiums signals a healthy expansion of the customer base and effective policy retention strategies. Furthermore, efficient collection processes and prudent risk management have ensured that the inflow of premiums has a direct impact on cash reserves, enhancing the group's liquidity position.

GROUP FIVE YEAR PROFILE

	12 months ended 30 June 2024	12 months ended 30 June 2023	15 months ended 30 June 2022	12 months ended 31 March 2021	12 months ended 31 March 2020
Per share data (cents)					
Basic and diluted earnings per share	106.79	72.52	73.34	34.59	14.03
Basic and diluted earnings per share (before treasury share adjustment)	106.79	72.52	72.00	33.96	13.78
Headline earnings per share	101.69	72.70	73.69	34.61	14.12
Headline earnings per share (before treasury share adjustment)	101.69	72.70	72.33	33.98	13.86
Dividends per share	26.00	26.00	18.00	12.00	12.00
Net worth per share	526.51	414.14	367.32	335.81	313.53
Financial ratios					
Liquidity ratios					
Current ratio	0.79	0.76	0.76	0.67	0.67
Liability ratio	5.01	5.11	4.43	7.86	9.69
Borrowings ratio	0.16	0.33	0.23	0.67	0.81
Dividend cover (times)	4.08	2.80	4.02	2.83	1.16
Profitability and asset management (%)					
Net operating profit to turnover	7.90	5.34	6.02	4.95	3.48
Return on shareholders' equity	20.28	17.51	19.60	10.11	4.39
Return on assets managed	20.50	15.09	25.98	9.15	6.00
Net asset turn (times)	2.59	2.83	2.62	1.85	1.73
Debt leverage					
Interest cover (including IFRS16)	10.65	7.49	7.64	6.68	2.47
Interest cover (excluding IFRS16)	11.21	8.05	8.20	7.42	2.70
Namibian Stock Exchange performance					
Market price High (cents)	222	220	180	160	180
Market price Low (cents)	220	175	175	159	160
Market price at year end (cents)	222	220	175	159	160
Price earnings ratio	2.09	3.03	2.37	4.60	11.33
Earnings yield (%)	47.82	33.05	42.11	21.75	8.83
Market capitalisation (N$ '000)	118,645	117,576	93,526	84,975	85,510
Volume of shares traded ('000 shares)	6,783	2,849	1,247	3,035	532

DEFINITIONS
OF RATIOS AND TERMS

1. EARNINGS PER SHARE
Profit or loss for the year after adjusting for outside shareholders’ interest, divided by the weighted average number of shares in issue during the year.

2. WEIGHTED AVERAGE NUMBER OF SHARES IN ISSUE DURING THE YEAR
The number of shares is determined by relating the number of days within the year that a particular number of shares have been entitled to share in earnings to the total number of days in the year.

3. HEADLINE EARNINGS PER SHARE
Headline earnings per share is determined by adjusting basic earnings per share with separately identifiable remeasurements; divided by the weighted average number of ordinary shares in issue during the year, excluding treasury shares.

4. DIVIDENDS PER SHARE
Dividends for the year divided by the number of shares in issue at the date of each dividend declaration.

5. NET WORTH PER SHARE
Equity attributable to equity holders of the parent divided by the number of ordinary shares in issue at year-end.

6. CURRENT RATIO
Current assets to current liabilities.

7. LIABILITY RATIO
The sum of non-current interest-bearing borrowings and current liabilities to total equity and deferred taxation.

8. BORROWINGS RATIO
The sum of current and non-current interest-bearing borrowings to the sum of total equity and deferred taxation.

9. DIVIDEND COVER
Headline earnings divided by ordinary dividends paid in the current year.

10. OPERATING PROFIT TO TURNOVER
Operating profit before financing costs divided by revenue.

11. RETURN ON SHAREHOLDERS' EQUITY
Profit or loss attributable to the equity holders of the parent for the year expressed as a percentage of equity attributable to the equity holders of the parent.

12. RETURN ON ASSETS MANAGED
Operating profit before financing costs expressed as a percentage of average net assets.

13. AVERAGE NET ASSETS
The sum of net assets at the end of the current year and the previous year, divided by two.

14. NET ASSETS
Total assets less non-interest-bearing debt and insurance contract liabilities also equivalent to total equity and liabilities plus current interest-bearing liabilities.

15. NET ASSET TURN
Revenue divided by average net assets.

16. INTEREST COVER
Operating profit or loss before financing costs divided by financing costs.

17. PRICE EARNINGS RATIO
Market price at year end to headline earnings per share.

18. EARNINGS YIELD (%)
Headline earnings per share to market price at year end.

Taking action with a strategic focus.

THE BOARD OF DIRECTORS

GR DE V TROMP

CA (NAM); CA (SA)
Non-Executive Chairperson
Years of Service: 9 years
Member: Audit & Risk Committee;
Remuneration & Nomination Committee

PJ DE W TROMP

B. Econ; EDP: USB; SMP: USB
Group Managing Director
Years of Service: 14 years
Member: Remuneration & Nominations Committee;
Social, Ethics & Sustainability Committee
Chairperson: Property segment; Retail segment;
Insurance & Finance segment

WO FOURIE

CA (NAM); CA (SA)
Former Group Financial Director
Years of Service: 14 years
Director: Property segment; Glasfit;
Khomas Car Rental & Leasing

TB HORN

CA (NAM)
Certified Internal Auditor
Years of Service: 5 years
Lead Independent Non-Executive Director
Chairperson: Audit & Risk Committee

SW WALTERS

CA (NAM); CA (SA)
Certified Internal Auditor
Years of Service: 3 years
Independent Non-Executive Director
Member: Audit & Risk Committee
Chairperson: Remuneration & Nomination Committee;
Social, Ethics & Sustainability Committee

ME ACKERMANN

CA (SA), MBA
Years of Service: 4 months
Independent Non-Executive Director
Member: Audit & Risk Committee

CA SNYMAN

CA (NAM); CA (SA)
Years of Service: 3 months
Group Financial Director

CHAIRMAN'S REPORT

True success means staying true to a deeper sense of purpose, despite deviating from a superficial social norm. It means finding joy in hardship. It means having the courage to pursue one's own journey when confronted by the fear of uncertainty. Celebrating success means celebrating strategies coming together and when a team achieves more than the desired result. It is a tale where hard work, dedication and commitment pay off in the best possible way.

This year marks an absolute record for the Nictus Holdings Group of Companies, and we are humbled by the efforts and commitment presented by every employee who pulled their weight to attain such fantastic results.

Namibia, our beloved country, has the tendency to surprise, but moreover to show resilience through its people and operations, despite the world out there experiencing turbulent political and economic upheaval. Our people are able to adapt to challenges and convert them into rewarding victories.

Approaching 80 years of existence in 2025, Nictus remains a proud Namibian Group. Over the years, Nictus has engaged in various industries, businesses and ventures, and sometimes we were forced to effect significant change and adapt to the changing environment, which helped us root ourselves even deeper into Namibian soil. By the grace and love of God, we were blessed with the ability to become sustainable and achieve continuity amongst our employees, operations, and services. Although we are far from perfect, we strive for excellence in what we do by doing our best every day.

Looking back over the past year, we achieved exceptional growth and sound profitability in all segments of the Group. Our property portfolio remains a cornerstone of our business with due consideration and continued efforts to achieve efficiency. The insurance and finance segment, as well as the retail segment performed exceptionally with significant growth in turnover, profit and market share. We strive to better our relationships on a continuous basis, endeavouring to improve customer satisfaction and focusing on client-specific needs.

Again, none of these results could be achieved without such an extraordinary and loyal customer and client base. I would like to thank everyone for your trust, support and loyalty to Nictus and the businesses and brands it represents. It is a privilege to be of service to you and I hope to continue building on these relationships and support in the years to come.

Namibia is experiencing a lot of change and prospects for the country look good, despite global and local political and economic turmoil. We are optimistic about the future developments in Namibia and are excited to be part of these explorative activities and exhilarating times which lie ahead.

All grace and glory to our loving God for protecting our people and their families, and also for being present daily in all operations, discussions and decisions. We are humbled and thankful for all the blessings we receive from His hand.

Finally, I would like to extend my sincere thanks to all the board members of the Group, management, and each employee for their unconditional input. Working at Nictus is not a job, task, or compulsory action, it is a way of life, and we are proud to live this journey together.

I honour you.

GR DE V TROMP

MANAGING DIRECTOR'S REPORT

Dear Nictus Family Members,

I am pleased to report on the 2024 financial year, reflecting on a period of significant achievements and exponential growth encompassing all sectors of our business, buoyed by a robust, although challenging, economic environment.

This financial year has been marked by exceptional performance of our diverse portfolio across the board. The Namibian economy, while facing its share of challenges, has shown resilience, and we have been able to capitalise on this by executing and exceeding our strategic objectives effectively. Our commitment to operational excellence, innovation and customer satisfaction has enabled us to surpass expectations and deliver substantial value to our stakeholders, thriving in our ideal future to be Exceptional Wealth Creators.

Subsidiary Performance

Furniture Division: This division has seen remarkable growth, driven by increased consumer demand and effective marketing strategies. We have expanded our product range and enhanced customer experience, which has led to us to being acknowledged as the market leader in this segment.

Vehicle Division: The automotive sector had its own challenges, but looking back they performed satisfactorily in a saturated market. Our focus on customer service and a diversified current and new product offering has positioned us as a force to be reckoned with in the industry.

Tyre and Automotive Glass Division: The tyre and automotive glass segment has also delivered strong results, benefiting from overall growth in the automotive industry. Our investment in a diverse import strategy, quality products and after-sales services has paid off, with increased customer loyalty and with clients returning time and time again.

Property Segment: The property division has experienced steady growth, with our strategic investments yielding positive returns. The rise in building costs has led us to revalue our property portfolio for the first time since the Covid pandemic. We remain invested in our strategy to do business from our own premises.

Insurance and Finance Segment: Our insurance business division has shown noteworthy growth and resilience, with an expanding customer base and strong retention rates. We have positioned ourselves as the leading short-term insurance company over the last twelve months; a position that we do not take for granted but are thankful for and will uphold through dedication and commitment to our customers. The finance division has recorded impressive results, with a notable increase in premiums and customer acquisitions. Our commitment to be the preferred risk dissolvers has strengthened our position in the market.

Conclusion

In conclusion, Nictus Holdings Namibia has successfully navigated the challenges of the past year, leveraging our strengths and market opportunities to achieve exponential growth. Our diversified business model as well as staff that take ownership and are committed, have proven to be the key drivers of our success. I am confident that we will continue to build on this momentum in the coming years.

With expansions to our neighbouring countries on the horizon, the prospect of oil and the development of renewable energy in the country, we remain extremely optimistic. We are positioning our portfolio and expanding in the areas we believe are going to benefit from these inflows.

I would like to express my gratitude to our Heavenly Father for guidance, our dedicated employees, management team, and Board of Directors for their unwavering support and contributions. Together, we will continue to drive Nictus Holdings Namibia forward as a family business for all, creating sustainable value for our stakeholders.

PJ DE W TROMP

CORPORATE GOVERNANCE REPORT

Introduction

The Board remains unwavering in its commitment to upholding the highest standards of corporate governance and ensuring the integrity of Nictus Holdings Limited's integrated annual report. With a dedication to excellence, we foster a performance-driven culture and establish robust structures and processes to meet our responsibilities. As the Nictus Group ("Nictus"), we continuously benchmark our practices against global best standards, striving for continuous improvement and sustainable growth.

Corporate Governance Framework

The Nictus Group adheres to The NamCode, the Corporate Governance Code for Namibia mandated by the Namibian Stock Exchange (NSX). Throughout the financial year, we have fundamentally aligned ourselves with The NamCode's principles. Compliance with International Financial Reporting Standards (IFRS) is paramount, and we maintain strict adherence to relevant Namibian legislation and NSX Listings Requirements as part of our ethical business conduct. While our practices are informed by the International Integrated Reporting Council's framework, not all guidelines have been fully integrated into this report. We continue to evaluate and enhance our reporting standards with the support of the Social, Ethics, and Sustainability Committee.

Ethical Foundation

We recognise our fiduciary duties and the responsibilities of care, skill, and diligence, which drive us to conduct business across the Group with transparency, prudence, justice, accountability, and integrity. These principles guide our interactions with stakeholders, inform our decision-making, and underpin our commitment to corporate social responsibility.

Risk appetite statement

In pursuing the Group's strategic objectives, Nictus Holdings Limited is prepared to accept certain risks that may lead to financial or operational losses under specific circumstances. We will not engage in income-generating or cost-saving initiatives unless the returns are likely to be above average for the Group.

BOARD OF DIRECTORS

Governance and Leadership

The Board of Directors, guided by Nictus's vision, mission, and core values, exemplifies ethical leadership by adhering to our code of conduct. This commitment is mirrored in the appointment of experienced Directors who are dedicated to promoting sustainable economic, social, and environmental performance with a strong sense of corporate responsibility. All employees are required to endorse the code of conduct, fostering a culture of ethical compliance throughout the organisation. A robust ethical culture is essential for building lasting relationships with stakeholders and nurturing internal talent through effective succession planning.

Board Structure and Responsibilities

The Board, with the support of the Company Secretary, Veritas Eksekuteurskamer (Pty) Ltd, gains valuable insights into corporate governance, ensuring effective oversight of the Group. Our integrated business plan prioritises strategy, risk, performance, and sustainability, all underpinned by ethical principles. Each of these areas undergoes thorough scrutiny to assess their impact on our operations, driving a strategy that delivers exceptional value to shareholders and stakeholders.

Directors are mandated to act in the best interests of the Company and the Group at all times. As stewards of the Company, we uphold this responsibility with diligence and dedication.

The solvency and liquidity of the Company are continuously monitored, with the Audit and Risk Committee managing ongoing assessments of Nictus's going concern status. In cases of financial distress within the Company or its subsidiaries, the Board is prepared to explore business rescue or turnaround mechanisms.

CORPORATE GOVERNANCE REPORT

The Chairperson of the Board is a Non-executive Director, supported by a Lead Independent Director who assists the Chairperson or acts in his stead when conflicts arise. This dual leadership structure enhances accountability, ensures unbiased decision-making, and supports continuity and succession planning. The Managing Director operates within the framework of the business plan, which outlines the delegation of authority. The Board's composition is enriched by a diverse range of skills and extensive experience, ensuring a well-rounded perspective. Non-executive Directors form the majority of the Board, with most being independent. The balance of authority, power, expertise, and experience is a focal point in Board deliberations, where decisions are reached through rigorous analysis and consensus.

Appointment and Development of Directors

The Remuneration and Nomination Committee oversees the formal appointment process for Directors. An induction process ensures that new Directors thoroughly understand Nictus's values. Ongoing development programs enhance the capabilities of Directors, reinforcing our commitment to appointing suitably skilled individuals. Directors are expected to stay informed about economic, social, statutory, and environmental changes to respond effectively in a dynamic environment. Annual internal evaluations of the Board, Committees, and individual Directors, with the option to outsource such evaluations when necessary, ensure optimal performance. These evaluations highlight areas for improvement and avenues for continuous development.

Board Committees

The Board is supported by well-organised Board Committees and a proficient, qualified, and experienced Company Secretary. A governance framework is in place that encompasses both the Holding Company and its subsidiaries, ensuring robust representation across all subsidiary Boards. Board Committees are carefully constituted, comprising Board members and, in the case of the Social, Ethics, and Sustainability Committee, a member of Senior Management who is not a Board member. Their authority, objectives, and functions are governed by clearly defined terms of reference, mandates, and charters, which are reviewed annually to maintain relevance. These Committees report directly to the Board.

Directors' Remuneration

Directors and Executives are compensated in accordance with the approved remuneration policy, which balances performance, market research, and incentives to secure long-term value for the Group. The remuneration policy is detailed in the integrated annual report and is presented for shareholder endorsement at the Annual General Meeting.

Board Composition and Meeting Attendance

The composition of the Board, its Committees, and attendance at meetings are summarised in the following table:

NAME	STATUS	BOARD	AUDIT AND RISK COMMITTEE	REMUNERATION AND NOMINATION COMMITTEE	SOCIAL, ETHICS AND SUSTAINABILITY COMMITTEE
PJ de W Tromp	Executive Group Managing Director	6/6			2/2√
WO Fourie	Previous Executive Group Financial Director	6/6			
GR de V Tromp	Non-Executive Chairperson	6/6C	4/4√	2/2√	
TB Horn	Lead Independent Non-Executive Director	6/6	4/4C		
SW Walters	Independent Non-Executive Director	6/6	4/4√	2/2C	2/2C
CA Snyman	Executive Group Financial Director				2/2√
ME Ackermann	Independent Non-Executive Director		1/1√		
P Meyer	Group Chief Financial Officer				

Key: "√" Indicates Board Committee membership, "C" Indicates Board Committee Chairperson. The figures in each column indicate the number of meetings attended out of the maximum number of meetings held.

CORPORATE GOVERNANCE REPORT

1. WO Fourie stepped down as Group Financial Director of Nictus Holdings Limited on 19 September 2024 to assume the Managing Director role of the Property Segment full-time as of that date.
2. TB Horn's period of office will expire on 28 November 2024, and as such, she will not be available for re-election as an Independent Non-executive Director of the Board. She will consequently cease to be a Director, the Lead Independent Non-executive Director, and a member and Chairperson of the Audit and Risk Committee as of that date.
3. The Board resolved on 19 September 2024 that SW Walters will assume the role of Lead Independent Non-executive Director of the Company upon TB Horn's expiration of her period of office, which will take place on 28 November 2024.
4. CA Snyman was appointed as an Executive Director of Nictus Holdings Limited on 16 July 2024 and took over the role of Group Financial Director from WO Fourie on 19 September 2024. She also ceased to be a Member of the Social, Ethics and Sustainability Committee on the same date. Refer to Ordinary Resolution 4 in the notice to the AGM to be tabled to shareholders at the upcoming AGM for her election.
5. ME Ackermann was appointed as an Independent Non-executive Director of Nictus Holdings Limited and a Member of the Audit and Risk Committee on 1 June 2024. Upon TB Horn's expiration of her period of office on 28 November 2024, she is recommended for appointment as the Chairperson of the Audit and Risk Committee. Refer to Ordinary Resolutions 3 and 9 respectively in the notice to the AGM for her election as a Director, member and Chairperson of the Audit and Risk Committee, to be tabled to the shareholders for approval.
6. P Meyer, the Chairperson of the Next-Gen Board and Group Chief Financial Officer, was appointed by the Board as a Member of the Social, Ethics and Sustainability Committee on 19 September 2024, following CA Snyman's resignation from the Committee on the same date.

Next-Gen Board

To further enhance our commitment to innovation, sustainability, and diversity, the Group has established the Nictus Next-Gen Board during the year under review. This auxiliary body complements the traditional Board by infusing youthful perspectives and forward-thinking strategies into our governance processes. The Next-Gen Board is composed of emerging leaders from within the Group, ensuring that our future direction is shaped by a diverse and dynamic cohort of young professionals who embody our core values.

GOVERNANCE AND COMPLIANCE

Committees Empowering Governance

Nictus is dedicated to maintaining high standards of corporate governance. This commitment is reflected in the establishment of specialised Committees, each guided by approved mandates or charters. These Committees are essential to supporting the Board in executing its responsibilities effectively.

Audit and Risk Committee

The Audit and Risk Committee is a cornerstone of Nictus' governance framework. Comprising three Independent Non-executive Directors and one Non-executive Director, the Committee meets quarterly to perform its critical oversight functions. Chaired by an experienced Independent Non-executive Director, the Committee's members bring relevant expertise to their roles, and the Committee's performance undergoes regular evaluations to ensure its effectiveness.

External and internal auditors participate in Committee meetings, providing thorough oversight of the Group's financial reporting and risk management processes. The Committee assists the Board in meeting its oversight and reporting obligations and exercises oversight over the integrated annual reporting activities, ensuring equilibrium, transparency, and integrity of the report.

Employing a combined assurance approach, the Committee supervises assurance activities related to the Group's primary risks. It also conducts an annual review of the finance function's resources, expertise, and experience, and assesses internal controls. The Committee fosters constructive relationships with the Board, management, internal audit, and external audit.

The Committee assumes responsibility for appointing, evaluating, and potentially dismissing the internal auditor. The internal auditor has an open line of communication and unrestricted access to the Committee, ensuring the internal audit function operates independently and effectively.

The Committee also oversees external audit activities, including recommending auditor appointments, evaluating qualifications and independence, and assessing performance. The Committee ensures that the external audit approach aligns with the Group's needs.

The Committee monitors the Group's risk management processes, developing a comprehensive understanding of significant risks and evaluating management's efforts to address them. It collaborates with Subsidiary Boards to determine risk tolerance and appetite, defining the scope for management's risk-taking initiatives.

Remuneration and Nomination Committee

The Remuneration and Nomination Committee is tasked with shaping strategies and policies related to terms of engagement, including remuneration. This Committee plays a key role in creating an environment conducive to attracting and retaining the talent necessary for the Nictus Group's success. Additionally, it oversees the nomination function, ensuring that Directors are capable of fulfilling their duties while adhering to the highest standards of corporate governance. The Committee, chaired by an Independent Non-executive Director and including a Non-executive Director, meets bi-annually to ensure the Board's composition and Group's remuneration policies is aligned with its strategic objectives and governance standards.

Social, Ethics, and Sustainability Committee

The Social, Ethics, and Sustainability Committee is chaired by an Independent Non-executive Director and includes an Executive Director and a member of the Group's Senior Management team. Meeting at least twice a year, this Committee is responsible for supervising and reporting on organisational ethics, guiding the Group's responsible corporate behaviour, and advising on sustainability trends. It monitors stakeholder relationships to ensure equitable treatment and oversees the Group's impact on the environment, public health, and safety, including its carbon footprint and compliance with environmental regulations. Additionally, the Committee provides the Board with recommendations on risk management frameworks to effectively address these key focus areas.

Risk Management

Nictus employs a comprehensive risk management methodology to analyse and address identified risks, ensuring alignment with the Group's strategic objectives. The Board, supported by the Audit and Risk Committee, has tasked the Group's risk management team with designing, implementing, and monitoring the risk management plan.

Management conducts ongoing risk assessments and provides regular updates to the Audit and Risk Committee and the Board. This continuous process, combined with the Group's robust framework and risk methodology, enhances our ability to anticipate and mitigate unforeseen risks. Risk monitoring is carried out daily and periodically at various organisational levels to ensure effective management.

Both management and internal audit offer assurances to the Audit and Risk Committee and the Board regarding the effectiveness of the risk management process. The Audit and Risk Committee reports on its activities to the Board and shareholders, ensuring transparency and accountability in its oversight functions.

Information Technology ("IT") Governance

The Board oversees IT governance at Nictus, with regular updates provided by the Group's IT manager and consultants, and communicated through the Group Managing Director. Nictus fosters a culture of ethical IT governance and aims to establish a unified IT language across the organisation. IT initiatives are strategically aligned with Nictus' performance and sustainability goals, supporting safeguarding, strategic, and business process objectives.

CORPORATE GOVERNANCE REPORT

Processes are in place to identify and capitalise on opportunities for enhancing performance and sustainability through IT. IT-related issues are addressed by the Group's IT manager and consultants, who offer guidance on optimal technological solutions. Major IT projects are subject to post-implementation audits to evaluate their effectiveness. The value derived from IT investments is reported to the Audit and Risk Committee and the Board by the Group Managing Director.

The Group has developed robust IT systems and processes to manage information assets, including personal information, with a focus on information security, management, and privacy. The approved information security strategy is managed by the operational team. The Audit and Risk Committee oversees IT risks, IT controls, and related combined assurance matters, including those impacting financial reporting, as part of its broader risk management duties.

Compliance with Laws, Rules, Codes, and Standards

Nictus fosters a culture of compliance, diligently working to identify and adhere to applicable laws, regulations, codes, and standards. This commitment is embedded in the Group's code of conduct. The Board and the Audit and Risk Committee receive regular updates on new or revised legal requirements that could impact the Group, with information managed by the Company Secretary and NSX sponsors.

A dedicated compliance function is integrated into the broader risk management process to address non-compliance risks. The Company Secretary, who also serves as the legal compliance officer, ensures that the Group meets its legal obligations. Executive and Managing Directors are responsible for overseeing legal compliance within their areas, with support from the Company Secretary. Ultimately, the Boards of Directors bear the final responsibility for ensuring organisational compliance.

Internal Audit

Nictus operates a robust, risk-based internal audit function, guided by a charter approved by the Board. This function is supported by an independent external service provider, enhancing the execution of the internal audit mandate. The focus of the internal audit is on governance, risk management, and the internal control framework, adhering to recognised internal auditing standards and best practices.

The internal audit function is structured to operate independently and objectively, with an audit plan aligned with the strategic objectives and risks of Nictus and its subsidiaries. It provides comprehensive assessments of the effectiveness of the Group's internal control systems and risk management processes, including financial controls. These evaluations are presented to the Audit and Risk Committee and the Board, covering financial, operational, compliance, and sustainability areas.

As part of its compliance framework, Nictus began transferring its in-house internal audit function to Veritas Eksekuteurskamer (Pty) Ltd on 1 July 2024. This strategic shift is expected to bolster the Group's governance framework by leveraging Veritas' expertise to enhance internal audit efficiency. Veritas Eksekuteurskamer (Pty) Ltd will provide the necessary resources and support to ensure that the internal audit function continues to operate effectively and independently, maintaining the high standards of oversight and governance that Nictus demands.

Oversight of the internal audit's activities—including the review and approval of the audit plan, performance assessments, and examination of internal audit reports—is the responsibility of the Audit and Risk Committee. The internal audit function reports to the Chairperson of the Audit and Risk Committee, ensuring its independence and objectivity. Administratively, the internal audit function is aligned with the Group Managing Director, ensuring seamless integration with the Group's overall governance and management structures.

Governing Stakeholder Relationships

The integrated annual report and the Group's business plan reflect Nictus' commitment to its stakeholders by outlining strategic actions to foster positive perceptions across a diverse range of interests. The Board regularly reviews feedback from different stakeholder groups, carefully considering their perspectives in its decision-making processes.

CORPORATE GOVERNANCE REPORT

Understanding the significance of stakeholder relationships, the Board has delegated the management of these connections to the Group's management team. This responsibility includes identifying key stakeholders and developing strategies and policies to manage these relationships effectively. The Board remains actively engaged, ensuring that stakeholder engagement aligns with the Group's strategic objectives and values.

Nictus fosters constructive engagement with stakeholders through both formal and informal channels. Shareholders are encouraged to participate actively in the Company's Annual General Meeting, which provides a platform for direct interaction. The Group is committed to balancing the varied interests and expectations of different stakeholders, always prioritising the best interests of the Company and its shareholders.

Transparency and effective communication are central to Nictus' approach to stakeholder relations. The Group employs a variety of communication channels, including both broad and targeted initiatives. These efforts cover general interactions as well as direct engagements with community, group, and individual stakeholders. Nictus is dedicated to resolving disputes fairly, utilising informed management interventions and both formal and informal methods.

Transparency through Annual Reporting and Disclosure

The Board, with support from the Audit and Risk Committee and the management team, has established a robust framework of controls and processes designed to gather, analyse, and present comprehensive information on Nictus' financial performance within the integrated annual report.

This commitment to transparency ensures that stakeholders receive clear and insightful perspectives on Nictus' operations. The framework guarantees that the integrated annual report offers a complete and balanced overview of the Group's performance through rigorous oversight, collaboration, and review. By integrating both financial and sustainability aspects, Nictus aims to provide stakeholders with a holistic understanding of its achievements, challenges, and future commitments.

These controls and processes are essential for promoting open communication with stakeholders and underscore Nictus' dedication to accountability and strong corporate governance.

Conclusion

As we move forward, Nictus Holdings Limited remains committed to upholding the highest standards of corporate governance. We believe that strong governance is integral to achieving our strategic objectives and delivering sustainable value to our stakeholders. Our Board and Committees will continue to work diligently to uphold these principles and adapt to evolving best practices in corporate governance.


NICTUS
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GROUP

AUDIT AND RISK COMMITTEE REPORT

The Audit and Risk Committee oversees the Group's financial and assurance reporting process, assesses the effectiveness of internal controls, accounting practices, enterprise risk management, information systems and auditing processes on behalf of the Board of Directors. The Committee is composed of various members with extensive financial expertise. The primary responsibility for the financial statements, the effectiveness of internal controls, accounting practices, enterprise risk management, information systems and auditing processes, lies with the Group's management.

In fulfilling its oversight responsibilities, the Committee reviewed and deliberated upon the audited consolidated and separate financial statements and related schedules in the Integrated Annual Report with Group management. These discussions included the quality of accounting principles, reasonableness of significant judgments, and clarity of disclosures in the financial statements.

The Committee operates under a charter available at the Group's registered office. The charter was reviewed, and no amendments were recommended for Board approval. During the year ending 30 June 2024, the Committee held four meetings. The Committee is currently composed of four directors, including an independent non-executive director serving as the Chairperson. The committee's succession plan to cater for rotating members, will be successfully concluded upon shareholders' approval at the Company's upcoming Annual General Meeting.

The Committee's meetings facilitate communication among the Committee, management, its internal audit function, and independent external auditor. Discussions occurred with both the internal auditors and the independent external auditor, covering the scope and plans of their audits. Meetings include discussions with and without management presence, focusing on results of examinations, evaluations of internal control, and overall financial reporting quality.

Maintaining the independence of the Group's external auditor, both in actuality and appearance, is paramount to the Committee. Each year, the Committee undertakes a comprehensive evaluation of the qualifications, performance, and independence of the external auditor, including reviewing partner rotation practices. For the 2024 financial year, the Committee evaluated SGA Chartered Accountants and Auditors, considering their quality of service, technical expertise, and extensive knowledge of the Group's operations and industry and found the performance and independence adequate. However recognizing the Group's expanding international and local operations and the need for enhanced support, the Committee has recommended transitioning to BDO Chartered Accountants and Auditors for the 2025 financial year. This recommendation reflects the Committee's assessment of the need for a broader network and resources to support the Group's evolving strategic needs.

Collaborating with the independent external auditor, the Committee reviewed judgments concerning the quality of accounting principles, as well as other matters as required.

Additionally, discussions covered the auditor's independence from management and the Group, internal and external audit quality assurance processes, compatibility of non-audit services with independence, and control assurance statements with the internal auditor.

Together with management and the independent external auditor, the Committee reviewed and discussed the Group's audited consolidated and separate financial statements for the year ended 30 June 2024, as well as management's assessment of internal control effectiveness. No material weaknesses and significant deficiencies were identified during the assessment and external audit. Furthermore, the Committee reviewed the effectiveness of management's Enterprise Risk Management process and risk reporting, combined assurance model, and assessed and confirmed the appropriateness of the going concern assumption for Board approval, and it reviewed management's compliance with legal and regulatory matters.

Based on the reviews and discussions mentioned, the Committee recommended, and the Board approved the audited consolidated and separate financial statements for the year ending 30 June 2024.

For the year ahead, the Committee will continue to ensure that the group's financial systems, processes and controls are operating effectively, are consistent with the group's complexity and are responsive to changes in the environment and industries it operates in. The Committee will provide oversight in the Group's integrated reporting journey.

In conclusion, the Committee affirms its satisfaction with fulfilling its responsibilities outlined in the Audit and Risk Committee charter.

TB HORN

REMUNERATION REPORT

Introduction

The remuneration report provides an overview of the Group's remuneration policies and practices, designed to attract, retain, and motivate talented individuals while aligning with the Group's strategic objectives and regulatory requirements. This report highlights the governance framework, key elements of remuneration, and implementation processes.

Governance Framework

Nictus Holdings Limited adheres to the principles of the Corporate Governance Code for Namibia, the NamCode, and Namibia Stock Exchange listings requirements, ensuring that remuneration practices throughout the Group are governed by a robust framework. The Remuneration and Nomination Committee oversees the development, implementation, and review of remuneration policies, ensuring alignment with the Group's strategic goals and stakeholders' interests.

Remuneration Policy

The Group's remuneration policy is anchored in principles of fairness, responsibility, and transparency. It aims to attract and retain talented individuals who contribute to the Group's success while promoting long-term value creation. The policy is reviewed annually to ensure alignment with evolving business objectives, market trends, and regulatory changes.

The remuneration policy is set out on page 124 of the integrated annual report.

STRUCTURE AND KEY ELEMENTS OF REMUNERATION

Total Cost-to-Company

Remuneration packages for senior management, executive directors and general staff encompass a total cost-to-company approach, incorporating various components such as basic salary, bonuses, benefits, and performance-based incentives. This comprehensive approach ensures that executives receive a holistic compensation package that aligns with the Group's strategic objectives and performance goals.

Furthermore, these packages are meticulously benchmarked against industry standards and best practices to ensure competitiveness and fairness. By linking remuneration to challenging short- and long-term performance targets, the company fosters a culture of accountability, meritocracy, and alignment with strategic priorities, thereby motivating executives to achieve excellence in their roles and drive sustainable value creation for shareholders.

Incentive Bonus Plan

Executives participate in an incentive bonus plan that is intricately designed to incentivise and reward exceptional performance aligned with the Group's strategic objectives. The plan is structured around predetermined performance targets, which are carefully tailored to reflect the specific goals and priorities of each business segment and the overall Group.

By aligning bonuses to the achievement of these targets, the Group ensures that executives are motivated to deliver superior results and contribute meaningfully to its success. This performance-based approach not only reinforces a culture of meritocracy and performance excellence but also fosters a strong sense of ownership and accountability among executives, thereby driving sustained business performance and shareholder value creation over the long term.

Retirement Benefits

While no retirement benefits are offered as part of the remuneration package, the Group is committed to supporting employees in making individual provisions for retirement. The Group recognises the importance of financial planning for retirement and encourages employees to take proactive steps to secure their financial future.

REMUNERATION REPORT

Executive Service Contracts

Executive directors' service agreements are crafted to provide clarity, transparency, and fairness in terms and conditions. These agreements typically include provisions such as notice periods, working and other criteria, and adherence to relevant laws and regulations.

By formalising these terms in written contracts, the Group ensures mutual understanding and agreement between the relevant company and its executive directors, thereby minimising the risk of misunderstandings or disputes in the future.

Furthermore, the Group remains committed to upholding the highest standards of corporate governance and ethical conduct in all its dealings with executive directors, fostering trust, confidence, and stability in the executive leadership team.

Succession Planning

The Group recognises the critical importance of succession planning in ensuring organisational resilience, continuity, and long-term success. The boards of directors undertake continuous review and assessment of senior-level requirements and talent development initiatives to identify and nurture high-potential individuals within the organisation.

By proactively identifying and grooming future leaders, the Group ensures a smooth transition of leadership and minimises disruptions to business operations in the event of executive turnover or retirement. Through robust succession planning efforts, the Group cultivates a pipeline of talent, promotes diversity and inclusion, and fosters a culture of continuous learning and development, thereby positioning itself for sustained growth and success in the dynamic business landscape.

Board Evaluation Process

An annual internal evaluation process is conducted to assess the performance and effectiveness of the boards of directors in fulfilling their governance responsibilities and overseeing the strategic direction of the Group. This evaluation encompasses various aspects such as board composition, structure, dynamics, processes, and performance outcomes.

Through a participative and rigorous assessment process, the boards identify areas of strength and areas for improvement, set priorities for governance enhancements, and develop action plans to address any identified gaps or challenges. By regularly reviewing and enhancing their governance practices, the boards demonstrate their commitment to upholding the highest standards of corporate governance, accountability, and transparency, thereby enhancing shareholder confidence and stakeholder trust in the Group's leadership and decision-making processes.

Non-Executive Directors' Remuneration

Non-executive directors play a vital role in providing independent oversight, guidance, and strategic direction to the Group's boards of directors. In recognition of their responsibilities and contributions, non-executive directors receive compensation commensurate with their role and level of involvement in board and committee activities. All non-executive directors' remuneration is cash-based, and directors do not have any incentivised element in their remuneration. The remuneration of non-executive directors is determined by the board based on consideration of factors such as market benchmarks, industry standards, director duties, responsibilities, regulatory requirements, time commitments, individual expertise, and director performance, thereby ensuring competitiveness and fairness in director remuneration practices.

These remuneration packages are subject to approval by shareholders in the case of Nictus Holdings Limited at the company's Annual General Meeting, ensuring transparency, accountability, and alignment with shareholder interests. The remuneration of non-executive directors' of subsidiaries is determined by the subsidiary boards of directors, considering available market information and guidelines that Nictus Holdings Limited uses to remunerate its non-executive directors. Subsidiary boards determine the remuneration within the subsidiary-specific framework and based on the qualifications and experience of the directors. Proposed remuneration for subsidiary non-executive directors are communicated to the Group Remuneration and Nomination Committee for evaluation before implementation.

REMUNERATION REPORT

REMUNERATION IMPLEMENTATION

In the 2024 financial year, the Group implemented adjustments to remuneration packages for top management/executive directors, non-executive directors, and general staff, as outlined below:

Top Management/Executive Directors

The Group conducted a structured review of the remuneration packages for top management/executive directors, leading to an average adjustment of 11.41% effective 1 July 2023. These adjustments were part of a phased alignment to industry benchmarks following the promotion of several executives from Chief Executive Officer roles to Managing Directors as of 1 July 2022. The increases are phased over a period of time to gradually align their remuneration with the industry standards, reflecting their expanded responsibilities and ensuring competitive compensation.

Non-Executive Directors

The Board approved an 8% increase in Non-Executive Directors' fees, which was subsequently ratified by shareholders at the 2023 Annual General Meeting. This adjustment aligns with market trends and recognises the valuable oversight and strategic guidance provided by Non-Executive Directors.

General Staff

Salary increases for general staff were implemented effective 1 July 2023, with adjustments ranging between 8% and 10%. These increases were determined based on position grading, industry benchmarks and the prevailing inflation rate, ensuring fair and equitable compensation adjustments across all job levels.

STATEMENT BY THE CHAIRPERSON

The Remuneration and Nomination Committee functions in terms of its charter, which is reviewed annually and approved by the board. The chairperson of the Remuneration and Nomination Committee reports regularly to the board.

The Committee provides guidance to ensure that all employees are remunerated in accordance with the approved remuneration policy aimed at fair, responsible, and transparent remuneration. Remuneration within the Group is based on performance, levels of decision-making, consequences of error, market research, and incentives to ensure long-term value for the employee and Group.

The Remuneration and Nomination Committee is satisfied that it was effective in discharging its duties, and has complied with the remuneration policy and charter during the financial year ended 30 June 2024. The Group remunerates fairly, responsibly, and transparently to promote the achievement of strategic objectives and positive outcomes across the economic, social, and environmental context in the short, medium, and long term. The Committee's composition remains appropriate, which is conducive to achieving its objectives. Sufficient information is received from management to facilitate robust discussions and make recommendations to the board.

Looking ahead, the Committee remains committed to ensuring that our remuneration practices evolve in line with emerging trends and challenges. As we navigate an increasingly complex business environment, we will continue to refine our strategies to attract, retain, and motivate top talent while upholding our principles of fairness, transparency, and long-term value creation. We are dedicated to aligning our remuneration policies with the Group's strategic objectives and shareholder expectations, ensuring that our approach not only meets current needs but also positions the Group for sustainable success in the years to come.

SW WALTERS

SOCIAL, ETHICS AND SUSTAINABILITY REPORT

Summary

The Group surpassed expectations for the year. While some sectors may be facing challenges, our overall position remains robust. Our growth rate is exceeding projections, and profitability is surpassing budget forecasts. This performance significantly contributes to the Namibian economy through taxes, salaries, and various other economic activities. For a detailed breakdown of our economic contributions, please refer to the value-added statement in the Integrated Annual Report.

Responsible Corporate Citizenship

We are actively engaged in the communities where we do business, contributing substantially to education, social welfare, and various community and charitable initiatives. Our focus is on creating exceptional wealth for all stakeholders. Staff relations are excellent, with strong gender diversity across the Group. We ensure no discrimination in our hiring process, prioritising skillsets and qualifications. Group actions and additional contributions enhance our community impact. A systematic process was initiated last year to assess corporate responsibility involvement, incorporating information and aiming to establish targets in the next two years. Our supplier relations are maintained at a high level, making a significant contribution to our social and welfare initiatives.

United Nations Sustainable Development Goals

The Group is committed to the UN Sustainable Development Goals. We aim to remunerate our employees at least on the median of market related remuneration, contributing to poverty reduction and hunger alleviation. Considering clean energy, water, sanitation, and appropriate health and safety measures, we create a safe working environment. Our workforce is diverse and inclusive, with a strong focus on training and development. We promote responsible consumption and maintain a zero-tolerance policy on corruption.

Stakeholder Relationships

Stakeholder relationships remain a core focus for the Group. We engage in various activities to build strong relationships with key clients, suppliers, and other stakeholders. This is evidenced by our annual charity golf day and loyalty programs. Monthly customer satisfaction surveys are conducted, with prompt corrective actions taken as necessary.

Environmental, Social, and Governance Factors in Business Strategy

Our commitment to environmental and social responsibility is deeply embedded in our operations, guiding our core values and corporate citizenship. We actively pursue strategies to minimise our carbon footprint, focusing on reducing electricity and fuel consumption. Recognising the importance of sustainability, we are exploring the implementation of solar energy solutions, as well as water recycling initiatives. These efforts are not only aimed at environmental conservation but also at achieving long-term cost efficiencies.

Furthermore, we pride ourselves on maintaining a diverse and inclusive workforce that mirrors the demographics of the communities we serve. This commitment to diversity is integral to our business strategy, ensuring a balanced and representative employee base.

To enhance transparency and accountability, we have implemented an electronic system that generates monthly reports, providing timely and accurate information on our environmental and social initiatives. This system allows us to monitor progress and make informed decisions.

Whilst the Social, Ethics and Sustainability sub-committee of the Board provides guidance and monitors activities on a Group-level, our ESG approach is subsidiary-driven, recognising that each subsidiary operates within unique contexts and requires tailored initiatives. This localised management model ensures that our sustainability efforts are relevant and effective across different regions. By consolidating information from all subsidiaries, we can comprehensively review labour costs and other critical factors, driving our goal of becoming a self-sustainable organisation.

SOCIAL, ETHICS AND SUSTAINABILITY REPORT

Oversight and Management

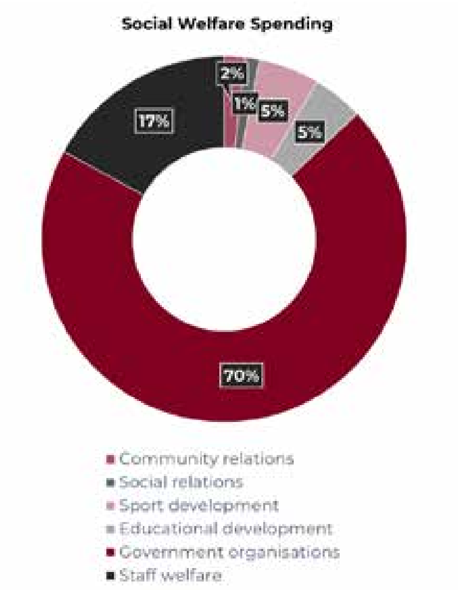
Compliance within the Group is non-negotiable. Our internal audit program runs alongside the branch inspection program, control breakdowns are identified within days, and mitigation steps and loss recoveries are initiated instantly. Instances of theft were promptly identified and addressed. Management practices are in line with governance rules and Group policies, and continuous training is provided at all levels.

Top management undertook international training, focused on environmental, ethical, and social issues, which is being implemented into subsidiaries where applicable.

Ethics

The Group has a strict Code of Conduct, signed by every employee. We enforce a zero-tolerance policy for non-adherence to this Code and our values.

We have established robust mechanisms to address any unethical events within our organisation. Unethical behaviour are promptly identified, thoroughly investigated, and appropriate actions are taken to maintain the highest standards of integrity and ethical conduct.



SW WALTERS

GROUP VALUE ADDED STATEMENT

The value added statement shows the total wealth created, how it was distributed to meet certain obligations and reward those responsible for its creation, and the portion retained for the continued operation and expansion of The Group.

	2024 N$'000	2023 N$'000
Value Added		
Value added by operating activities		
Revenue	950,199	872,327
Insurance revenue	54,041	56,960
Cost of materials and services	(867,570)	(806,977)
Other income	13,416	11,248
Investment income from operations	63,601	36,519
	213,687	**170,077**
Value Distributed		
To Pay Employees		
Salaries, wages, medical and other benefits	106,247	95,093
	106,247	**95,093**
To Pay Providers of Capital		
Finance costs	7,449	6,627
Dividends paid	13,895	13,895
	21,344	**20,522**
To Pay Government		
Current tax	-	-
	-	**-**
To be retained in the business for expansion and future wealth creation:		
Value reinvested		
Depreciation, amortisation and impairments	14,179	11,477
Deferred tax	14,844	4,230
	29,023	**15,707**
Value retained		
Retained profit	57,073	38,755
	57,073	**38,755**
Total Value Distributed	**213,687**	**170,077**

Value added represents the additional wealth which the group has been able to create by its own and employee efforts.

	2024 N$'000	2023 N$'000
Direct and indirect taxes		
Value Added Tax (net payment)	70,652	33,476
Import VAT paid	78,706	90,528
Pay As You Earn	16,039	14,774
Non Resident Shareholders Tax	139	150
	165,536	**138,928**

CONSOLIDATED AND SEPARATE ANNUAL FINANCIAL STATEMENTS FOR THE YEAR ENDED 30 JUNE 2024

DIRECTORS' RESPONSIBILITIES AND APPROVAL

The directors are required in terms of the Companies Act of Namibia to maintain adequate accounting records and are responsible for the content and integrity of the consolidated and separate annual financial statements and related financial information included in this report. It is their responsibility to ensure that the consolidated and separate annual financial statements fairly present the state of affairs of the Group and Company as at the end of the financial year and the results of its operations and cash flows for the period then ended, in conformity with International Financial Reporting Standards. The external auditors are engaged to express an independent opinion on the consolidated and separate annual financial statements.

The consolidated and separate annual financial statements are prepared in accordance with International Financial Reporting Standards and are based upon appropriate accounting policies consistently applied and supported by reasonable and prudent judgements and estimates.

The directors acknowledge that they are ultimately responsible for the system of internal financial control established by the Group and Company and place considerable importance on maintaining a strong control environment. To enable the directors to meet these responsibilities, the board sets standards for internal control aimed at reducing the risk of error or loss in a cost effective manner. The standards include the proper delegation of responsibilities within a clearly defined framework, effective accounting procedures and adequate segregation of duties to ensure an acceptable level of risk. These controls are monitored throughout the Group and Company and all employees are required to maintain the highest ethical standards in ensuring the Group and Company's business is conducted in a manner that in all reasonable circumstances is above reproach. The focus of risk management in the Group and Company is on identifying, assessing, managing and monitoring all known forms of risk across the Group and Company. While operating risk cannot be fully eliminated, the Group and Company endeavours to minimise it by ensuring that appropriate infrastructure, controls, systems and ethical behaviour are applied and managed within predetermined procedures and constraints.

The directors are of the opinion, based on the information and explanations given by management, that the system of internal control provides reasonable assurance that the financial records may be relied on for the preparation of the consolidated and separate annual financial statements. However, any system of internal financial control can provide only reasonable, and not absolute, assurance against material misstatement or loss.

The directors have reviewed the Group and Company's cash flow forecast for the year to 30 June 2025 and, in light of this review and the current financial position, they are satisfied that the Group and Company have or had access to adequate resources to continue in operational existence for the foreseeable future.

The external auditors are responsible for independently auditing and reporting on the Group's consolidated and separate annual financial statements. The consolidated and separate annual financial statements have been examined by the Group's external auditors and their report is presented on pages 41 to 43.

The consolidated and separate annual financial statements set out on pages 44 to 121, which have been prepared on the going concern basis, were approved by the board on 19 September 2024 and were signed on their behalf by:

PJ de W Tromp

TB Horn

INDEPENDENT AUDITORS'S REPORT

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Practice number: 9417

To the members of Nictus Holdings Limited and its subsidiaries

Opinion

We have audited the consolidated and separate annual financial statements of Nictus Holdings Ltd and its subsidiaries ("the group") set out on pages 44 to 121, which comprise the consolidated and separate statement of financial position as at 30 June 2024, and the consolidated and separate statements of profit or loss and other comprehensive income, the consolidated and separate statements of changes in equity and the consolidated and separate statements of cash flows for the year then ended, and the notes to the consolidated and separate annual financial statements, including a summary of material accounting policies and the directors' report.

In our opinion, the consolidated and separate annual financial statements present fairly, in all material respects, the consolidated and separate financial position of the group and company as at 30 June 2024, and its consolidated and separate financial performance and consolidated and separate cash flows for the year then ended in accordance with International Financial Reporting Standards and the requirements of the Companies Act of Namibia.

Basis for opinion

We conducted our audit in accordance with the International Standards on Auditing (ISA). Our responsibilities under those standards are further described in the "*Auditor's Responsibilities for the Audit of the consolidated and separate annual financial statements"* section of our report. We are independent of the group and company in accordance with the International Ethics Standards Board for Accountants *International Code of Ethics for Professional Accountants* (*including International Independence Standards*) and other independence requirements applicable to performing audits of financial statements in Namibia. 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.

Key Audit Matters

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

Key Audit Matter	How the matter was addressed during the audit
Disclosure of transition impact of adopting IFRS 17 Corporate Guarantee and Insurance Company of Namibia Ltd adopted IFRS 17 Insurance Contracts with effect from 1 July 2023, which resulted in changes to the measurement of insurance contracts. We determined the disclosure for the impact of adopting IFRS 17 to be a key audit matter due to the significant changes introduced by the standard, which includes significant estimates and judgements. These impacts will be of particular importance to the readers of these financial statements. In particular, we have focused on the following key judgements that management have taken on implementing IFRS 17 Insurance Contracts: The determination of the transition approach adopted for each group of insurance contracts. The methodology adopted, and key assumptions used to determine the impact and restatement of previously reported figures in accordance with IFRS 17. Disclosure of the impact of restatement, in accordance with IFRS 17.	Our audit procedures, among others, include: • Assessed whether the judgements applied by management in determining their accounting policies are in accordance with IFRS 17; • Evaluated the appropriateness of significant assumptions including risk adjustments and Premium Allocation Approach eligibility assessment; • Evaluated the completeness, accuracy and relevance of the data used to determine the impact of IFRS17 adoption and restatement; and • Evaluated the reasonableness of the quantitative and qualitative disclosures included in the financial statements in accordance with IFRS 17.

INDEPENDENT AUDITORS'S REPORT

SGA CHARTERED ACCOUNTANTS & AUDITORS

Telephone: +264 61 276 000
www.sga-na.com
Physical address: 24 Orban Street,
Klein Windhoek, Windhoek, Namibia
P.O. Box 30, Windhoek, Namibia, 10005

Practice number: 9417

NamibRe Reinsurance recognition – Corporate Guarantee and Insurance Company of Namibia Ltd NamibRe Reinsurance is a material item in the consolidated annual financial statements and disclosed as a Reinsurance asset on the face of the consolidated Statement of Financial Position. The reinsurance asset comprises of an asset, fair value adjustment and a portion of net expenses from reinsurance contract held (included in the insurance service result) that influences the relevant disclosures in the consolidated financial statements. Due to the complexity of the balances and transactions and the involvement of significant judgement in determining the value of the reinsurance asset, it is considered to be a key audit matter.	During the audit we inspected the applicable legislation regulating the reinsurance of insurance policies issued by the subsidiary to ensure compliance with laws and regulations by the company. By means of extensive analytical and extensive substantive procedures performed and discussions with management, we have obtained sufficient and appropriate audit evidence on which to base our conclusion in this regard. Based on evidence obtained, the rights and obligations, valuation, existence and completeness of the NamibRe Reinsurance asset, and the accuracy of the fair value adjustment and the relevant portion of net expenses from reinsurance contract held, were satisfactorily tested.
Valuation of properties Properties comprise a significant portion of the value of the assets of the group. The properties are classified as investment property in the individual company's separate annual financial statements and as owner-occupied in the consolidated annual financial statements. The directors annually perform a valuation of the property portfolio according to an approved valuation model where the following is considered: • Vacancy ratio's; • Estimated rental values; • Replacement values; • Market yields; • Going concern; • Growth anticipation. The directors' calculation of the value of each property is determined as a combination of the replacement value and estimated rental value. The valuation process involves significant judgements in determining and estimating the underlying assumptions to be applied. The valuations are highly sensitive to key assumptions applied in deriving the significant unobservable inputs and a small change in the assumptions can have a significant impact on the valuation.	The accuracy of the property valuations was satisfactorily tested through extensive substantive testing with focus on market related information. We tested the inputs and assumptions used by management in the property valuations in order to ensure the reasonability thereof. Should any assumptions used in the calculation of property valuation change, it could have a material impact on the group. The valuation of properties was satisfactorily tested.

Other information

The directors are responsible for the other information. The other information comprises the Five Year Financial Review and Value Added Statement as set out on pages 12 and 36 which we obtained prior to the date of this report. The other information does not include the consolidated and separate annual financial statements and our auditor's report thereon.

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

In connection with our audit of the consolidated and separate annual financial statements, our responsibility is to read the other information and, in doing so, consider whether the other information is materially inconsistent with the consolidated and separate annual financial statements, or our knowledge obtained in the audit, or otherwise appears to be materially misstated.

If, based on the work we have performed on the other information that we obtained prior to the date of this auditor's report, 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.

INDEPENDENT AUDITORS'S REPORT

SGA CHARTERED ACCOUNTANTS & AUDITORS

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Physical address: 24 Orban Street,
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Practice number: 9417

Responsibilities of the directors for the Consolidated and Separate Annual Financial Statements

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

In preparing the consolidated and separate annual financial statements, the directors are responsible for assessing the group and 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 group and company and/or to cease operations, or have no realistic alternative but to do so.

Auditor's responsibilities for the audit of the Consolidated and Separate Annual Financial Statements

Our objectives are to obtain reasonable assurance about whether the consolidated and separate annual 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 the International Standards on Auditing 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 consolidated and separate annual financial statements.

As part of an audit in accordance with the International Standards on Auditing, we exercise professional judgement and maintain professional skepticism throughout the audit. We also:

- Identify and assess the risks of material misstatement of the consolidated and separate annual 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 group and 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 group and 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 consolidated and separate annual 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 group and company to cease to continue as a going concern.
- Evaluate the overall presentation, structure and content of the consolidated and separate annual financial statements, including the disclosures, and whether the consolidated and separate annual financial statements represent the underlying transactions and events in a manner that achieves fair presentation.
- Obtain sufficient appropriate audit evidence regarding the financial information of the entities or the business activities within the group to express an opinion on the consolidated annual financial statements. We are responsible for the direction, supervision and performance of the group audit. We remain solely responsible for our audit opinion.

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, actions taken to eliminate threats of safeguards applied.

From the matters communicated with the directors, we determine those matters that were of most significance in the audit of the consolidated and separate annual financial statements of the current year 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.

SGA

SGA

Registered Accountants and Auditors
Chartered Accountants (Namibia)

Per: C Matthee
Partner

Windhoek ... Namibia
19 September 2024

DIRECTORS' REPORT

The directors have pleasure in submitting their report on the consolidated and separate annual financial statements of Nictus Holdings Limited for the year ended 30 June 2024.

1. Nature of business

Nictus Holdings Limited is an investment entity incorporated in Namibia with interests in the retail, property as well as insurance and finance industries. The Group operates in Namibia.

There have been no material changes to the nature of the Group's business from the prior year.

2. Review of financial results and activities

The consolidated and separate annual financial statements have been prepared in accordance with International Financial Reporting Standards and the requirements of the Companies Act of Namibia. The accounting policies have been applied consistently compared to the prior year, except for the adoption of new or revised accounting standards as set out in the notes.

The Group recorded a net profit after tax for the year ended 30 June 2024 of N$57,1 million. This represented an increase of 47% from the net profit after tax of the prior year of N$38,8 million (restated).

Group revenue, increased by 9% from N$872,3 million (restated) in the prior year to N$950,2 million for the year ended 30 June 2024. Group insurance revenue, decreased by 5% from N$57,0 million (restated) in the prior year to N$54,0 million for the year ended 30 June 2024.

The Group's assets increased by 29% from N$1,6 billion (restated) in the prior year to N$2,1 billion at 30 June 2024. The increase in the Group's assets is mainly due to better returns from investments during the current financial year.

The Company recorded revenue for the year of N$46,4 million (2023: N$59,3 million). This represents a decrease of 22%.

The Company's assets decreased by 12% from N$321,7 million the prior year to N$283,1 million at 30 June 2024. The decrease is mainly due to the Company selling 100% of its interest in Bonsai Investments Nineteen (Pty) Ltd to Corporate Guarantee and Insurance Company of Namibia Ltd, a wholly-owned subsidiary of Nictus Holdings Ltd.

3. Interests in subsidiaries

Details of material interests in subsidiary companies are presented in the consolidated and separate annual financial statements in note 7.

The interest of the Group in the profits and losses of its subsidiaries for the year ended 30 June 2024 are as follows:

	2024 N$ '000	2023 * N$ '000
Subsidiaries		
Total profits before income tax	88,262	61,474

* Comparative information was restated for the initial application of IFRS 17. Refer to note 25 of the annual financial statements for additional information.

4. Segmental analysis

A detailed segmental analysis is included in note 45 of the annual financial statements.

5. Directorate

The directors in office at the date of this report are as follows:

Directors	Designation	Nationality
GR de V Tromp	Non-Executive Chairman	Namibian
TB Horn	Lead Independent Non-Executive Director	Namibian
PJ de W Tromp	Managing Director	Namibian
WO Fourie	Former Financial Director	Namibian
SW Walters	Independent Non-Executive DIrector	Namibian
ME Ackermann	Independent Non-Executive Director	Namibian
CA Snyman	Financial Director	South African (permanent residence)

DIRECTORS' REPORT

The following directors were re-elected at the Annual General Meeting on 30 November 2023 - TB Horn and WO Fourie.

TB Horn was re-elected as chairperson and member of the Audit and Risk Committee.

GR de V Tromp and SW Walters were re-elected as members of the Audit and Risk Committee.

ME Ackermann was appointed as independent non-executive director effective 1 June 2024.

CA Snyman was appointed as executive director effective 17 July 2024.

WO Fourie stepped down as director of the Company, effective 19 September 2024.

6. Dividends

The company's dividend policy is to consider an interim and a final dividend in respect of each financial year. At its discretion, the board may consider a special dividend, where appropriate. Depending on the perceived need to retain funds for expansion or operating purposes, the board may decide not to pay dividends.

Ordinary dividends of 26 cents per share (N$13,9 million) were declared and paid by the Company on 30 October 2023.

Final dividend of 35 cents per share (N$18,7 million) was approved by the board on 19 September 2024 in respect of the year ended 30 June 2024. The dividend will be declared out of retained earnings. The dividend has not been provided for and there are no accounting implications for the current financial year.

Last date to trade ordinary shares "cum" dividend	25 October 2024
Ordinary shares trade "ex" dividend	28 October 2024
Record date	1 November 2024
Payment / issue date	4 November 2024

Share certificates may not be dematerialised between Monday 28 October 2024 and Friday 1 November 2024, both days inclusive.

The non-resident shareholders tax varies according to applicable legislation.

7. Stated capital

There have been no changes to the authorised or issued share capital during the year under review. The board of directors are authorised by way of a general authority to allot and issue at their discretion to 15% of the authorised but unissued ordinary shares until the next annual general meeting of the shareholders of Nictus Holdings Limited.

8. Shareholding and management of the Group

Public and non-public shareholding	**Number of shareholdings**	**%**	**Number of shares**	**%**
Non-public shareholders: Directors and associates	9	1.51	36,490,780	68.28
Non-public shareholders: Strategic holdings (more than 5%)	1	0.17	8,025,455	15.02
Public shareholders	587	98.32	8,927,265	16.70
	597	**100.00**	**53,443,500**	**100.00**

Distribution of shareholders per category	**Number of shareholdings**	**%**	**Number of shares**	**%**
Banks, Brokers, Nominees and Trusts	37	6.20	26,362,043	49.32
Close Corporations	8	1.34	458,426	0.86
Individuals	521	87.27	4,097,646	7.67
Insurance company	1	0.17	9,375	0.02
Other corporations	7	1.17	231,534	0.43
Private companies	20	3.35	21,846,661	40.88
Public companies	3	0.50	437,815	0.82
	597	**100.00**	**53,443,500**	**100.00**

DIRECTORS' REPORT

Shareholders with an interest above 5% of issued share capital	Number of shares	%
KCB Trust	8,025,455	15.02
Landswyd Beleggings (Pty) Ltd	17,537,321	32.81
Nico Tromp Trust	5,625,000	10.53
Saffier Trust	5,625,000	10.53
	36,812,776	**68.89**

Director's interest in share capital	Number of shares	%
Directors' indirect interest		
PJ de W Tromp and GR de V Tromp*	34,610,733	64.76
WO Fourie	1,871,046	3.50
	36,481,779	**68.26**

* Including, but not limited to investments in or via Trusts.

The register of interests of directors and others in shares of the Company is available to the shareholders on request. There have been no changes in beneficial interests that occurred between the end of the reporting period and the date of this report.

Management of the Group

Various agreements have been executed with entities in which Messrs PJ de W Tromp (Nature Unlimited Consultations (Pty) Ltd) and WO Fourie (Haida Investments (Pty) Ltd) have material interest, which supply consulting and managerial services.

9. Litigation statement

The Group occasionally engages in various claims and lawsuits that arise in the ordinary course of business.

A subsidiary previously had a legal case pending concerning reinsurance. The initial court ruling in December 2023 was favourable to the subsidiary; however, the respondent has since appealed the decision, and the matter is currently ongoing.

In accordance with the court ruling dated 7 December 2023, certain financial statement line items impacted by this case have been adjusted to accurately reflect the court's order. These adjustments had an immaterial effect on the Group's equity value. Due to the sensitive nature of the dispute, the directors have chosen not to disclose additional information, as they believe it could be prejudicial to the company's position in the ongoing matter.

10. Auditors

Following the conclusion of a review and evaluation process by the Audit and Risk Committee, the Board of Nictus Holdings Limited has endorsed the Committee's recommendation to appoint BDO Chartered Accountants and Auditors as the Group's external auditors, subject to shareholder approval at the upcoming Annual General Meeting. This change comes as a result of the growing scale and complexity of the Group's operations, including its expansion into Botswana, where BDO has local representation. With BDO's global expertise and regional footprint, the Board believes they are well-suited to support the Group's evolving needs and that this appointment will better align with the Group's strategic direction.

SGA Chartered Accountants and Auditors have served as the Group's auditors for many years, and we extend our sincere appreciation for their longstanding service and professional dedication. The decision to transition to BDO reflects the Group's growth and the increasing complexity of its operations, which require a broader range of support and resources across all regions of operation, including the newly established operations in Botswana. The Group looks forward to continuing a professional relationship with SGA in other capacities moving forward.

11. Secretary

The company secretary is Veritas Eksekuteurskamer (Pty) Ltd.

Postal address:	PO Box 755 Windhoek Namibia
Business address:	1st Floor Nictus Building 140 Mandume Ndemufayo Avenue Windhoek Namibia

12. Going concern

The directors believe that the Group and Company have adequate financial resources to continue in operation for the foreseeable future and accordingly the consolidated and separate annual financial statements have been prepared on a going concern basis. The directors have satisfied themselves that the Group and Company is in a sound financial position and that it has access to sufficient borrowing facilities to meet its foreseeable cash requirements. The directors are not aware of any new material changes that may adversely impact the Group and Company. The directors are also not aware of any material non-compliance with statutory or regulatory requirements or of any pending changes to legislation which may affect the Group and Company.

13. Events after the reporting period

The directors are not aware of any material event which occurred after the reporting date and up to the date of this report.

14. Date of authorisation for issue of financial statements

The consolidated and separate annual financial statements have been authorised for issue by the directors on 19 September 2024. No authority was given to anyone to amend the consolidated and separate annual financial statements after the date of issue.

STATEMENT OF FINANCIAL POSITION AS AT 30 JUNE 2024

Figures in Namibia Dollar Thousand	Note(s)	Group 2024	Group 2023 Restated *	Group 2022 Restated *	Company 2024	Company 2023
Assets						
Non-Current Assets						
Property, plant and equipment	3	399,266	368,194	330,802	1,482	1,168
Right-of-use assets	4	2,009	4,263	5,206	-	-
Investment property	5	47,850	43,482	43,482	9,280	8,840
Intangible assets	6	4,538	3,088	3,379	2,884	1,089
Investments in subsidiaries	7	-	-	-	169,454	188,595
Trade and other receivables	8	40,227	50,046	45,145	-	-
Investments	9	148,158	72,590	63,692	305	293
Loans and receivables	10	65,296	37,594	4,075	-	-
Finance lease receivables	11	11,938	8,519	-	-	-
Deferred tax	12	15,400	15,454	12,350	4,902	4,902
		734,682	**603,230**	**508,131**	**188,307**	**204,887**
Current Assets						
Inventories	13	151,150	167,010	129,079	-	-
Loans to related parties	14	-	-	-	91,345	113,355
Trade and other receivables	8	150,490	167,371	114,740	2,145	2,133
Investments	9	771	2,324	12,163	-	-
Loans and receivables	10	22,409	12,612	5,539	-	-
Finance lease receivables	11	5,948	2,853	-	-	-
Reinsurance asset	15	226,339	249,261	202,885	-	-
Other financial assets	16	-	-	-	784	627
Cash and cash equivalents	17	786,502	402,541	295,221	494	675
		1,343,609	**1,003,972**	**759,627**	**94,768**	**116,790**
Total Assets		**2,078,291**	**1,607,202**	**1,267,758**	**283,075**	**321,677**
Equity and Liabilities						
Equity						
Stated capital	18	129	129	129	129	129
Reserves		109,003	72,203	67,203	-	-
Retained income		172,251	148,999	128,974	116,851	125,250
		281,383	**221,331**	**196,306**	**116,980**	**125,379**
Liabilities						
Non-Current Liabilities						
Interest bearing loans and borrowings	21	12,757	15,098	19,611	-	-
Lease liabilities	4	282	2,186	3,003	-	-
Deferred tax	12	77,156	54,460	47,126	-	-
		90,195	**71,744**	**69,740**	**-**	**-**
Current Liabilities						
Trade and other payables	22	117,883	175,744	108,802	5,917	4,106
Loans from related parties	23	-	-	-	125,854	130,310
Interest bearing loans and borrowings	21	39,884	65,090	28,586	34,324	61,882
Lease liabilities	4	2,059	2,441	2,434	-	-
Provisions	24	99	72	20	-	-
Insurance contract liability	26	1,546,788	1,070,780	861,870	-	-
		1,706,713	**1,314,127**	**1,001,712**	**166,095**	**196,298**
Total Liabilities		**1,796,908**	**1,385,871**	**1,071,452**	**166,095**	**196,298**
Total Equity and Liabilities		**2,078,291**	**1,607,202**	**1,267,758**	**283,075**	**321,677**

** Comparative information relating to the Group was restated for the initial application of IFRS 17. Refer to note 25 for additional information.*

STATEMENT OF PROFIT OR LOSS AND OTHER COMPREHENSIVE INCOME

		Group		Company	
Figures in Namibia Dollar Thousand	Note(s)	2024	2023 Restated *	2024	2023
Revenue		921,475	859,754	46,425	59,333
Effective interest income		28,724	12,573	-	-
Total revenue	27	**950,199**	**872,327**	**46,425**	**59,333**
Cost of sales	28	(726,961)	(692,392)	-	-
Gross profit		**223,238**	**179,935**	**46,425**	**59,333**
Other operating income	29	13,416	11,248	485	471
Other operating gains / (losses)	30	2,595	(43)	5,929	490
Investment income from operations	31	63,601	36,519	-	-
Insurance service result	32	60,747	(20,165)	-	-
Net insurance finance expenses	33	(62,047)	(29,207)	-	-
Fair value adjustment reinsurance		(19,135)	49,349	-	-
Administrative expenses		(57,521)	(56,181)	(13,431)	(13,480)
Operating expenses		(148,642)	(124,973)	(18,873)	(17,921)
Operating profit	36	**76,252**	**46,482**	**20,535**	**28,893**
Investment income	31	3,114	3,130	63	126
Finance costs	37	(7,449)	(6,627)	(15,176)	(12,522)
Profit before taxation		**71,917**	**42,985**	**5,422**	**16,497**
Taxation	38	(14,844)	(4,230)	-	-
Profit for the year		**57,073**	**38,755**	**5,422**	**16,497**
Other comprehensive income:					
Items that will not be reclassified to profit or loss:					
Gains on property revaluation		24,706	-	-	-
Taxation relating to property revaluation		(7,906)	-	-	-
Total items that will not be reclassified to profit or loss		**16,800**	**-**	**-**	**-**
Other comprehensive income for the year net of taxation		**16,800**	**-**	**-**	**-**
Total comprehensive income for the year		**73,873**	**38,755**	**5,422**	**16,497**
Earnings per share					
Per share information					
Basic earnings per share (c)	46	106.79	72.52	-	-
Basic and diluted earnings per share - before treasury share adjustment (c)	46	106.79	72.52	-	-

** Comparative information relating to the Group was restated for the initial application of IFRS 17. Refer to note 25 for additional information.*

STATEMENT OF CHANGES IN EQUITY

Figures in Namibia Dollar Thousand	Stated capital	Revaluation reserve	Insurance contingency reserve	Total reserves	Retained income	Total equity
Group						
Opening balance as previously reported	129	46,652	20,551	67,203	133,331	200,663
IFRS 17 transitional adjustment	-	-	-	-	(4,357)	(4,357)
Restated* balance at 1 July 2022	**129**	**46,652**	**20,551**	**67,203**	**128,974**	**196,306**
Profit for the year	-	-	-	-	38,755	38,755
Other comprehensive income	-	-	-	-	-	-
Total comprehensive income for the year	**-**	**-**	**-**	**-**	**38,755**	**38,755**
Transfer to contingency reserve	-	-	5,000	5,000	(5,000)	-
Prescribed dividends	-	-	-	-	165	165
Dividends paid	-	-	-	-	(13,895)	(13,895)
Total contributions by and distributions to owners of company recognised directly in equity	**-**	**-**	**5,000**	**5,000**	**(18,730)**	**(13,730)**
Balance at 1 July 2023	**129**	**46,652**	**25,551**	**72,203**	**148,999**	**221,331**
Profit for the year	-	-	-	-	57,073	57,073
Other comprehensive income	-	16,800	-	16,800	-	16,800
Total comprehensive income for the year	**-**	**16,800**	**-**	**16,800**	**57,073**	**73,873**
Transfer to contingency reserve	-	-	20,000	20,000	(20,000)	-
Prescribed dividends	-	-	-	-	74	74
Dividends paid	-	-	-	-	(13,895)	(13,895)
Total contributions by and distributions to owners of company recognised directly in equity	**-**	**-**	**20,000**	**20,000**	**(33,821)**	**(13,821)**
Balance at 30 June 2024	**129**	**63,452**	**45,551**	**109,003**	**172,251**	**281,383**
Note(s)	18	19	20			

** Comparative information relating to the Group was restated for the initial application of IFRS 17. Refer to note 25 for additional information.*

STATEMENT OF CHANGES IN EQUITY

Figures in Namibia Dollar Thousand	Stated capital	Revaluation reserve	Insurance contingency reserve	Total reserves	Retained income	Total equity
Company						
Balance at 1 July 2022	**129**	**-**	**-**	**-**	**122,483**	**122,612**
Profit for the year	-	-	-	-	16,497	16,497
Other comprehensive income	-	-	-	-	-	-
Total comprehensive income for the year	**-**	**-**	**-**	**-**	**16,497**	**16,497**
Prescribed dividends	-	-	-	-	165	165
Dividends paid	-	-	-	-	(13,895)	(13,895)
Total contributions by and distributions to owners of company recognised directly in equity	**-**	**-**	**-**	**-**	**(13,730)**	**(13,730)**
Balance at 1 July 2023	**129**	**-**	**-**	**-**	**125,250**	**125,379**
Profit for the year	-	-	-	-	5,422	5,422
Other comprehensive income	-	-	-	-	-	-
Total comprehensive income for the year	**-**	**-**	**-**	**-**	**5,422**	**5,422**
Prescribed dividends	-	-	-	-	74	74
Dividends paid	-	-	-	-	(13,895)	(13,895)
Total contributions by and distributions to owners of company recognised directly in equity	**-**	**-**	**-**	**-**	**(13,821)**	**(13,821)**
Balance at 30 June 2024	**129**	**-**	**-**	**-**	**116,851**	**116,980**
Note(s)	18	19	20			

STATEMENT OF CASH FLOWS

		Group		Company	
Figures in Namibia Dollar Thousand	Note(s)	2024	2023 Restated *	2024	2023
Cash flows from operating activities					
Cash generated from operations	39	547,134	154,197	17,475	31,611
Investment income	31	3,114	3,130	63	126
Finance costs	37	(7,080)	(6,163)	(15,176)	(12,522)
Net cash from operating activities		**543,168**	**151,164**	**2,362**	**19,215**
Cash flows from investing activities					
Purchase of property, plant and equipment	3	(20,382)	(45,898)	(703)	(245)
Proceeds from sale of property, plant and equipment	3	4,757	1,244	32	55
Purchases of investment property	5	(1,982)	-	(42)	-
Purchases of intangible assets	6	(3,172)	(1,067)	(2,449)	(123)
Sale of investment in subsidiary	7	-	-	24,687	-
Movement in investments in subsidiaries		-	-	-	(2,500)
Proceeds from / (repayment of) loans to related parties	14	-	-	22,010	(44,318)
Movement in loans and receivable	10	(13,068)	(2,537)	-	-
(Purchase) / sale of investments	9	(74,015)	941	(12)	(22)
Movement in finance lease receivables	11	(6,514)	(11,372)	-	-
Movement in other financial assets	16	-	-	(157)	(141)
Net cash from investing activities		**(114,376)**	**(58,689)**	**43,366**	**(47,294)**
Cash flows from financing activities					
Proceeds from loans from related parties	23&40	-	-	(4,456)	8,146
(Repayments of) / proceeds from borrowings	21&40	(27,547)	31,991	(27,558)	34,283
Payment on lease liabilities	4&40	(3,301)	(3,288)	-	-
Dividends paid	41	(13,895)	(13,895)	(13,895)	(13,895)
Net cash from financing activities		**(44,743)**	**14,808**	**(45,909)**	**28,534**
Total cash movement for the year		**384,049**	**107,283**	**(181)**	**455**
Cash and cash equivalents at the beginning of the year		402,541	295,221	675	220
Effect of foreign exchange on cash and cash equivalents		(88)	37	-	-
Cash and cash equivalents at the end of the year	17	**786,502**	**402,541**	**494**	**675**

** Comparative information relating to the Group was restated for the initial application of IFRS 17. Refer to note 25 for additional information.*

ACCOUNTING POLICIES

Corporate information

Nictus Holdings Limited (the Company) is a public company incorporated and domiciled in Namibia. The annual financial statements for the year ended 30 June 2024 comprise the Company and its subsidiaries (together referred to as the Group).

1. Material accounting policies

Management has considered the principles of materiality in IFRS Practice Statement 2 Making Materiality Judgements, and only those accounting policies which are considered material have been presented in these annual financial statements.

The principal accounting policies applied in the preparation of these consolidated and separate annual financial statements are set out below.

1.1 Basis of preparation

The consolidated and separate annual financial statements have been prepared on the going concern basis in accordance with, and in compliance with, International Financial Reporting Standards ("IFRS") and the Companies Act of Namibia.

The annual financial statements have been prepared on the historic cost convention, except for the following material items in the statement of financial position:
- the measurement of land and buildings held for administrative purposes and investment property are stated at revalued amounts;
- financial instruments classified at fair value through profit or loss are stated at fair value;
- unlisted investments are measured at fair value.

They are presented in Namibia Dollars, which is the Group and Company's functional currency.

These accounting policies are consistent with the previous year, other than new standards and interpretations adopted and described in note 2.

The adoption of new and revised accounting standards, amendments to standards or new interpretations did not have a material impact, apart from the first time application of IFRS 17 Insurance Contracts and the amendments and IFRS 9 Financial Instruments.

The International Accounting Standards Board (IASB) issued IFRS 17 Insurance Contracts in May 2017, in June 2020, the IASB issued amendments to the standard and subsequently in December 2021, the Initial Application of IFRS 17 and IFRS 9 - Comparative Information (Amendment to IFRS 17). IFRS 17 replaces IFRS 4 and sets out principles for the recognition, measurement, presentation and disclosure of insurance contracts within the scope of IFRS 17. The effective date of IFRS 17 is for annual reporting periods beginning on or after 1 January 2023. The group adopted the standard on 1 July 2023 and restated comparative information.

1.2 Significant judgements and sources of estimation uncertainty

The preparation of consolidated and separate annual financial statements in conformity with IFRS requires management, from time to time, to make judgements, estimates and assumptions that affect the application of policies and reported amounts of assets, liabilities, income and expenses. These estimates and associated assumptions are based on experience and various other factors that are believed to be reasonable under the circumstances. Actual results may differ from these estimates.

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

Critical judgements in applying accounting policies

Management did not make critical judgements in the application of accounting policies, apart from those involving estimations, which would significantly affect the financial statements.

Key sources of estimation uncertainty

Impairment of financial assets

The Group assesses its loans and receivables for impairment at the end of each reporting period. The impairment provisions for financial assets are based on assumptions about risk of default and expected loss rates. The Group uses judgement as to whether there is observable data indicating a measurable decrease in the estimated future cash flows from the financial asset. In making these assumptions and selecting the inputs to the impairment calculation, the Group’s past history, existing market conditions as well as forward looking estimates are considered at the end of each reporting period. For details of the key assumptions and inputs used, refer to the individual notes addressing financial assets.

1.2 Significant judgements and sources of estimation uncertainty (continued)

Allowance for slow moving, damaged and obsolete inventory

The Group assesses its inventory for impairment at each reporting date.

Management assesses whether inventory is impaired by comparing its cost to its estimated net realisable value. Where an impairment is necessary, inventory items are written down to net realisable value. The write down is included in cost of sales.

Allowance for slow moving, damaged and obsolete inventory is included in the inventory balance at the reporting date.

Fair value adjustment of investment properties and land and buildings

The Group's board of directors value the Group's investment and owner occupied property portfolio on an annual basis. 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 between 11.5% and 12.5% (2023: between 11.5% and 12.5%) is applied to the estimated rental value to arrive at the gross property valuation. Should any of the assumptions used in the valuation calculation change, it could have a material impact on the results of the Group. Investment properties and land and buildings are classified as level 2 in terms of the fair value hierarchy.

Impairment testing

The Group reviews and tests the carrying value of assets when events or changes in circumstances suggest that the carrying amount may not be recoverable. When such indicators exist, management determine the recoverable amount by performing value in use and fair value calculations. These calculations require the use of estimates and assumptions. When it is not possible to determine the recoverable amount for an individual asset, management assesses the recoverable amount for the cash generating unit to which the asset belongs.

Residual values and useful lives of property, plant and equipment and intangible assets

The residual value of items of property, plant and equipment and intangible assets is the estimated amount for which the item could be exchanged at the end of its useful life between a willing buyer and a willing seller in an arm's length transaction after proper marketing wherein the parties had each acted knowledgeably, prudently and without compulsion.

Management assess the appropriateness of the useful lives of property, plant and equipment at the end of each reporting period, based on factors including wear and tear, technological obsolescence and usage requirements.

When the estimated useful life of an asset differs from previous estimates, the change is applied prospectively in the determination of the depreciation charge.

Insurance contracts

Areas of significant judgement that the Group considers include:
- Unit of account
- Significant insurance risk
- Component of the insurance contract
- Portfolios - given that a multi-peril policy is issued by the Group; and
- Premium allocation approach (PAA eligibility).

The classification of insurance contracts is disclosed in detail in note 1.21.

Expected manner of realisation of deferred tax

Deferred tax is provided for on the fair value adjustments of investment properties based on the expected manner of recovery, i.e. sale or use. This manner of recovery affects the rate used to determine the deferred tax liability. Refer note 12 – Deferred tax.

Taxation

Judgement is required in determining the provision for income taxes due to the complexity of legislation.

The Group recognises the net future tax benefit related to deferred income tax assets to the extent that it is probable that the deductible temporary differences will reverse in the foreseeable future. Assessing the recoverability of deferred income tax assets requires the Group to make significant estimates related to expectations of future taxable income.

1.2 Significant judgements and sources of estimation uncertainty (continued)

Loans and receivables

The Group assesses its loans and receivables for impairment at the end of each reporting period. In determining whether an impairment loss should be recorded in profit or loss, the Group makes judgements as to whether there is observable data indicating a measurable decrease in the estimated future cash flows from the financial asset.

Fair value estimation

The fair value of financial instruments traded in active markets is based on quoted market prices at the end of the reporting period.

The fair value of financial instruments that are not traded in an active market is determined by using valuation techniques. The carrying value less impairment provision of trade receivables and payables are assumed to approximate their fair values. The fair value of financial instruments for disclosure purposes is estimated by discounting the future contractual cash flows at the current market interest rate that is available to the Group for similar financial instruments.

Share-based payments

For cash-settled share-based payment transactions, the services received and the liability incurred are recognised at the fair value of the liability. The performance conditions for the share-based payment plan are based on achieving specific targets which are assessed annually based on management forecasts. The equity instruments do not vest until the employee has completed a specified period of service. The determination of the fair value of the liability involves an assessment that considers the cumulative five-year performance of the recipient and the likelihood of continued provision of services.

1.3 Consolidation

Basis of consolidation

The consolidated annual financial statements incorporate the annual financial statements of the Company and all subsidiaries. Subsidiaries are entities (including structured entities) which are controlled by the Company.

The Group has control of an entity when it is exposed to or has rights to variable returns from involvement with the entity and it has the ability to affect those returns through use its power over the entity.

The results of subsidiaries are included in the consolidated annual financial statements from the effective date of acquisition to the effective date of disposal. Adjustments are made when necessary to the annual financial statements of subsidiaries to bring their accounting policies in line with those of the Group.

All inter-company transactions, balances, and unrealised gains on transactions between group companies are eliminated in full on consolidation. Unrealised losses are also eliminated unless the transaction provides evidence of an impairment of the asset transferred.

Investments in subsidiaries in the separate financial statements

In the Company's separate financial statements, investments in subsidiaries are carried at cost less any accumulated impairment losses.

1.4 Property, plant and equipment

Property, plant and equipment are tangible assets which the Group holds for its own use or for rental to others and which are expected to be used for more than one year.

An item of property, plant and equipment is recognised as an asset when it is probable that future economic benefits associated with the item will flow to the Group, and the cost of the item can be measured reliably.

Property, plant and equipment is initially measured at cost. Cost includes all of the expenditure which is directly attributable to the acquisition or construction of the asset, including the capitalisation of borrowing costs on qualifying assets and adjustments.

Expenditure incurred subsequently for major services, additions to or replacements of parts of property, plant and equipment are capitalised if it is probable that future economic benefits associated with the expenditure will flow to the Group and the cost can be measured reliably. Day to day servicing costs are included in profit or loss in the year in which they are incurred.

1.4 Property, plant and equipment (continued)

Revaluations are performed annually by the board of directors. On the subsequent sale or retirement of a revalued property, the attributable revaluation surplus remaining in the property revaluation reserve is transferred directly to retained earnings.

Any movement in an asset's carrying amount, as a result of a revaluation, is recognised in other comprehensive income and accumulated in the revaluation reserve in equity to the extent of any credit balance existing in the revaluation reserve i.r.o. that asset.

Depreciation of an asset commences when the asset is available for use as intended by management. Depreciation is charged to write off the asset's carrying amount over its estimated useful life to its estimated residual value, using a method that best reflects the pattern in which the asset's economic benefits are consumed by the Group. Leased assets are depreciated in a consistent manner over the shorter of their expected useful lives and the lease term. Depreciation is not charged to an asset if its estimated residual value exceeds or is equal to its carrying amount. Depreciation of an asset ceases at the earlier of the date that the asset is classified as held for sale or derecognised.

The useful lives of items of property, plant and equipment have been assessed as follows:

Item	Depreciation method	Average useful life
Buildings	Straight line	50 years
Plant and machinery	Straight line	3 to 20 years
Motor vehicles	Straight line	1,5 to 10 years

Land is not depreciated.

The residual value, useful life and depreciation method of each asset are reviewed at the end of each reporting year. If the expectations differ from previous estimates, the change is accounted for prospectively as a change in accounting estimate.

Each part of an item of property, plant and equipment with a cost that is significant in relation to the total cost of the item is depreciated separately. The depreciation charge for each year is recognised in profit or loss unless it is included in the carrying amount of another asset.

Impairment tests are performed on property, plant and equipment when there is an indicator that they may be impaired. When the carrying amount of an item of property, plant and equipment is assessed to be higher than the estimated recoverable amount, an impairment loss is recognised immediately in profit or loss to bring the carrying amount in line with the recoverable amount.

An item of property, plant and equipment is derecognised upon disposal or when no future economic benefits are expected from its continued use or disposal.

1.5 Investment property

Investment property is recognised as an asset when, and only when, it is probable that the future economic benefits that are associated with the investment property will flow to the enterprise, and the cost of the investment property can be measured reliably. Investment property is property held to earn rental income or for strategic purposes or for both, but not for sale in the ordinary course of business, use in production or supply of goods or for administration purposes.

Investment property is initially recognised at cost. Transaction costs are included in the initial measurement.

Fair value

Subsequent to initial measurement investment property is measured at fair value.

A gain or loss arising from a change in fair value is included in net profit or loss for the period in which it arises.

1.6 Intangible assets

An intangible asset is recognised when:

- it is probable that the expected future economic benefits that are attributable to the asset will flow to the entity; and
- the cost of the asset can be measured reliably.

Intangible assets are carried at cost less any accumulated amortisation and any impairment losses.

The amortisation period, method, useful lives and residual values for intangible assets are reviewed at each reporting date and adjusted if appropriate.

1.6 Intangible assets (continued)

Amortisation is provided to write down the intangible assets , on a straight line basis, to their residual values as follows:

Item	Useful life
Computer software	3 to 15 years
Distribution rights	2 to 5 years

1.7 Financial instruments

Financial instruments held by the Group are classified in accordance with the provisions of IFRS 9 Financial Instruments.

Broadly, the classification possibilities, which are adopted by the Group ,as applicable, are as follows:

Financial assets which are equity instruments:
- Mandatorily at fair value through profit or loss.

Financial assets which are debt instruments:
- Amortised cost; or
- Mandatorily at fair value through profit or loss; or
- Designated at fair value through profit or loss.

Financial liabilities:
- Amortised cost; or
- Mandatorily at fair value through profit or loss; or
- Designated at fair value through profit or loss.

Note 44 Financial instruments and risk management presents the financial instruments held by the Group based on their specific classifications.

The specific accounting policies for the classification, recognition and measurement of each type of financial instrument held by the Group are presented below:

Derecognition

Financial assets

The Group derecognises a financial asset only when the contractual rights to the cash flows from the asset expire, or when it transfers the financial asset and substantially all the risks and rewards of ownership of the asset to another party. If the Group neither transfers nor retains substantially all the risks and rewards of ownership and continues to control the transferred asset, the Group recognises its retained interest in the asset and an associated liability for amounts it may have to pay. If the Group retains substantially all the risks and rewards of ownership of a transferred financial asset, the Group continues to recognise the financial asset and also recognises a collateralised borrowing for the proceeds received.

Financial liabilities

The Group derecognises financial liabilities when, and only when, the Group obligations are discharged, cancelled or they expire. The difference between the carrying amount of the financial liability derecognised and the consideration paid and payable, including any non-cash assets transferred or liabilities assumed, is recognised in profit or loss.

Investments in debt and equity instruments

Classification

Investments in equity instruments are presented in note 9. They are classified as mandatorily at fair value through profit or loss. As an exception to this classification, the Group may make an irrevocable election, on an instrument by instrument basis, and on initial recognition, to designate certain investments in equity instruments as at fair value through other comprehensive income.

1.7 Financial instruments (continued)

Recognition and measurement

Investments in debt and equity instruments are recognised when the Group becomes a party to the contractual provisions of the instrument. The investments are measured, at initial recognition and subsequently, at fair value. Transaction costs are recognised in profit or loss.

Fair value gains or losses recognised on investments at fair value through profit or loss are included in other operating gains / (losses) (note 30).

Dividends received on equity investments are recognised in profit or loss when the Group's right to received the dividends is established, unless the dividends clearly represent a recovery of part of the cost of the investment. Dividends are included in investment income (note 31).

Interest received on debt instruments at fair value through profit or loss are included in investment income (note 31).

Impairment

Investments in equity instruments are not subject to impairment provisions.

Derecognition

Refer to the derecognition section of the accounting policy for the policies and processes related to derecognition.

Cash and cash equivalents

Cash and cash equivalents (note 17) are stated at carrying amount which is deemed to be fair value.

Other financial assets

Classification

The Company has designated certain financial instruments in other financial assets at fair value through profit or loss. The reason for the designation is to reduce or eliminate an accounting mismatch which would occur if the instruments were not classified as such. Refer to note 16 for details.

Recognition and measurement

Other financial assets at fair value through profit or loss are recognised when the Company becomes a party to the contractual provisions of the instrument. The investments are measured, at initial recognition and subsequently, at fair value. Transaction costs are recognised in profit or loss.

Loans receivable and trade and other receivables

Classification

Loans to related parties (note 14), loans and receivables (note 10) and trade and other receivables, excluding, when applicable, VAT and prepayments, are classified as financial assets subsequently measured at amortised cost (note 8).

They have been classified in this manner because their contractual terms give rise, on specified dates to cash flows that are solely payments of principal and interest on the principal outstanding, and the Group's business model is to collect the contractual cash flows on these financial instruments.

Recognition and measurement

Loans receivable as well as trade and other receivables are recognised when the Group becomes a party to the contractual provisions of the receivables. They are measured, at initial recognition, at fair value plus transaction costs, if any.

They are subsequently measured at amortised cost.

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.

1.7 Financial instruments (continued)

Application of the effective interest method

For receivables which contain a significant financing component, interest income is calculated using the effective interest method, and is included in profit or loss in investment income (note 31).

The application of the effective interest method to calculate interest income on the loan or trade receivables is dependent on the credit risk of the receivable as follows:

- The effective interest rate is applied to the gross carrying amount of the loan or trade and other receivables, provided the loan is not credit impaired. The gross carrying amount is the amortised cost before adjusting for a loss allowance.

Impairment

The Group recognises a loss allowance for expected credit losses on loans and trade and other receivables, excluding VAT and prepayments. The amount of expected credit losses is updated at each reporting date.

The Group measures the loss allowance at an amount equal to lifetime expected credit losses (lifetime ECL) when there has been a significant increase in credit risk since initial recognition. If the credit risk has not increased significantly since initial recognition, then the loss allowance is measured at 12 month expected credit losses (12 month ECL).

Lifetime ECL represents the expected credit losses that will result from all possible default events over the expected life of a loan. In contrast, 12 month ECL represents the portion of lifetime ECL that is expected to result from default events on a loan that are possible within 12 months after the reporting date.

In order to assess whether to apply lifetime ECL or 12 month ECL, the Group considers whether there has been a significant increase in the risk of a default occurring since initial recognition rather than at evidence of a receivable being credit impaired at the reporting date or of an actual default occurring.

Significant increase in credit risk

In assessing whether the credit risk on a receivable or group of receivables has increased significantly since initial recognition, the Group compares the risk of a default occurring as at the reporting date with the risk of a default occurring as at the date of initial recognition.

The Group considers both quantitative and qualitative information that is reasonable and supportable, including historical experience and forward-looking information that is available without undue cost or effort. Forward-looking information considered includes the future prospects of the industries in which the counterparties operate, obtained from economic expert reports, financial analysts, governmental bodies, relevant think-tanks and other similar organisations, as well as consideration of various external sources of actual and forecast economic information.

Irrespective of the outcome of the above assessment, the credit risk on a receivable is always presumed to have increased significantly since initial recognition if the contractual payments are more than 30 days past due, unless the Group has reasonable and supportable information that demonstrates otherwise.

By contrast, if a receivable is assessed to have a low credit risk at the reporting date, then it is assumed that the credit risk has not increased significantly since initial recognition.

The Group regularly monitors the effectiveness of the criteria used to identify whether there has been a significant increase in credit risk and revises them as appropriate to ensure that the criteria are capable of identifying significant increases in credit risk before the amount becomes past due.

Definition of default

For purposes of internal credit risk management purposes, the Group consider that a default event has occurred if there is either a breach of financial covenants by the counterparty, or if internal or external information indicates that the counterparty is unlikely to pay its creditors in full (without taking collateral into account).

Irrespective of the above analysis, the Group considers that default has occurred when a receivable is more than 90 days past due unless there is reasonable and supportable information to demonstrate that a more lagging default criterion is more appropriate.

Measurement and recognition of expected credit losses

The measurement of expected credit losses is a function of the probability of default, loss given default (i.e. the magnitude of the loss if there is a default) and the exposure at default.

1.7 Financial instruments (continued)

The assessment of the probability of default and loss given default is based on historical data adjusted by forward-looking information as described above. The exposure at default is the gross carrying amount of the loan at the reporting date.

The Group makes use of a provision matrix as a practical expedient to the determination of expected credit losses on trade and other receivables. The provision matrix is based on historic credit loss experience, adjusted for factors that are specific to the debtors, general economic conditions and an assessment of both the current and forecast direction of conditions at the reporting date, including the time value of money, where appropriate.

The customer base is widespread and does not show significantly different loss patterns for different customer segments. The loss allowance is calculated on a collective basis for all trade and other receivables in totality. Details of the provision matrix is presented in note 8.

An impairment gain or loss is recognised in profit or loss with a corresponding adjustment to the carrying amount of trade and other receivables, through use of a loss allowance account. The impairment loss is included in depreciation, amortisation and impairment expenses in profit or loss as a movement in credit loss allowance (note 36).

Lifetime ECL is measured on a collective basis in cases where evidence of significant increases in credit risk are not yet available at the individual instrument level. Loans are then grouped in such a manner that they share similar credit risk characteristics, such as nature of the loan, external credit ratings (if available), industry of counterparty etc.

The grouping is regularly reviewed by management to ensure the constituents of each Group continue to share similar credit risk characteristics.

If the Group has measured the loss allowance for a financial instrument at an amount equal to lifetime ECL in the previous reporting period, but determines at the current reporting date that the conditions for lifetime ECL are no longer met, the Group measures the loss allowance at an amount equal to 12 month ECL at the current reporting date, and visa versa.

Write off policy

The Group writes off a loan or group of receivables when there is information indicating that the counterparty is in severe financial difficulty and there is no realistic prospect of recovery, e.g. when the counterparty has been placed under liquidation or has entered into bankruptcy proceedings. Receivables and loans written off may still be subject to enforcement activities under the Group recovery procedures, taking into account legal advice where appropriate. Any recoveries made are recognised in profit or loss.

Credit risk

Details of credit risk are included in the trade and other receivables note (note 8) and the financial instruments and risk management note (note 44).

Derecognition

Refer to the derecognition section of the accounting policy for the policies and processes related to derecognition.

Borrowings, loans from related parties and trade payables

Classification

Loans from related parties (note 23), interest bearing loans and borrowings (note 21) as well as trade and other payables (note 22), excluding VAT and amounts received in advance, are classified as financial liabilities subsequently measured at amortised cost.

Recognition and measurement

These financial liabilities are recognised when the Group becomes a party to the contractual provisions, and are measured, at initial recognition, at fair value plus transaction costs, if any.

They are subsequently measured at amortised cost using the effective interest method.

The effective interest method is a method of calculating the amortised cost of a financial liability and of allocating interest expense over the relevant period. The effective interest rate is the rate that exactly discounts estimated future cash payments (including all fees and points paid or received that form an integral part of the effective interest rate, transaction costs and other premiums or discounts) through the expected life of the financial liability, or (where appropriate) a shorter period, to the amortised cost of a financial liability.

Borrowings and trade payables expose the Group to liquidity risk and possibly to interest rate risk. Refer to note 44 for details of risk exposure and management thereof.

1.7 Financial instruments (continued)

Derecognition

Refer to the derecognition section of the accounting policy for the policies and processes related to derecognition.

Reclassification

Financial assets

The Group only reclassifies affected financial assets if there is a change in the business model for managing financial assets. If a reclassification is necessary, it is applied prospectively from the reclassification date. Any previously stated gains, losses or interest are not restated.

The reclassification date is the beginning of the first reporting period following the change in business model which necessitates a reclassification.

Financial liabilities

Financial liabilities are not reclassified.

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 measure using the 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.

The fair values of quoted investments are based on current quoted closing prices. If the market for a financial asset is not active (and for unlisted securities), the Group establishes fair value by using valuation techniques. These include the use of recent arm's length transactions, reference to other instruments that are substantially the same, discounted cash flow analysis, and option pricing models making maximum use of market inputs and relying as little as possible on entity-specific inputs.

1.8 Income tax and deferred tax

Income tax on the profit or loss for the year comprises current and deferred tax. Income tax is recognised in profit or loss, except to the extent that it relates to items recognised directly in equity or in other comprehensive income.

A deferred tax asset is recognised only to the extent that it is probable that future taxable profits will be available against which the unused tax losses, tax credits and deductible temporary differences can be utilised. Deferred tax assets are reviewed at each reporting date and are reduced to the extent that it is no longer probable that the related tax benefit will be realised.

A deferred tax liability is recognised for all taxable temporary differences.

1.9 Leases

The Group assesses whether a contract is, or contains a lease, at the inception of the contract.

A contract is, or contains a lease if the contract conveys the right to control the use of an identified asset for a period of time in exchange for consideration.

In order to assess whether a contract is, or contains a lease, management determine whether the asset under consideration is "identified", which means that the asset is either explicitly or implicitly specified in the contract and that the supplier does not have a substantial right of substitution throughout the period of use. Once management has concluded that the contract deals with an identified asset, the right to control the use thereof is considered. To this end, control over the use of an identified asset only exists when the Group has the right to substantially all of the economic benefits from the use of the asset as well as the right to direct the use of the asset.

In circumstances where the determination of whether the contract is or contains a lease requires significant judgement, the relevant disclosures are provided in the significant judgments and sources of estimation uncertainty section of these accounting policies.

1.9 Leases (continued)

Group as lessee

A lease liability and corresponding right-of-use asset are recognised at the lease commencement date, for all lease agreements for which the Group is a lessee, except for short-term leases of 12 months or less, or leases of low value assets. For these leases, the Group recognises the lease payments as an operating expense (note 36) on a straight-line basis over the term of the lease unless another systematic basis is more representative of the time pattern in which economic benefits from the leased asset are consumed.

The various lease and non-lease components of contracts containing leases are accounted for separately, with consideration being allocated to each lease component on the basis of the relative stand-alone prices of the lease components and the aggregate stand-alone price of the non-lease components (where non-lease components exist).

However as an exception to the preceding paragraph, the Group has elected not to separate the non-lease components for leases of land and buildings.

Details of leasing arrangements where the Group is a lessee are presented in note 4 Right-of-use assets.

Lease liability

Lease payments included in the measurement of the lease liability comprise the following:

- fixed lease payments, including in-substance fixed payments, less any lease incentives;
- variable lease payments that depend on an index or rate, initially measured using the index or rate at the commencement date;
- the amount expected to be payable by the Group under residual value guarantees;
- the exercise price of purchase options, if the Group is reasonably certain to exercise the option;
- lease payments in an optional renewal period if the Group is reasonably certain to exercise an extension option; and
- penalties for early termination of a lease, if the lease term reflects the exercise of an option to terminate the lease.

Variable rents that do not depend on an index or rate are not included in the measurement of the lease liability (or right-of-use asset). The related payments are recognised as an expense in the period incurred and are included in operating expenses (note 36).

The lease liability is presented as a separate line item on the Statement of Financial Position.

The lease liability is subsequently measured by increasing the carrying amount to reflect interest on the lease liability (using the effective interest method) and by reducing the carrying amount to reflect lease payments made. Interest charged on the lease liability is included in finance costs (note 37).

The Group remeasures the lease liability, when applicable, in accordance with the following table:

Lease liability remeasurement scenario	**Lease liability remeasurement methodology**
Change to the lease term.	- discounting the revised lease payments using a revised discount rate.
Change in the assessment of whether the group will exercise a purchase, termination or extension option.	- discounting the revised lease payments using a revised discount rate.
Change to the lease payments as a result of a change in an index or a rate.	- discounting the revised lease payments using the initial discount rate (unless the lease payments change is due to a change in a floating interest rate, in which case a revised discount rate is used).
Change in expected payment under a residual value guarantee.	- discounting the revised lease payments using the initial discount rate.
Lease contract has been modified and the lease modification is not accounted for as a separate lease.	- discounting the revised payments using a revised discount rate.

When the lease liability is remeasured in this way, a corresponding adjustment is made to the carrying amount of the right-of-use asset, or is recognised in profit or loss if the carrying amount of the right-of-use asset has been reduced to zero.

1.9 Leases (continued)

Right-of-use assets

Right-of-use assets are presented as a separate line item on the Statement of Financial Position.

Lease payments included in the measurement of the lease liability comprise the following:
- the initial amount of the corresponding lease liability;
- any lease payments made at or before the commencement date;
- any initial direct costs incurred;
- any estimated costs to dismantle and remove the underlying asset or to restore the underlying asset or the site on which it is located, when the Group incurs an obligation to do so, unless these costs are incurred to produce inventories; and
- less any lease incentives received.

Right-of-use assets are subsequently measured at cost less accumulated depreciation and impairment losses.

Right-of-use assets are depreciated over the shorter period of lease term and useful life of the underlying asset. However, if a lease transfers ownership of the underlying asset or the cost of the right-of-use asset reflects that the Group expects to exercise a purchase option, the related right-of-use asset is depreciated over the useful life of the underlying asset. Depreciation starts at the commencement date of a lease.

For right-of-use assets which are depreciated over their useful lives, the useful lives are determined consistently with items of the same class of property, plant and equipment. Refer to the accounting policy for property, plant and equipment for details of useful lives.

The residual value, useful life and depreciation method of each asset are reviewed at the end of each reporting year. If the expectations differ from previous estimates, the change is accounted for prospectively as a change in accounting estimate. Each part of a right-of-use asset with a cost that is significant in relation to the total cost of the asset is depreciated separately.

The depreciation charge for each year is recognised in profit or loss unless it is included in the carrying amount of another asset.

Group as lessor

Leases for which the Group is a lessor are classified as finance or operating leases. Whenever the terms of the lease transfer substantially all the risks and rewards of ownership to the lessee, the contract is classified as a finance lease. All other leases are classified as operating leases. Lease classification is made at inception and is only reassessed if there is a lease modification.

Operating leases

Lease payments from operating leases are recognised on a straight-line basis over the term of the relevant lease, or on another systematic basis if that basis is more representative of the pattern in which the benefits form the use of the underlying asset are diminished. Operating lease income is included in revenue (note 27).

Initial direct costs incurred in negotiating and arranging an operating lease are added to the carrying amount of the leased asset and are expensed over the lease term on the same basis as the lease income.

Modifications made to operating leases are accounted for as a new lease from the effective date of the modification. Any prepaid or accrued lease payments relating to the original lease are treated as part of the lease payments of the new lease.

1.9 Leases (continued)

Finance leases

Amounts due from lessees are recognised from commencement date at an amount equal to the Group net investment in the lease. They are presented as lease receivables (note 11) on the statement of financial position.

The interest rate implicit in the lease is defined in a manner which causes the initial direct costs to be included in the initial measurement of the net investment in the lease.

Lease payments included in the measurement of the net investment in the lease comprise the following:

- fixed lease payments, including in-substance fixed payments, less any lease incentives payable;
- variable lease payments that depend on an index or rate, initially measured using the index or rate at the commencement date;
- the amount expected to be receivable by the Group from the lessee, a party related to the lessee or a third party unrelated to the Group under residual value guarantees (to the extent of third parties, this amount is only included if the party is financially capable of discharging the obligations under the guarantee);
- the exercise price of purchase options, if the lessee is reasonably certain to exercise the option;
- penalties for early termination of a lease, if the lease term reflects the exercise of an option to terminate the lease.

The Group recognises finance income over the lease term, based on a pattern that reflects a constant periodic rate of return on the net investment in the lease. Finance income recognised on finance leases is included in revenue (note 27).

The Group applies the impairment provisions of IFRS 9 to lease receivables. Refer to the accounting policy for trade and other receivables as lease receivables are impaired on a consistent basis with that accounting policy.

1.10 Inventories

Inventories are measured at the lower of cost and net realisable value. Inventories relating to the furniture and motor retail businesses are determined on the first-in-first-out basis. Inventories relating to the tyre and glass fitment business is determined on the weighted average cost basis.

Net realisable value is the estimated selling price in the ordinary course of business less the estimated costs of completion and the estimated costs necessary to make the sale.

The cost of inventories comprises of all costs of purchase, costs of conversion and other costs incurred in bringing the inventories to their present location and condition.

Work-in-progress comprises of costs incurred during the service and repairs of vehicles and the work is not yet completed. The amount of any write-down of inventories to net realisable value and all losses of inventories are recognised as an expense in the period the write-down or loss occurs.

Included in inventory, is the asset that represents the group's right to receive goods back from the customer, where a customer is entitled to a right of return. The assets are initially measured at the carrying amount of the goods at the time of sales, less an expected costs to recover the goods and any expected reduction in value. The return asset is represented separately from the refund liability. The amount recorded as an asset is updated whenever the refund liability changes and for other changes in circumstances that might suggest an impairment of the asset.

1.11 Stated capital

An equity instrument is any contract that evidences a residual interest in the assets of an entity after deducting all of its liabilities.

Ordinary no par value shares
Ordinary no par value shares are classified as equity. Any amounts received from the issue of shares in excess of par value is classified as 'share premium' in equity. Incremental costs directly attributable to the issue of new shares or options are shown in equity as a deduction, net of tax, from the proceeds.

Preference shares
Preference shares are classified as a liability if it is redeemable on a specific date or at the option of the shareholders or if dividend payments are not discretionary. Dividends thereon are recognised in profit or loss as interest expense.

Dividends
Dividends are recognised as a liability in the period in which they are declared.

1.12 Earnings per share

The Group presents basic earnings per share (EPS) data for its ordinary shares. Basic EPS is calculated by dividing the profit or loss attributable to ordinary shareholders of the Company by the weighted average number of ordinary shares outstanding during the period, adjusted for the effect of treasury shares (if any).

1.13 Employee benefits

Short-term employee benefits

The cost of short-term employee benefits are recognised as cost-to-company (CTC) in the period in which the service is rendered and are not discounted.

The expected cost of profit sharing and bonus payments is recognised as an expense when there is a legal or constructive obligation to make such payments as a result of past performance.

1.14 Provisions and contingencies

Provisions are recognised when:

- the Group has a present obligation as a result of a past event;
- it is probable that an outflow of resources embodying economic benefits will be required to settle the obligation; and
- a reliable estimate can be made of the obligation.

The amount of a provision is the present value of the expected future cash flow at a pre-tax rate that reflects current market assessments at the time, value of money and the risks specific to the liability. The unwinding of the interest is recognised as finance cost.

Contingent assets and contingent liabilities are not recognised.

1.15 Revenue

The Group recognises revenue from the following major sources:

- Sales of goods - retail
- Rendering of services - retail
- Finance income earned
- Rental income from letting of commercial properties and vehicles

Revenue is measured based on the consideration specified in a contract with a customer and excludes amounts collected on behalf of third parties. The Group recognises revenue when it transfers control of a product or service to a customer.

Sale of goods - retail

The Group sells motor vehicles (including service plans on vehicles) and parts; tyres and related accessories and household furniture and appliances directly to customers through its own retail outlets situated all over Namibia.

Revenue is recognised from sale of goods to retail customers when control of the goods has transferred, being at the point the customer purchases the goods at the retail outlet. A receivable is recognised for account holding customers. Revenue is measured at the fair value of the consideration received or receivable, net of returns and allowances, trade discount and volume rebates, and VAT.

Sales-related warranties associated with vehicles cannot be purchased separately and they serve as an assurance that the products sold comply with agreed-upon specifications. Accordingly, the Group accounts for warranties in accordance with IAS 37 Provisions, Contingent Liabilities and Contingent Assets.

A right of return entitles the customer to a full or partial refund of the amount paid or a credit against the value of the previous or future purchases. The Group will recognise a refund liability, included in trade and other payables and an asset, included in inventory for its right to recover products.

A rights of return is not a separate performance obligation, but it affects the estimated transaction price for transferred goods. Revenue is only recognised for those goods that are not expected to be returned. The estimate reflects the amount that the Group expects to repay or credit to its customers considering all available information. The transaction price would include amount subject to return only if it is probable that there will not be a significant reversal of cumulative revenue. The Group recognise a refund liability and an asset for its right to recover products.

1.15 Revenue (continued)

Rendering of services - retail

The Group sells services on vehicles when the customer brings in a vehicle for a service. The Group also provides glass fitment and repairs, wheel balancing, wheel alignment, wheel repair, call out and on-site services.

Revenue is recognised at a point in time for services rendered.

For services rendered customers, revenue is recognised when the service was performed. Payment of the transaction price is due immediately after the invoice was issued or as per payment terms for account holding customers.

Finance income earned

When household furniture and goods are sold under installment sale agreements, the present value of the installment sale payments is recognised as a receivable. The difference between the gross receivable and the present value of the receivable is recognised as unearned finance income. Finance income is recognised over the term of the installment sale using the effective interest rate method, which reflects a constant periodic rate of return.

Interest income is recognised as it accrues, using the effective interest method. Finance income also comprise interest on installment debtors arising from credit sales of vehicles, tyres and accessories entered into during the year, irrespective of whether they relate in whole or in part to a later accounting period. The earned portion of interest received is recognised as revenue. Interest is earned from the date the sales contract is concluded, over the period of the contract, based on the terms and conditions of the sales and installment agreement.

Finance income is also recognised on loans and receivables including advances made to individuals, companies and other entities. These advances are secured by asset based financing, rights to claims insurance contracts and suretyships. Various repayment terms and interest rates apply, based on the terms and conditions of the loan agreement.

For office equipment lease agreements the Group recognises finance income over the lease term, based on a pattern that reflects a constant periodic rate of return on the net investment in the lease (refer note 1.9).

Rental income from letting of commercial properties and vehicles

The Company and its subsidiaries entered into lease agreements with customers. Revenue from letting of commercial properties is therefore recognised over the period of the lease agreement. The directors consider that this input method is an appropriate measure towards complete satisfaction of these performance obligations.

Revenue from vehicle rentals is recognised on the accrual basis in accordance with the substance of the relevant lease agreements and when the right to receive rentals is assured.

1.16 Cost of sales

When inventories are sold, the carrying amount of those inventories is recognised as an expense in the period in which the related revenue is recognised. The amount of any write-down of inventories to net realisable value and all losses of inventories are recognised as an expense in the period the write-down or loss occurs.

The related cost of providing services recognised as revenue in the current period is included in cost of sales.

1.17 Translation of foreign currencies

Functional and presentation currency

The consolidated and separate annual financial statements are presented in Namibia Dollar which is the Group's functional and presentation currency.

1.17 Translation of foreign currencies (continued)

Foreign currency transactions

A foreign currency transaction is recorded, on initial recognition in Namibia Dollars, by applying to the foreign currency amount the spot exchange rate between the functional currency and the foreign currency at the date of the transaction.

At the end of the reporting period:

- foreign currency monetary items are translated using the closing rate;
- non-monetary items that are measured in terms of historical cost in a foreign currency are translated using the exchange rate at the date of the transaction; and
- non-monetary items that are measured at fair value in a foreign currency are translated using the exchange rates at the date when the fair value was determined.

Exchange differences arising on the settlement of monetary items or on translating monetary items at rates different from those at which they were translated on initial recognition during the period or in previous consolidated and separate annual financial statements are recognised in profit or loss in the period in which they arise. Non-monetary assets and liabilities measured at historical cost are translated to functional currency at the exchange rate at the date that the historical cost was determined.

1.18 Segmental reporting

An operating segment is a component of the Group that engages in business activities from which it may earn revenues and incur expenses, including revenues and expenses that relate to transactions with any of the Group’s other components. All operating segments’ operating results are reviewed regularly by the Group’s Managing Director, who is the chief operating decision maker, to make decisions about resources to be allocated to the segment and assess its performance, and for which discrete financial information is available. Revenue, expenses, assets and liabilities are allocated on a reasonable basis to a segment from customers, suppliers and other segments but exclude non-specific transactions.

The basis of segmental reporting has been set out in note 45.

Segment revenue
Segment revenue consists of revenue reported in the Group’s profit or loss that is directly attributable to a segment and the relevant portion of Group revenue that can be allocated on a reasonable basis to the segment.

Segment expense
Segment expense consists of expenses resulting from the operating activities of a segment that are directly attributable to the segment and the relevant portion of expenses that can be allocated on a reasonable basis to the segment. General administrative expenses, such as head office expenses, and other expenses that arise at Group level and relate to the Group as a whole are also excluded from segment expense. However, costs incurred at Group level on behalf of a segment are included in segment expense.

Segment result
Segment result consists of segment revenue less segment expense.

Segment assets
Segment assets consists of those assets that are employed by a segment in its operating activities and that either are directly attributable to the segment or can be allocated on a reasonable basis, but do not include income tax assets.

Segment liabilities
Segment liabilities consists of those operating liabilities that result from the operating activities of a segment that are either directly attributable to the segment or can be allocated on a reasonable basis to the segment, but do not include income tax liabilities.

1.19 Borrowing costs

Borrowing costs that are directly attributable to the acquisition, construction or production of a qualifying asset are capitalised as part of the cost of that asset until such time as the asset is ready for its intended use. The amount of borrowing costs eligible for capitalisation is determined as follows:

- Actual borrowing costs on funds specifically borrowed for the purpose of obtaining a qualifying asset less any temporary investment of those borrowings.
- Weighted average of the borrowing costs applicable to the entity on funds generally borrowed for the purpose of obtaining a qualifying asset. The borrowing costs capitalised do not exceed the total borrowing costs incurred.

The capitalisation of borrowing costs commences when:

- expenditures for the asset have occurred;
- borrowing costs have been incurred, and
- activities that are necessary to prepare the asset for its intended use or sale are in progress.

Capitalisation is suspended during extended periods in which active development is interrupted.

Capitalisation ceases when substantially all the activities necessary to prepare the qualifying asset for its intended use or sale are complete.

All other borrowing costs are recognised as an expense in the period in which they are incurred.

1.20 Share based payments

The group operates a cash-settled share-based incentive plan for executive directors.

For cash-settled share-based payment transactions, the services received and the liability incurred are recognised at the fair value of the liability. Until the liability is settled, it is carried at amortised cost, with any changes in the directors' remuneration in profit or loss for the period.

Where the equity instruments do not vest until the employee has completed a specified period of service, it is assumed that the services rendered by the employee, as consideration for those equity instruments, will be received in the future, during the vesting period. These services are accounted for in profit or loss as they are rendered during the vesting period, with a corresponding increase in the liability.

1.21 Insurance contracts

Classification of insurance policies

Unit of account

Corporate Guarantee and Insurance Company of Namibia Limited (Corporate Guarantee) is a registered Namibia Short term insurer.

A significant judgement area for the Group is whether a policy and a loan/cession agreement with a policyholder form a single unit of account. This impacts the assessment on whether significant insurance risk is transferred to the Company as well as the accounting standard that is relevant to the arrangement.

In return for payment of an insurance premium, Corporate Guarantee, a wholly-owned subsidiary of Nictus Holdings Limited and registered Namibian Alternative Risk Transfer (ART) insurer, undertakes to indemnify the policyholder for loss suffered by reason of the occurrence of any of the event(s) defined in the multi-peril, income protection and credit insurance contingency policies (“the policies”), occurring during the period of insurance (12 months), in accordance with the terms and conditions of the policy, by payment up to the policy indemnity limit or, at the insurer’s sole discretion, by replacement, reinstatement or repair.

A contract is classified as an insurance contract where the Group provides insurance coverage by accepting significant insurance risk when agreeing with the policyholder to pay benefits if a specified uncertain future event (the insured event) adversely affects the policyholder or other beneficiary envisaged by IFRS 17. Once a contract has been classified as an insurance contract, the classification remains unchanged for the remainder of its lifetime, even if the insurance risk reduces significantly during the coverage period, unless the terms of the contract are modified.

1.21 Insurance contracts (continued)

Insurance contract component considerations

IFRS 17 distinguishes three categories of components that have to be accounted for separately, which include distinct investment components. The Group should analyse whether the contract contains components that should be separated before the Group accounts for an insurance contract.

The policies that the Group sell are insurance contracts as envisaged in the scope of IFRS 17. A policyholder may also elect to contractually apply to receive a secured advance from the Group. The policies are pledged and ceded to the Group as security for the secured advance. Currently, these advances are predominantly secured by policy benefits being ceded to the Group. In terms of the guidance in IFRS 17, where a secured advance is provided to a policyholder, the agreements between the group and the policyholder are considered to be a single insurance contract due to the interdependency between the agreements. Various repayment terms, none of which exceed 60 months, and interest rates apply.

Cash flows with regard to secured advances are solely payments of principal and interest on the principal amount outstanding. The secured advances form part of the total insurance contract liabilities, disclosed on an aggregate basis, but do not constitute a non-distinct investment component. The finance income earned from secured advances is disclosed as part of the net insurance finance expenses in the statement of profit or loss and other comprehensive income.

The Group offers insurance contracts that provide both insurance cover and the payment of a specified amount in the form of an experience bonus (the amount to be determined by the group at its discretion, from time to time, by deducting the allowable deductions from the experience account, together with interest (if any) calculated on such amount from time to time, in the sole and absolute discretion of the group). These specified amounts meet the definition of an investment component as they will be paid to policyholders in all circumstances, regardless of whether an insured event occurs. The Group considers the investment component and insurance component as highly inter-related as the lapse or maturity of one component in a contract causes the lapse or maturity of the other and the value of one component varies according to the value of the other. The entire policies, including the non-distinct investment component, issued by the Group is accounted for and measured as part of the insurance liability as a single unit of account in terms of IFRS 17.

Recognition and derecognition

Groups of insurance contracts issued are initially recognised from the earliest of either the beginning of the coverage period or the date when the first payment from the policyholder is due or actually received, if there is no due date.

When an insurance contract is extinguished, it is no longer at risk and is therefore no longer required to transfer any economic resources to satisfy the insurance contract, the Group will derecognise it.

Contract boundary

The coverage period is the period during which the group provides coverage for insured events. Cash flows are within the boundary of an insurance contract if they arise from substantive rights and obligations that exist during the reporting period in which the group can compel the policyholder to pay the premiums or in which the Group has a substantive obligation to provide the policyholder with insurance contract services. A substantive obligation to provide services ends when:

- the Group has the practical ability to reprice the risks of the policyholder or change the level of benefits so that the price fully reflects those risks; or
- both of the following criteria are satisfied:
    - the Group has the practical ability to reprice the contract or portfolio of insurance contracts so that the price fully reflects the reassessed risk that portfolio; and
    - the pricing of the premiums for coverage up to the date when the risks are reassessed does not reflect the risks related to periods after the reassessment date. The earned portion of premiums received constitutes and is recognised as revenue. Premiums are earned from the date of attachment of risk.

These contracts are deemed to be insurance contracts under IFRS 17 as the Group has concluded that there is a transfer of significant risk (20% risk transfer).

The insurance contract issued by the Group does have a specific period and explicit policy start date – and expiry date, thus indicating the period during which the Group provides coverage for insured events, and in effect the boundary of the insurance contract. The Insurance premiums obligation to be paid are for the period of insurance as set out in the policy schedule. Either the Group or policyholder can review the terms associated with the insurance contract at the policy anniversary. The Group considers the legal rights and commercial substance of the contracts in the assessment. This supports a specific boundary of the insurance contract as the Group and the policyholder have the practical ability to reassess the risks of the particular policyholder and, as a result, can set a price or level of benefits that fully reflects those risks as required.

From an insurer's perspective, all insurance contracts issued have a contract boundary of one year or less. Cash flows outside the boundary of the insurance contract relate to future insurance contracts and are recognised when those contracts meet the recognition criteria.

1.21 Insurance contracts (continued)

The policyholder can renew their insurance cover should they choose, resulting in a new insurance contract being entered into on the day following the expiration of the previous insurance contract. This process will be repeated at every policy anniversary. No renewal fee will be levied upon renewal on the expiry of the policy, all circumstances remaining constant. Upon renewal, for practical consideration, no physical cash flow is applicable. The latter will not influence the full recognition of the liability for remaining coverage (LRC) associated with the newly issued insurance policy on day one of the coverage period with initial recognition.

The appropriate measurement model applicable to the insurance contracts is the premium allocation approach.

Level of aggregation

IFRS 17 requires that the Group identifies portfolios of insurance contracts. A portfolio comprises contracts subject to similar risks and managed together. Contracts within a product line would be expected to have similar risks and hence would be expected to be in the same portfolio if they are managed together. Currently the Group has three insurance products consisting of multiple multi-peril, credit insurance and income protection contingency policies in issue. All three products are inclusive of a risk transfer represented within the annual aggregate policy indemnity limit. The Group generally manages its insurance policy on a policy- per-policy basis with the risks being limited to the risk transfer represented within the annual aggregate policy indemnity limit irrespective of the class of business underwritten. All three products entail comparable risks and are collectively managed, which is why only a singular portfolio of insurance contracts can be identified.

Portfolios are further divided into groups of insurance contracts, based on whether:
- a group of contracts that are onerous at initial recognition, if any;
- a group of contracts that at initial recognition have no significant possibility of becoming onerous subsequently, if any; and
- a group of the remaining contracts in the portfolio, if any.

Given the IFRS 17 requirements and the loss experience, the portfolio of insurance contracts identified would be appropriately designated/grouped as a group of contracts that at initial recognition has no significant possibility of becoming onerous subsequently. The Group’s underwriting strategy seeks diversity to ensure a balanced portfolio and is based on a portfolio of similar risks spread over a large geographical area. The underwriting strategy is continuously monitored and updated and determines the classes of business to be written, the territories in which business is to be written and the industry sectors to which the Group is prepared to accept exposure. The strategy is cascaded down by the respective segment board to management that sets the limits for management by client size, class of business, region and industry in order to enforce appropriate risk selection within the portfolio. The Group's focus is to grow a sustainable and profitable business and does not anticipate the recognition of onerous contracts.
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Measurement

IFRS 17 introduces three new measurement models:
- Premium allocation approach (PAA): Simplification available to contracts which are of short duration or where certain eligibility criteria are met;
- General measurement model (GMM): Applicable to all insurance contracts issued and reinsurance contracts held; and
- Variable fee approach: Applicable to insurance contracts with a discretionary participation feature.

The LRC portion of insurance liabilities and assets are measured using the PAA, which is the simplified measurement model applicable to contracts with a coverage period of 12 months or less, or where the measurement of the insurance liability is not significantly different between the PAA or GMM. This criterion is satisfied from a Corporate Guarantee perspective; all insurance contracts issued have a contract boundary of one year or less.

Using the PAA, the balance of the LRC for the Group will consist, in essence, of the following elements:
• Premiums, if any, received at initial recognition;
• Plus the premiums received in the subsequent reporting period;
• Plus any adjustment to a financing component;
• Minus the amount recognised as insurance revenue for coverage provided in that period;
• Minus any investment component paid or transferred to the liability for incurred claims (LIC); and
• Minus any incurred claims paid or transferred to the LIC.

The Group is not required to adjust the carrying amount of the LRC to reflect the time value of money and the effect of financial risk, at initial recognition, as it expects that the time between providing each part of the coverage and the related premium due date is no more than a year. All of Corporate Guarantee's insurance contracts issued have a coverage period of one year or less, thus this criterion is satisfied.

Monthly notional interest is allocated to the experience account of the policyholder based on the terms and conditions set out within the insurance contract.

1.21 Insurance contracts (continued)

Notional interest is calculated on the positive balance of the experience account, at a rate determined by the Group, according to market conditions. The notional interest will not be forfeited, even if claims were made against the experience account – it is always calculated on the remaining balance in this account. The notional interest accrues and is due to the policyholder on expiry or cancellation of the policy. The existence of the notional interest component would increase the LRC subsequent to initial recognition. The increase of the LRC will not coincide with cash flow receipts. The allocation of notional interest is expensed and disclosed as part of the net insurance finance expenses in the statement of profit or loss and other comprehensive income.

The best estimate provision for LIC relates to claim events that have occurred before or at the reporting date, whether reported or not. The Group shall measure the LIC for the group of insurance contracts at the fulfilment cash flows relating to incurred claims.

The Group will not be required to adjust future cash flows for the time value of money and the effect of financial risk as those cash flows are expected to be paid or received in one year or less from the date the claims are incurred.

Insurance acquisition costs

Insurance acquisition costs are defined as those costs related to the selling, underwriting and starting a group of insurance contracts. The Group's policy is to expense any insurance acquisition cash flows as and when they are incurred.

Amounts recognised in the statement of comprehensive income

Insurance revenue, insurance service expenses, showing in aggregate incurred claims (excluding investment components) and other incurred insurance service expenses, and insurance acquisition costs are recognised in the statement of comprehensive income based on the principle of services provided during the period.

Expected premium receipts are allocated to insurance revenue based on the passage of time as and when the insurance contract services under the group of insurance contracts are provided.

Insurance services expenses comprise incurred claims, incurred directly attributable expenses, changes in the fulfilment cash flows relating to past services.

Risk adjustment for non-financial risk

The risk adjustment for non-financial risk is the compensation an entity requires for bearing the uncertainty about the amount and timing of the cash flows that arise from non-financial risk as the insurer fulfils its insurance contracts. The risk adjustment for non-financial risk shall reflect the insurer's current estimates of how the actual behaviour of the policyholders may differ from the expected behaviour.

Corporate Guarantee manages its non-financial risk through underwriting limits, approval procedures for new clients, pricing guidelines, centralised management of risk and monitoring of emerging issues. These factors and the past claims experience, combined with the nature of the policies issued, are such that the technical reserves held are more than the 95th percentile of the net ultimate fulfilment cash flows. Corporate Guarantee considers the level of reserves sufficient and deems it unnecessary to increase same to account for specific risks linked to non-financial risks.

1.22 Reinsurance

The Group cedes reinsurance in the normal course of business for the purpose of limiting its net loss potential. Reinsurance arrangements do not relieve the Group from its direct obligations to its policyholders.

Reinsurance premiums paid are recognised as an expense in profit or loss when they become due for payment, in terms of the contracts at the undiscounted amounts payable in terms of the contracts. Reinsurance recoveries are recognised in profit or loss in the same period as the relevant claim at the undiscounted amount receivable in terms of the contracts. Only reinsurance agreements that give rise to a significant transfer of insurance risk are accounted for as reinsurance contracts as stipulated by IFRS 17. Amounts recoverable under such contracts are recognised in the same year as the related claim. Reinsurance agreements that do not transfer significant insurance risk are accounted for as investment contracts.

Amounts recoverable under reinsurance contracts are assessed for impairment at each reporting date. Such assets are deemed impaired if there is objective evidence, as a result of an event that occurred after its initial recognition, that the Group may not recover all amounts due and that the event has a reliably measurable impact on the amounts that the Group will receive from the reinsurer.

The Group will present income or expenses from reinsurance contracts held, other than insurance finance income or expenses, as a single amount. Income or expense from reinsurance contracts comprise reinsurance service expenses less amounts received from the reinsurer. Reinsurance expenses are recognised similarly to insurance revenue using the Premium Allocation Approach.

2. New Standards and Interpretations

2.1 Standards and interpretations effective and adopted in the current year

In the current year, the Group has adopted the following standards and interpretations that are effective for the current financial year and that are relevant to its operations:

Standard/ Interpretation:

- Amendments to IAS 1: Disclosures of accounting policies
- Amendments to IAS 8 Accounting Policies, Changed in Accounting Estimates and Errors: Definition of Accounting Estimates
- IFRS 17 Insurance Contracts
- Amendments to IAS 12 Income Taxes: Deferred tax related to Assets and Liabilities arising from a single transaction

2.2 Standards and interpretations not yet effective

The Group has chosen not to early adopt the following standards and interpretations, which have been published and are mandatory for the Group's accounting periods beginning on or after 1 July 2024 or later periods:

Standard/ Interpretation:	Effective date: Years beginning on or after
• Amendments to IFRS 7 Financial instruments: Disclosures – Supplier Finance Arrangements	1 January 2024
• Amendments to IFRS 10 and IAS 28: Sale or Contribution of Assets between an investor and its Associate or Joint Venture	To be determined
• Amendments to IFRS 16 Lease: Lease liability in a Sale and Leaseback	1 January 2024
• Amendments to IAS 7 Statement of Cash Flows: Supplier Finance Agreements	1 January 2024
• Amendments to IAS 1: Classification of liabilities as Current or Non-Current and Non – Current Liabilities with Covenants	1 January 2024
• Amendments to IAS 21 The effects of Changes in Foreign Rates: Lack of Exchangeability	1 January 2025
• IFRS 18 Presentation and Disclosure In Financial Statements	1 January 2027
• IFRS 19 Subsidiaries without Public Accountability: Disclosures	1 January 2027

Management has assessed the impact of these new and revised standards on the Group and it is unlikely that the amendments or interpretations will have a material impact on the Group's annual financial statements.

3. Property, plant and equipment

Group	2024			2023		
	Cost or revaluation	Accumulated depreciation	Carrying value	Cost or revaluation	Accumulated depreciation	Carrying value
Land	88,891	-	88,891	88,891	-	88,891
Buildings	267,734	(4,608)	263,126	235,712	(4,242)	231,470
Plant and machinery	36,230	(21,121)	15,109	33,738	(20,889)	12,849
Motor vehicles	41,396	(9,256)	32,140	41,366	(6,382)	34,984
Total	**434,251**	**(34,985)**	**399,266**	**399,707**	**(31,513)**	**368,194**

Company	2024			2023		
	Cost or revaluation	Accumulated depreciation	Carrying value	Cost or revaluation	Accumulated depreciation	Carrying value
Buildings	403	(183)	220	403	(163)	240
Plant and machinery	3,849	(2,587)	1,262	5,631	(4,703)	928
Total	**4,252**	**(2,770)**	**1,482**	**6,034**	**(4,866)**	**1,168**

3. Property, plant and equipment (continued)

Reconciliation of property, plant and equipment - Group

	Land	Buildings	Plant and machinery	Motor vehicles	Total
Cost					
At 1 July 2022	85,629	227,169	29,996	13,148	355,942
Additions	3,262	8,543	4,250	29,843	45,898
Disposals	-	-	(508)	(1,625)	(2,133)
At 30 June 2023	**88,891**	**235,712**	**33,738**	**41,366**	**399,707**
Additions	-	8,151	5,860	6,371	20,382
Disposals	-	(835)	(3,368)	(6,342)	(10,545)
Revaluations	-	24,706	-	-	24,706
At 30 June 2024	**88,891**	**267,734**	**36,230**	**41,396**	**434,251**
Accumulated depreciation					
At 1 July 2022	-	(3,206)	(17,572)	(4,362)	(25,140)
Disposals	-	-	409	380	789
Depreciation	-	(1,036)	(3,726)	(2,400)	(7,162)
At 30 June 2023	**-**	**(4,242)**	**(20,889)**	**(6,382)**	**(31,513)**
Disposals	-	835	3,298	2,007	6,140
Depreciation	-	(1,201)	(3,530)	(4,881)	(9,612)
At 30 June 2024	**-**	**(4,608)**	**(21,121)**	**(9,256)**	**(34,985)**
Carrying amount					
Cost or revaluation	88,891	235,712	33,738	41,366	399,707
Accumulated depreciation	-	(4,242)	(20,889)	(6,382)	(31,513)
At 30 June 2023	**88,891**	**231,470**	**12,849**	**34,984**	**368,194**
Cost or revaluation	88,891	267,734	36,230	41,396	434,251
Accumulated depreciation	-	(4,608)	(21,121)	(9,256)	(34,985)
At 30 June 2024	**88,891**	**263,126**	**15,109**	**32,140**	**399,266**

	Group		Company	
Figures in Namibia Dollar Thousand	2024	2023 Restated *	2024	2023

3. Property, plant and equipment (continued)

Reconciliation of property, plant and equipment - Company

	Buildings	Plant and machinery	Motor vehicles	Total
Cost				
At 1 July 2022	403	5,484	138	6,025
Additions	-	245	-	245
Disposals	-	(98)	(138)	(236)
At 30 June 2023	**403**	**5,631**	**-**	**6,034**
Additions	-	703	-	703
Disposals	-	(2,485)	-	(2,485)
At 30 June 2024	**403**	**3,849**	**-**	**4,252**
Accumulated depreciation				
At 1 July 2022	(143)	(4,051)	(48)	(4,242)
Disposals	-	81	66	147
Depreciation	(20)	(733)	(18)	(771)
At 30 June 2023	**(163)**	**(4,703)**	**-**	**(4,866)**
Disposals	-	2,448	-	2,448
Depreciation	(20)	(332)	-	(352)
At 30 June 2024	**(183)**	**(2,587)**	**-**	**(2,770)**
Carrying amount				
Cost or revaluation	403	5,631	-	6,034
Accumulated depreciation	(163)	(4,703)	-	(4,866)
At 30 June 2023	**240**	**928**	**-**	**1,168**
Cost or revaluation	403	3,849	-	4,252
Accumulated depreciation	(183)	(2,587)	-	(2,770)
At 30 June 2024	**220**	**1,262**	**-**	**1,482**

Property, plant and equipment encumbered as security

The following assets have been encumbered as security for the secured long-term borrowings (note 21):

Land and buildings	-	152,042	-	-

Fair value hierarchy of property

Land	88,891	88,891	-	-
Buildings	263,126	231,470	-	-
	352,017	**320,361**	**-**	**-**

	Group		Company	
Figures in Namibia Dollar Thousand	2024	2023 Restated *	2024	2023

3. Property, plant and equipment (continued)

Revaluations

Land and buildings are revalued annually by the Group's board of directors. The valuation was based on the market value for existing use. These assumptions were based on current market conditions. The prior year was valued by the Group's board of directors on the same basis.

The carrying value of the revalued assets under the cost model would have been:

Land	24,154	24,154	-	-
Buildings	168,832	164,125	-	-
	192,986	**188,279**	**-**	**-**

Sensitivity analysis

The following sensitivity analysis has been prepared using a sensitivity of 1% at the income capitalization rate. This represents management's assessment of the reasonable change in the valuation model. All other variables remain constant.

Land and buildings - Increase	(5,616)	(6,018)	-	-
Land and buildings - Decrease	8,522	8,960	-	-

Details of properties

A register containing the information required by paragraph 22(3) of Schedule 4 of the Companies Act of Namibia is available for inspection at the registered office of the company.

4. Right-of-use assets

The Group leases several buildings for use in its operations.

Details pertaining to leasing arrangements, where the Group is lessee are presented below:

Net carrying amounts of right-of-use assets

The carrying amounts of right-of-use assets are as follows:

Buildings	2,009	4,263	-	-

Additions to right-of-use assets

Buildings	-	2,014	-	-

Depreciation recognised on right-of-use assets

Depreciation recognised on each class of right-of-use assets, is presented below. It includes depreciation which has been expensed in the total depreciation charge in profit or loss (note 35), as well as depreciation which has been capitalised to the cost of other assets.

Buildings	(2,860)	(2,957)	-	-

Other disclosures

Interest expense on lease liabilities	(368)	(464)	-	-
Expenses on short-term leases included in operating expenses	(1,312)	(2,121)	-	-
Income from subleasing right-of-use assets	251	250	-	-

Figures in Namibia Dollar Thousand	Group 2024	Group 2023 Restated *	Company 2024	Company 2023

4. Right-of-use assets (continued)

Lease liabilities

The maturity analysis of lease liabilities is as follows:

Within one year	2,190	3,266	-	-
Two to five years	289	1,735	-	-
	2,479	5,001	-	-
Less finance charges component	(138)	(374)	-	-
	2,341	**4,627**	**-**	**-**
Non-current liabilities	282	2,186	-	-
Current liabilities	2,059	2,441	-	-
	2,341	**4,627**	**-**	**-**

Exposure to liquidity risk

Refer to note 44 Financial instruments and risk management for the details of liquidity risk exposure and management.

5. Investment property

Group	2024			2023		
	Valuation	Accumulated depreciation	Carrying value	Valuation	Accumulated depreciation	Carrying value
Investment property	47,850	-	47,850	43,482	-	43,482

Company	2024			2023		
	Valuation	Accumulated depreciation	Carrying value	Valuation	Accumulated depreciation	Carrying value
Investment property	9,280	-	9,280	8,840	-	8,840

Reconciliation of investment property - Group - 2024

	Opening balance	Additions	Revaluation	Total
Investment property	43,482	1,982	2,386	47,850

Reconciliation of investment property - Group - 2023

	Opening balance	Total
Investment property	43,482	43,482

	Group		Company	
Figures in Namibia Dollar Thousand	2024	2023 Restated *	2024	2023

5. Investment property (continued)

Reconciliation of investment property - Company - 2024

	Opening balance	Additions	Revaluation	Total
Investment property	8,840	42	398	9,280

Reconciliation of investment property - Company - 2023

	Opening balance	Total
Investment property	8,840	8,840

The fair value of the following investment property could not be determined reliably:

Level 2				
Investment property	47,850	43,482	9,280	8,840

Details of property

A register containing the information required by paragraph 22(3) of Schedule 4 of the Companies Act of Namibia is available for inspection at the registered office of the Company.

One of the subsidiary companies is currently in the process of acquiring an undeveloped plot of land in Walvis Bay. The costs incurred amount to N$1,9 million, encompassing transfer costs and duties paid within the current period.

Details of valuation

Investment properties are revalued annually by the Group's board of directors. The valuation was based on the market value for existing use. These assumptions were based on current market conditions. The prior year was valued by the Group's board of directors on the same basis.

Amounts recognised in profit and loss for the year

Rental income from investment property	901	1,069	462	505

Sensitivity analysis

The following sensitivity analysis has been prepared using a sensitivity of 1% at the income capitalization rate. This represents management's assessment of the reasonable change in the valuation model. All other variables remain constant.

Investment property - Increase	(417)	(368)	(198)	(180)
Investment property - Decrease	380	332	161	159

6. Intangible assets

Group	2024			2023		
	Cost	Accumulated amortisation	Carrying value	Cost	Accumulated amortisation	Carrying value
Distribution rights	3,383	(2,342)	1,041	3,000	(1,648)	1,352
Computer software	12,528	(9,031)	3,497	9,883	(8,147)	1,736
Total	**15,911**	**(11,373)**	**4,538**	**12,883**	**(9,795)**	**3,088**

Company	2024			2023		
	Cost	Accumulated amortisation	Carrying value	Cost	Accumulated amortisation	Carrying value
Computer software	5,131	(2,247)	2,884	2,701	(1,612)	1,089

Reconciliation of intangible assets - Group

	Distribution rights	Computer software	Total
Cost			
At 1 July 2022	2,500	9,461	11,961
Additions	500	567	1,067
Disposals	-	(145)	(145)
At 30 June 2023	**3,000**	**9,883**	**12,883**
Additions	383	2,789	3,172
Disposals	-	(144)	(144)
At 30 June 2024	**3,383**	**12,528**	**15,911**
Accumulated amortisation			
At 1 July 2022	(1,123)	(7,459)	(8,582)
Disposals	-	145	145
Amortisation	(525)	(833)	(1,358)
At 30 June 2023	**(1,648)**	**(8,147)**	**(9,795)**
Disposals	-	129	129
Amortisation	(694)	(1,013)	(1,707)
At 30 June 2024	**(2,342)**	**(9,031)**	**(11,373)**
Carrying amount			
Cost	3,000	9,883	12,883
Accumulated amortisation	(1,648)	(8,147)	(9,795)
At 30 June 2023	**1,352**	**1,736**	**3,088**
Cost	3,383	12,528	15,911
Accumulated amortisation	(2,342)	(9,031)	(11,373)
At 30 June 2024	**1,041**	**3,497**	**4,538**

6. Intangible assets (continued)

Reconciliation of intangible assets - Company

	Computer software	Total
Cost		
At 1 July 2022	2,694	2,694
Additions	123	123
Disposals	(116)	(116)
At 30 June 2023	**2,701**	**2,701**
Additions	2,449	2,449
Disposals	(19)	(19)
At 30 June 2024	**5,131**	**5,131**
Accumulated amortisation		
At 1 July 2022	(1,241)	(1,241)
Disposals	116	116
Amortisation	(487)	(487)
At 30 June 2023	**(1,612)**	**(1,612)**
Disposals	10	10
Amortisation	(645)	(645)
At 30 June 2024	**(2,247)**	**(2,247)**
Carrying amount		
Cost	2,701	2,701
Accumulated amortisation	(1,612)	(1,612)
At 30 June 2023	**1,089**	**1,089**
Cost	5,131	5,131
Accumulated amortisation	(2,247)	(2,247)
At 30 June 2024	**2,884**	**2,884**

7. Investment in subsidiaries

The following table lists the entities which are controlled by the Group, either directly or indirectly through subsidiaries.

Company

Name of company	Carrying amount 2024	Carrying amount 2023
Acacia Properties (Pty) Ltd	8,729	8,729
Auas Motors (Pty) Ltd	9,848	9,848
Bel Development (Pty) Ltd	16,968	16,968
Bonsai Investments Nineteen (Pty) Ltd	-	40,000
Corporate Guarantee and Insurance Company of Namibia Ltd	24,012	24,012
Grenada Investments Two (Pty) Ltd	1,800	1,800
Glasfit Namibia (Pty) Ltd	2,500	2,500
Hakos Capital and Finance (Pty) Ltd	8,050	8,050
Hochland 7191 (Pty) Ltd	-	-
Isuzu Truck (Namibia) (Pty) Ltd	1,200	1,200
Khomas Car Rental and Leasing (Pty) Ltd	1,200	1,200
Marulaboom Properties (Pty) Ltd	800	800
Mopanie Tree Properties (Pty) Ltd	-	-
NHL Tyre & Tire (Pty) Ltd	12,500	12,500
Nictus (Pty) Ltd	99,012	99,012
Nictus Eiendomme (Pty) Ltd	472	472
Nictus Holdings Botswana (Pty) Ltd	1	-
Rubber Tree Properties (Pty) Ltd	32,692	32,692
Soutbos Properties (Pty) Ltd	-	-
Werda Weskusontwikkeling (Pty) Ltd	200	200
Willow Properties (Pty) Ltd	1,028	1,028
Yellow Wood Properties (Pty) Ltd	231	231
Indirectly held through Corporate Guarantee and Insurance Company of Namibia Ltd		
Bonsai Investments Nineteen (Pty) Ltd	-	-
Futeni Collections (Pty) Ltd	-	-
Karas Securities (Pty) Ltd	-	-
Indirectly held through Nictus Holdings Botswana (Pty) Ltd		
Corporate Guarantee and Insurance Company of Botswana Ltd	-	-
	221,243	261,242
Impairment of investment in subsidiaries	(51,789)	(72,647)
	169,454	188,595

Values shown as nil have been rounded off to the nearest Namibia dollar thousand. The directors performed an impairment review on investments in subsidiaries. A net impairment reversal of N$ 6,2 million (2023: net impairment reversal of N$0,5 million) was recognised during the current year (note 30).

Acquisition of subsidiaries

On 4 March 2024, the Company acquired 100% of the issued share capital of Soutbos Properties (Pty) Ltd, a property investment company that was dormant at the acquisition date. It is expected that construction of the property will commence in the new financial year.

On 27 May 2024, the Company acquired 100% of the issued share capital in Nictus Holdings Botswana (Pty) Ltd. On 29 May 2024, Nictus Holdings Botswana (Pty) Ltd, an investment holding company, acquired 100% of the issued share capital in Corporate Guarantee and Insurance Company of Botswana Ltd. As of 30 June 2024, both Nictus Holdings Botswana (Pty) Ltd and Corporate Guarantee and Insurance Company of Botswana Ltd were dormant. The main purpose of Corporate Guarantee and Insurance Company of Botswana Ltd is providing short-term insurance through the alternative risk transfer model with operations expected to commence in Botswana in the new financial year.

	Group		Company	
Figures in Namibia Dollar Thousand	2024	2023 Restated *	2024	2023

7. Investment in subsidiaries (continued)

Disposal of subsidiary

Carrying value of assets sold				
Plant and equipment	-	-	1,881	-
Investment property	-	-	165,426	-
Loan to related party	-	-	9,165	-
Trade and other receivables	-	-	40	-
Trade and other payables	-	-	(1,094)	-
Cash	-	-	22	-
Preference shares	-	-	(60,000)	-
Loans from related parties	-	-	(89,768)	-
Borrowings	-	-	(985)	-
	-	**-**	**24,687**	**-**
Consideration received				
Cash	-	-	(24,687)	-

On 1 April 2024, the Company sold 100% of its interest in Bonsai Investments Nineteen (Pty) Ltd to Corporate Guarantee and Insurance Company of Namibia Ltd, a wholly-owned subsidiary of Nictus Holdings Ltd. The net carrying amount of the investment in subsidiary amounted to N$25,379 million, resulting in a loss on disposal of N$0,692 million (refer note 30).

8. Trade and other receivables

Financial instruments:				
Trade receivables	159,934	171,369	21	13
Trade receivables - related parties	-	-	-	364
Unearned finance charges	(8,285)	(5,757)	-	-
Loss allowance	(4,092)	(2,433)	-	-
Trade receivables at amortised cost	147,557	163,179	21	377
Deposits	547	561	-	-
Insurance claim receivable	1,600	-	-	-
Sundry debtors	6,283	3,212	-	-
Other receivable	918	1,047	420	380
Non-financial instruments:				
VAT	20,774	34,117	46	548
Refundable taxes	20	20	-	-
Prepayments	13,018	15,281	1,658	828
Total trade and other receivables	**190,717**	**217,417**	**2,145**	**2,133**

Split between non-current and current portions

Non-current assets	40,227	50,046	-	-
Current assets	150,490	167,371	2,145	2,133
	190,717	**217,417**	**2,145**	**2,133**

Financial instrument and non-financial instrument components of trade and other receivables

At amortised cost	156,905	167,999	441	757
Non-financial instruments	33,812	49,418	1,704	1,376
	190,717	**217,417**	**2,145**	**2,133**

	Group		Company	
Figures in Namibia Dollar Thousand	2024	2023 Restated *	2024	2023

8. Trade and other receivables (continued)

Exposure to credit risk

Trade receivables inherently expose the Group to credit risk, being the risk that the Group will incur financial loss if customers fail to make payments as they fall due.

In order to mitigate the risk of financial loss from defaults, the Group only deals with reputable customers with consistent payment histories. Sufficient collateral or guarantees are also obtained when appropriate. Each customer is analysed individually for creditworthiness before terms and conditions are offered. Statistical credit scoring models are used to analyse customers. These models make use of information submitted by the customers as well as external bureau data (where available). Customer credit limits are in place and are reviewed and approved by credit management committees.

To further mitigate the financial loss from defaults, credit insurance is in place for certain retail customers. Credit insurance provide for claims to be made to reimburse the group for losses incurred should customers fail to make payment.

The exposure to credit risk and the creditworthiness of customers, is continuously monitored.

There have been no significant changes in the credit risk management policies and processes since the prior reporting period.

A loss allowance is recognised for all trade receivables, in accordance with IFRS 9 Financial Instruments, and is monitored at the end of each reporting period. The credit insurance in place significantly reduces the expected credit losses as any losses that will arise will be fully recovered.

Trade receivables are written off when there is no reasonable expectation of recovery, for example, when a debtor has been placed under liquidation. Trade receivables which have been written off are not subject to enforcement activities.

The Group's historical credit loss experience does not show significantly different loss patterns for different customer segments. The provision for credit losses is therefore based on past due status without disaggregating into further risk profiles. The loss allowance provision is determined as follows:

Group	2024	2024	2023	2023
	Estimated gross carrying amount at default	Loss allowance (Lifetime expected credit loss)	Estimated gross carrying amount at default	Loss allowance (Lifetime expected credit loss)
Expected credit loss rate:				
Not past due: 0,03% (2023: 0,03%)	111,153	(37)	108,096	(37)
Less than 30 days past due: 0,06% (2023: 0,02%)	26,150	(16)	50,498	(9)
31 - 60 days past due: 1,09% (2023: 5,85%)	15,386	(166)	3,306	(194)
61 - 90 days past due: 2,85% (2023: 0%)	2,803	(80)	1,203	-
91 - 120 days past due: 77.95% (2023: 64,58%)	4,102	(3,198)	2,354	(1,520)
More than 120 days past due: 42,39% (2023: 13,53%)	1,403	(595)	4,975	(673)
Total	**160,997**	**(4,092)**	**170,432**	**(2,433)**

Company	2024	2024	2023	2023
	Estimated gross carrying amount at default	Loss allowance (Lifetime expected credit loss)	Estimated gross carrying amount at default	Loss allowance (Lifetime expected credit loss)
Expected credit loss rate:				
Not past due: 0% (2023: 0%)	441	-	757	-

	Group		Company	
Figures in Namibia Dollar Thousand	2024	2023 Restated *	2024	2023

8. Trade and other receivables (continued)

Reconciliation of loss allowances

The following table shows the movement in the loss allowance (lifetime expected credit losses) for trade receivables:

Opening balance	(2,433)	(2,049)	-	-
Provision raised on new trade receivables	(2,056)	(704)	-	-
Provisions reversed on settled trade receivables	152	206	-	-
Receivables written off as uncollectible	245	114	-	-
Closing balance	**(4,092)**	**(2,433)**	**-**	**-**

Exposure to currency risk

Refer to note 44 for details of currency risk management for trade receivables.

Fair value of trade and other receivables

The fair value of trade and other receivables approximates their carrying amounts.

9. Investments

Listed equity investments	1,076	2,617	305	293
Debt investments	147,853	72,297	-	-
	148,929	**74,914**	**305**	**293**

Split between non-current and current portions

Non-current assets	148,158	72,590	305	293
Current assets	771	2,324	-	-
	148,929	**74,914**	**305**	**293**

Debt securities consist of government bonds which bear interest from 9.50% to 10.00% per annum. The government bonds will mature between 15 October 2024 and 15 January 2050.

Fair value hierarchy of investments

Level 1				
Listed equity investments	1,076	2,617	305	293
Debt investments	147,853	72,297	-	-
	148,929	**74,914**	**305**	**293**

Risk exposure

The investments held by the group expose it to various risks, including credit risk, currency risk, interest rate risk and price risk. Refer to note 44 Financial instruments and risk management for details of risk exposure and the processes and policies adopted to mitigate these risks.

	Group		Company	
Figures in Namibia Dollar Thousand	2024	2023 Restated *	2024	2023

10. Loans and receivables

Secured advances	75,037	40,772	-	-
Other loans and receivables	12,668	9,434	-	-
	87,705	**50,206**	**-**	**-**

Split between non-current and current portions

Non-current assets	65,296	37,594	-	-
Current assets	22,409	12,612	-	-
	87,705	**50,206**	**-**	**-**

Other loans and receivables
These loans and receivables include advances made to individuals, companies and other entities in the normal course of business as asset based financing. A portion of the receivable arising is in turn financed by a reciprocal agreement with Nedbank Namibia Limited. The loans are secured by underlying assets financed. Refer to note 21 for further information.

Secured advances
These loans and receivables include advances made to individuals, companies and other entities. These advances are secured by asset based financing, pledges and suretyships.

Loans and receivables past due but not impaired

The ageing of amounts past due but not impaired is as follows:

Not past due	87,705	50,206	-	-

Credit quality of other financial assets

The credit quality of financial assets that are neither past due nor impaired can be assessed by reference to external credit ratings (if available) or to historical information about counterparty default rates.

Loans and receivables

Credit rating				
Performing (internal credit grade)	87,705	50,206	-	-

Risk exposures

The loans and receivables held by the Group expose it to various risks, including credit risk, currency risk, interest rate risk and price risk. Refer to note 44 Financial instruments and financial risk management for details of risk exposure and the processes and policies adopted to mitigate these risks.

	Group		Company	
Figures in Namibia Dollar Thousand	2024	2023 Restated *	2024	2023

11. Finance lease receivables

Maturity analysis of lease payments receivable				
- first year	8,621	4,492	-	-
- second year	7,274	4,492	-	-
- third year	5,451	3,204	-	-
- fourth year	1,754	2,168	-	-
- fifth year	506	776	-	-
Gross investment in the leases	23,606	15,132	-	-
Less: Unearned interest income	(5,720)	(3,760)	-	-
Net investment in the lease	**17,886**	**11,372**	**-**	**-**
Non-current assets	11,938	8,519	-	-
Current assets	5,948	2,853	-	-
	17,886	**11,372**	**-**	**-**

Exposure to credit, currency and interest rate risk

Refer to note 44 Financial instruments and financial risk management for details of credit, currency and interest rate risk management for Finance lease receivables.

12. Deferred tax

Deferred tax asset

Expected credit losses	775	368	-	-
Lease liabilities	749	1,481	-	-
No claim bonus provision	22,477	15,744	-	-
Insurance revenue	1,145	-	-	-
Other provisions	5,394	3,485	1,231	921
Amounts received in advance	844	270	-	-
Deposits received	339	3,223	-	-
	31,723	24,571	1,231	921
Tax losses available for set off against future taxable income	75,346	85,693	5,695	5,443
	107,069	110,264	6,926	6,364
Total deferred tax asset	**107,069**	**110,264**	**6,926**	**6,364**

Deferred tax liability

Plant and equipment	(10,477)	(6,912)	(144)	(151)
Land and buildings	(61,663)	(50,705)	(712)	(571)
Insurance contingency reserve	(14,576)	(8,176)	-	-
Installment debtors	(4,599)	(1,245)	-	-
Intangible assets	(515)	(569)	(387)	(275)
Accrued income	(445)	-	-	-
Deposits paid	(10)	(10)	-	-
Reinsurance asset	(74,970)	(79,763)	-	-
Right of use asset	(643)	(1,364)	-	-
Prepayments	(927)	(526)	(531)	(265)
Other financial assets	-	-	(250)	(200)
Total deferred tax liability	**(168,825)**	**(149,270)**	**(2,024)**	**(1,462)**

	Group		Company	
Figures in Namibia Dollar Thousand	2024	2023 Restated *	2024	2023

12. Deferred tax (continued)

The deferred tax assets and the deferred tax liability relate to income tax in the same jurisdiction, and the law allows net settlement. Therefore, they have been offset in the statement of financial position as follows:

Net subsidiary deferred tax asset	15,400	15,454	4,902	4,902
Net subsidiary deferred tax liability	(77,156)	(54,460)	-	-
Total net deferred tax (liability) asset	**(61,756)**	**(39,006)**	**4,902**	**4,902**

Reconciliation of deferred tax asset / (liability)

At beginning of year	(39,006)	(34,776)	4,902	4,902
Charge to profit and loss	(14,844)	(4,230)	-	-
Deferred tax through equity	(7,906)	-	-	-
	(61,756)	**(39,006)**	**4,902**	**4,902**

Recognition of deferred tax asset / liability

Deferred tax assets have been recognised based on the extent that it is probable that future taxable profits will be available against which the asset can be utilised.

No unrecognised deferred tax liabilities exists.

Tax rates

The deferred tax rate applied to the fair value adjustments of investment properties, financial assets or owner occupied property is determined at 32% (2023: 32%).

13. Inventories

Work in progress	162	100	-	-
Merchandise	142,229	135,114	-	-
Stock in transit	-	2,804	-	-
Right to return goods asset	11,391	30,947	-	-
	153,782	168,965	-	-
Provision for obsolete stock	(2,632)	(1,955)	-	-
	151,150	**167,010**	**-**	**-**

	Group		Company	
Figures in Namibia Dollar Thousand	2024	2023 Restated *	2024	2023

14. Loans to related parties

Subsidiaries

Bel Development (Pty) Ltd	-	-	7,977	8,020
Glasfit Namibia (Pty) Ltd	-	-	4,139	3,454
Grenada Investments Two (Pty) Ltd	-	-	11,306	3,742
Isuzu Truck (Namibia) (Pty) Ltd	-	-	7,518	7,492
Khomas Car Rental and Leasing (Pty) Ltd	-	-	555	609
Marulaboom Properties (Pty) Ltd	-	-	2,170	2,685
Mopanie Tree Properties (Pty) Ltd	-	-	1,040	1,088
Nictus Eiendomme (Pty) Ltd	-	-	6,638	7,314
Werda Weskusontwikkeling (Pty) Ltd	-	-	24	-
Yellow Wood Properties (Pty) Ltd	-	-	2,654	2,744
Auas Motors (Pty) Ltd	-	-	-	29,733
NHL Tyre and Tire (Pty) Ltd	-	-	-	3,977
Hakos Capital and Finance (Pty) Ltd	-	-	45,344	42,497
Soutbos Properties (Pty) Ltd	-	-	1,980	-
	-	**-**	**91,345**	**113,355**

The above loans due by related parties bear interest linked to Namibian bank prime overdraft rates. The rates applied range from 25% of prime to prime plus 1.5% (2023: ranging from 25% of prime to prime plus 3%), are unsecured and have no fixed terms of repayment, but are repayable on demand.

Split between non-current and current portions

Current assets	-	-	91,345	113,355

Exposure to credit risk

Loans receivable inherently expose the group to credit risk, being the risk that the group will incur financial loss if counterparties fail to make payments as they fall due.

In determining the amount of expected credit losses, the Group has taken into account any historic default experience, the financial positions of the counterparties as well as the future prospects in the industries in which the counterparties operate.

There has been no change in the estimation techniques or significant assumptions made during the current reporting period.

The maximum exposure to credit risk is the gross carrying amount of the loans as presented below. The Group does not hold collateral or other credit enhancements against group loans receivable.

Credit rating framework

The table below sets out the internal credit rating framework which is applied by management for loans for which external ratings are not available. The abbreviation "ECL" is used to depict "expected credit losses."

Internal credit grade	Description	Basis for recognising expected credit losses
Performing	Low risk of default and no amounts are past due	Lifetime ECL (not credit impaired)
Doubtful	Either 30 days past due or there has been a significant increase in credit risk since initial recognition.	Lifetime ECL (not credit impaired)
In default	Either 90 days past due or there is evidence that the asset is credit impaired	Lifetime ECL (credit impaired)
Write-off	There is evidence indicating that the counterparty is in severe financial difficulty and there is no realistic prospect of recovery.	Amount is written off

	Group		Company	
Figures in Namibia Dollar Thousand	2024	2023 Restated *	2024	2023

14. Loans to related parties (continued)

Credit loss allowances

Since all the loans are performing, the credit loss allowance for the current and prior year have been assessed to be nil.

Exposure to currency and interest rate risk

Refer to note 44 Financial instruments and financial risk management for details of currency and interest rate risk management for group loans receivable.

Fair value of group loans receivable

The fair value of group loans receivable approximates their carrying amounts.

15. Reinsurance asset

Reinsurance asset	226,339	249,261		

A subsidiary previously had a legal case pending concerning reinsurance. Refer to the litigation statement in the Directors' Report on page 46.

Exposure to credit and currency risk

Refer to note 44 Financial instruments and financial risk management for details of credit and currency risk management for reinsurance asset.

Fair value of reinsurance asset

The fair value of reinsurance asset approximates the carrying values of the ceded portion of the underlying reinsured policies.

Fair value hierarchy of reinsurance asset				
Level 2	226,339	249,261		

16. Other financial assets

Other financial assets held by the Company which are measured at fair value, are as follows:

Contingency policy	-	-	784	627
	-	**-**	**784**	**627**
Split between non-current and current portions				
Current assets	-	-	784	627

Fair value hierarchy of other financial assets

For the financial assets 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 2				
Contingency policy	-	-	784	627

	Group		Company	
Figures in Namibia Dollar Thousand	2024	2023 Restated *	2024	2023

17. Cash and cash equivalents

Cash and cash equivalents consist of:

Cash on hand	199	186	26	19
Bank balances	53,466	256,305	468	656
Short-term deposits	732,837	146,050	-	-
	786,502	**402,541**	**494**	**675**

Included in cash and cash equivalents are short term deposits to comply with necessary liquidity requirements in terms of insurance regulations in Namibia.

Credit quality of cash at bank and short-term deposits, excluding cash on hand

The credit quality of cash at bank and short-term deposits, excluding cash on hand that are neither past due nor impaired can be assessed by reference to external credit ratings (if available) or historical information about counterparty default rates:

Credit rating				
AA	188	140	-	-
A-	-	66,783	-	-
AA-	6,029	316,718	-	-
A1+	736,178	2,461	361	442
F1+	43,908	16,253	107	214
	786,303	**402,355**	**468**	**656**

Fair value of cash and cash equivalents

The fair value of cash and cash equivalents approximates their carrying amounts.

Exposure to currency risk

Refer to note 44 Financial instruments and financial risk management for details of currency risk management for cash and cash equivalents.

18. Stated capital

Authorised				
1,000,000,000 (1 billion) Ordinary no par value shares	150	150	150	150

Reconciliation of number of shares issued:				
Reported as at 30 June 2024	53,444	53,444	53,444	53,444

The board of directors are authorised by way of a general authority to allot and issue at their discretion to 15% of the authorised but unissued ordinary shares. The authority remains in force until the next general meeting.

Issued				
53,443,500 Ordinary no par value shares (2023: 53,443,500)	129	129	129	129

The holders of ordinary shares are entitled to receive dividends as declared from time to time and are entitled to one vote per share at meeting of the company. All stated capital is fully paid up.

	Group		Company	
Figures in Namibia Dollar Thousand	2024	2023 Restated *	2024	2023

19. Revaluation reserve

The revaluation reserve relates to property that is carried at its revalued amounts. There are no restrictions on the distribution or transfers to or from this reserve.

Opening balance	46,652	46,652	-	-
Revaluation of land and buildings	16,800	-	-	-
	63,452	**46,652**	**-**	**-**

20. Insurance contingency reserve

As part of the risk management process the board of Corporate Guarantee and Insurance Company of Namibia Ltd decided to adjust the contingency reserve to ensure that provision is made for uncertain future events.

Opening balance	25,551	20,551	-	-
Transfer from retained income to contingency reserve	20,000	5,000	-	-
	45,551	**25,551**	**-**	**-**

21. Interest bearing loans and borrowings

Held at amortised cost				
Secured				
Bank loans	18,317	18,306	-	-
Other loan	34,324	61,882	34,324	61,882
	52,641	**80,188**	**34,324**	**61,882**

Split between non-current and current portions

Non-current liabilities	12,757	15,098	-	-
Current liabilities	39,884	65,090	34,324	61,882
	52,641	**80,188**	**34,324**	**61,882**

Bank loans of the Group are from Nedbank Namibia Limited, bearing interest at Namibian bank prime overdraft rates ranging from prime less 1.5% to prime less 0.5% (2023: ranging from prime less 1.5% to prime less 0.5%). The loans are secured by first mortgage bonds registered over properties and financing of underlying assets. Refer to note 3 and 10 for details.

The loan from Veritrust (Pty) Ltd (included in current liabilities of the Company and the Group) is repayable on demand, bearing interest at Standard Bank Namibia bank prime overdraft rate (2023: prime overdraft rate) and secured by a cash guarantee issued by Corporate Guarantee and Insurance Company of Namibia Ltd.

Refer to note 40 Changes in liabilities arising from financing activities for details of the movement in the borrowings during the reporting period and note 44 Financial instruments and financial risk management for the fair value of borrowings.

Exposure to liquidity, currency and interest rate risk

Refer to note 44 Financial instruments and financial risk management for details of liquidity, currency and interest rate risk management for borrowings.

Fair value

The fair value of interest bearing borrowings approximates their carrying amounts.

	Group		Company	
Figures in Namibia Dollar Thousand	2024	2023 Restated *	2024	2023

22. Trade and other payables

Financial instruments:				
Trade payables	88,347	141,453	2,071	1,226
Sundry creditors	973	4,007	-	-
Accruals	23,710	18,876	3,846	2,880
Non-financial instruments:				
Amounts received in advance	3,116	10,477	-	-
VAT	1,737	931	-	-
	117,883	**175,744**	**5,917**	**4,106**

Exposure to liquidity, currency and interest rate risk

Refer to note 44 Financial instruments and financial risk management for details of liquidity, currency and interest rate risk exposure and management.

Fair value of trade and other payables

The fair value of trade and other payables approximates their carrying amounts.

23. Loans from related parties

Subsidiaries

Bonsai Investments Nineteen (Pty) Ltd	-	-	-	9,160
Futeni Collections (Pty) Ltd	-	-	63,544	61,150
Karas Securities (Pty) Ltd	-	-	60,000	60,000
NHL Tyre and Tire (Pty) Ltd	-	-	2,310	-
	-	**-**	**125,854**	**130,310**

Split between non-current and current portions				
Current liabilities	-	-	125,854	130,310

The above loans from related parties bear interest at Namibian bank overdraft rates ranging from prime less 4% to prime (2023: prime less 3% to prime) and have no fixed terms of repayment, but are repayable on demand. The loans from subsidiaries are unsecured.

30 Cumulative redeemable preference shares from Karas Securities (Pty) Ltd bear dividends at 70% of Namibian prime bank overdraft rate and 30 Cumulative Redeemable preference shares bear dividends at 70% of South African prime bank overdraft rate. The preference dividends are payable monthly and are redeemable after one month's notice period by any party.

Refer to note 40 Changes in liabilities arising from financing activities for details of the movement in loans from group companies during the reporting period.

Exposure to liquidity, currency and interest rate risk

Refer to note 44 Financial instruments and financial risk management for details of liquidity, currency and interest rate risk exposure and management.

Fair value of related party loans payable

The fair value of related party loans approximates their carrying amounts.

24. Provisions

Reconciliation of provisions - Group - 2024

	Opening balance	Additions	Reversed during the year	Total
Service and maintenance plan provisions	9	-	(4)	5
Tyre warranty	63	31	-	94
	72	**31**	**(4)**	**99**

Reconciliation of provisions - Group - 2023

	Opening balance	Additions	Reversed during the year	Total
Service and maintenance plan provisions	20	-	(11)	9
Tyre warranty	-	63	-	63
	20	**63**	**(11)**	**72**

The provisions represent management's best estimates of the Group's liability under new and used vehicles sold during the year and one period warranties granted on tyres purchased by clients.

Service and maintenance plan provision covers the risk on service costs through maintenance plans sold on new vehicles.

25. Transition to IFRS 17 Insurance Contracts

Transition approach

The Group adopted IFRS 17 as of 1 July 2023 on a fully retrospective basis for all its insurance contracts owing to the fact that the group has determined that there is reasonable and supportable information available for all contracts in force at transition date.

Comparative information has been restated as required by the transitional provisions of IFRS 17. The change in carrying amounts of insurance assets and liabilities at the date of transition has been recognised in retained earnings on 1 July 2022 (the comparative period).

The Group has identified, recognised and measured the group of insurance contracts as if IFRS17 had always applied, derecognised any existing balances that would not exist if IFRS 17 had always applied and recognised any resulting net difference in equity.

Impact of changes in tax legislation

IFRS 17 will impact the allocation between current income tax and deferred tax in the statement of financial position and the Group’s overall tax position. The Namibian Income Tax Act however did not change since the implementation of IFRS 17 to include any of the IFRS 17 principles, hence Corporate Guarantee still complies to the Namibian Tax Act regulations as specified in the Tax Act, irrespective of the IFRS 17 principles applied in the Financial Statements.

25. Transition to IFRS 17 Insurance Contracts (continued)

Group

Impact on the statement financial position on transition to IFRS 17 - 30 June 2023

	As previously reported Audited 30 June 2023	Reclassifications, measurements and restatements	Restated 30 June 2023
Property, plant and equipment	368,194	-	368,194
Right-of-use assets	4,263	-	4,263
Investment property	43,482	-	43,482
Intangible assets	3,088	-	3,088
Trade and other receivables	50,046	-	50,046
Investments	72,590	-	72,590
Loans and receivables	722,491	(684,897)	37,594
Finance lease receivables	8,519	-	8,519
Deferred tax	15,454	-	15,454
Total non-current assets	**1,288,127**	**(684,897)**	**603,230**
Inventories	167,010	-	167,010
Trade and other receivables	366,239	(198,868)	167,371
Investments	2,324	-	2,324
Loans and receivables	144,470	(131,858)	12,612
Finance lease receivables	2,853	-	2,853
Reinsurance asset	249,261	-	249,261
Cash and cash equivalents	402,541	-	402,541
Total current assets	**1,334,698**	**(330,726)**	**1,003,972**
Total assets	**2,622,825**	**(1,015,623)**	**1,607,202**
Stated capital	129	-	129
Reserves	72,203	-	72,203
Retained income	155,828	(6,829)	148,999
Equity	**228,160**	**(6,829)**	**221,331**
Interest bearing loans and borrowings	15,098	-	15,098
Lease liabilities	2,186	-	2,186
Deferred tax	57,674	(3,214)	54,460
Total non-current liabilities	**74,958**	**(3,214)**	**71,744**
Trade and other payables	175,744	-	175,744
Interest bearing loans and borrowings	65,090	-	65,090
Lease liabilities	2,441	-	2,441
Provisions	72	-	72
Insurance contract liability	2,076,360	(1,005,580)	1,070,780
Total current liabilities	**2,319,707**	**(1,005,580)**	**1,314,127**
Total liabilities	**2,394,665**	**(1,008,794)**	**1,385,871**
Total equity and liabilities	**2,622,825**	**(1,015,623)**	**1,607,202**

25. Transition to IFRS 17 Insurance Contracts (continued)

Impact on the statement financial position on transition to IFRS 17 - 30 June 2022

	As previously reported Audited 30 June 2022	Reclassifications, measurements and restatements	Restated 30 June 2022
Property, plant and equipment	330,802	-	330,802
Right-of-use assets	5,206	-	5,206
Investment property	43,482	-	43,482
Intangible assets	3,379	-	3,379
Trade and other receivables	45,145	-	45,145
Investments	63,692	-	63,692
Loans and receivables	552,845	(548,770)	4,075
Deferred tax	12,350	-	12,350
Total non-current assets	**1,056,901**	**(548,770)**	**508,131**
Inventories	129,079	-	129,079
Trade and other receivables	262,840	(148,100)	114,740
Investments	12,163	-	12,163
Loans and receivables	138,159	(132,620)	5,539
Reinsurance asset	202,885	-	202,885
Cash and cash equivalents	295,221	-	295,221
Total current assets	**1,040,347**	**(280,720)**	**759,627**
Total assets	**2,097,248**	**(829,490)**	**1,267,758**
Stated capital	129	-	129
Reserves	67,203	-	67,203
Retained income	133,331	(4,357)	128,974
Equity	**200,663**	**(4,357)**	**196,306**
Interest bearing loans and borrowings	19,611	-	19,611
Lease liabilities	3,003	-	3,003
Deferred tax	49,177	(2,051)	47,126
Total non-current liabilities	**71,791**	**(2,051)**	**69,740**
Trade and other payables	108,802	-	108,802
Interest bearing loans and borrowings	28,586	-	28,586
Lease liabilities	2,434	-	2,434
Provisions	20	-	20
Insurance contract liability	1,684,952	(823,082)	861,870
Total current liabilities	**1,824,794**	**(823,082)**	**1,001,712**
Total liabilities	**1,896,585**	**(825,133)**	**1,071,452**
Total equity and liabilities	**2,097,248**	**(829,490)**	**1,267,758**

25. Transition to IFRS 17 Insurance Contracts (continued)

Impact on the statement of profit or loss and other comprehensive income on transition to IFRS 17 - 30 June 2023

	As previously reported Audited 30 June 2023	Reclassifications, measurements and restatements	Restated 30 June 2023
Revenue	1,006,340	(134,013)	872,327
Cost of sales	(720,262)	27,870	(692,392)
Gross profit (loss)	**286,078**	**(106,143)**	**179,935**
Insurance service result	-	(20,165)	(20,165)
Net insurance finance expenses	-	(29,207)	(29,207)
Fair value adjustment reinsurance	-	49,349	49,349
Other operating income	11,963	(715)	11,248
Other operating (losses) / gains	(43)	-	(43)
Investment income from operations	36,519	-	36,519
Administrative expenses	(56,181)	-	(56,181)
Operating expenses	(228,219)	103,246	(124,973)
Operating profit	**50,117**	**(3,635)**	**46,482**
Investment income	3,130	-	3,130
Finance costs	(6,627)	-	(6,627)
Profit before taxation	**46,620**	**(3,635)**	**42,985**
Taxation	(5,393)	1,163	(4,230)
Profit for the year	**41,227**	**(2,472)**	**38,755**

Impact on the statement of profit or loss and other comprehensive income on transition to IFRS 17 - 30 June 2022

	As previously reported Audited 30 June 2022	Reclassifications, measurements and restatements	Restated 30 June 2022
Revenue	920,865	(86,459)	834,406
Cost of sales	(649,015)	9,811	(639,204)
Gross profit (loss)	**271,850**	**(76,648)**	**195,202**
Insurance service result	-	7,183	7,183
Net insurance finance expenses	-	(19,029)	(19,029)
Fair value adjustment reinsurance	-	11,373	11,373
Other operating income	25,446	-	25,446
Other operating (losses) / gains	(9,674)	-	(9,674)
Investment income from operations	24,919	-	24,919
Administrative expenses	(52,675)	-	(52,675)
Operating expenses	(204,319)	70,713	(133,606)
Operating profit	**55,547**	**(6,408)**	**49,139**
Investment income	2,657	-	2,657
Finance costs	(6,778)	-	(6,778)
Profit before taxation	**51,426**	**(6,408)**	**45,018**
Taxation	(8,592)	2,051	(6,541)
Profit for the year	**42,834**	**(4,357)**	**38,477**

26. Insurance contract liability

Group

Insurance contract issued overview

Figures in Namibia Dollar Thousand	**Secured advances**	**Legal insurance contract liabilities**	**Total liabilities**
Contingency policies - Premium allocation approach (PAA)			
Insurance contract liabilities as at 30 June 2024	(896,412)	2,443,200	1,546,788
Insurance contract liabilities as at 30 June 2023*	(816,755)	1,887,535	1,070,780
Insurance contract liabilities as at 30 June 2022*	(681,390)	1,543,260	861,870

* Comparative information was restated for the initial application of IFRS 17. Refer to note 25 for additional information.

	2024		
Figures in Namibia Dollar Thousand	Liability for remaining coverage (LRC)	Liability for incurred claims (LIC)	Total
Opening secured advances	(816,755)	-	(816,755)
Opening legal insurance contract liabilities	1,887,535	-	1,887,535
Insurance contract liability opening balance	**1,070,780**	**-**	**1,070,780**
Amounts recognised in the statement of comprehensive income			
Insurance revenue (administrative fees only)	(39,670)	-	(39,670)
Incurred claims and other insurance services expenses	(16,919)	16,919	-
Insurance service results	*(56,589)*	*16,919*	*(39,670)*
Notional interest charge to profit and loss	145,444	-	145,444
Finance income earned from secured advances	(83,397)	-	(83,397)
Net insurance finance expenses	*62,047*	-	*62,047*
Total movement recognised in the statement of comprehensive income	**5,458**	**16,919**	**22,377**
Cancellation and expired premiums	(151,461)	151,461	-
Notional interest incurred	(124,401)	124,401	-
Investment component	**(275,862)**	**275,862**	**-**
New premiums received	613,830	-	613,830
Renewal premiums received	128,840	-	128,840
Premiums received	742,670	-	742,670
Claims and other insurance service expenses paid	-	(16,919)	(16,919)
Cancellation and expired premiums settlement	-	(275,862)	(275,862)
Secured advance finance income received	83,398	-	83,398
Secured advance payments made to policyholders	(79,656)	-	(79,656)
Total cash flows	**746,412**	**(292,781)**	**453,631**
Closing secured advances	(896,412)	-	(896,412)
Closing legal insurance contract liabilities	2,443,200	-	2,443,200
Insurance contract liability closing balance	**1,546,788**	**-**	**1,546,788**

26. Insurance contract liability (continued)

Figures in Namibia Dollar Thousand	2023		
	Liability for remaining coverage (LRC)	Liability for incurred claims (LIC)	Total
Opening secured advances	(681,390)	-	(681,390)
Opening legal insurance contract liabilities	1,543,260	-	1,543,260
Insurance contract liability opening balance	**861,870**	**-**	**861,870**
Amounts recognised in the statement of comprehensive income			
Insurance revenue (administrative fees only)	(24,492)	-	(24,492)
Incurred claims and other insurance services expenses	(32,106)	32,106	-
Insurance service results	*(56,598)*	*32,106*	*(24,492)*
Notional interest charge to profit and loss	95,233	-	95,233
Finance income earned from secured advances	(66,026)	-	(66,026)
Net insurance finance expenses	*29,207*	*-*	*29,207*
Total movement recognised in the statement of comprehensive income	**(27,391)**	**32,106**	**4,715**
Cancellation and expired premiums	(99,596)	99,596	-
Notional interest incurred	(70,819)	70,819	-
Investment component	**(170,415)**	**170,415**	**-**
New premiums received	402,945	-	402,945
Renewal premiums received	73,110	-	73,110
Premiums received	476,055	-	476,055
Claims and other insurance service expenses paid	-	(32,106)	(32,106)
Cancellation and expired premiums settlement	-	(170,415)	(170,415)
Secured advance finance income received	66,026	-	66,026
Secured advance payments made to policyholders	(135,365)	-	(135,365)
Total cash flows	**406,716**	**(202,521)**	**204,195**
Closing secured advances	(816,755)	-	(816,755)
Closing legal insurance contract liabilities	1,887,535	-	1,887,535
Insurance contract liability closing balance	**1,070,780**	**-**	**1,070,780**

26. Insurance contract liability (continued)

Figures in Namibia Dollar Thousand	2022 Liability for remaining coverage (LRC)	2022 Liability for incurred claims (LIC)	2022 Total
Opening secured advances	(539,308)	-	(539,308)
Opening legal insurance contract liabilities	1,339,760	-	1,339,760
Insurance contract liability opening balance	**800,452**	**-**	**800,452**
Amounts recognised in the statement of comprehensive income			
Insurance revenue (administrative fees only)	(13,199)	-	(13,199)
Incurred claims and other insurance services expenses	(11,163)	11,163	-
Insurance service results	*(24,362)*	*11,163*	*(13,199)*
Notional interest charge to profit and loss	65,299	-	65,299
Finance income earned from secured advances	(46,269)	-	(46,269)
Net insurance finance expenses	*19,030*	-	*19,030*
Total movement recognised in the statement of comprehensive income	**(5,332)**	**11,163**	**5,831**
Cancellation and expired premiums	(104,777)	104,777	-
Notional interest incurred	(57,057)	57,057	-
Investment component	**(161,834)**	**161,834**	**-**
New premiums received	265,054	-	265,054
Renewal premiums received	59,345	-	59,345
Premiums received	324,399	-	324,399
Claims and other insurance service expenses paid	-	(11,163)	(11,163)
Cancellation and expired premiums settlement	-	(161,835)	(161,835)
Secured advance finance income received	46,269	-	46,269
Secured advance payments made to policyholders	(142,082)	-	(142,082)
Total cash flows	**228,586**	**(172,998)**	**55,588**
Closing secured advances	(681,390)	-	(681,390)
Closing legal insurance contract liabilities	1,543,260	-	1,543,260
Insurance contract liability closing balance	**861,870**	**-**	**861,870**

Risk exposures

Refer to note 44 Financial instruments and risk management for details of liquidity, currency and interest rate risk management for the insurance contract liability.

Fair value of insurance contract liability

The fair value of the insurance contract liability approximates its carrying amount.

	Group		Company	
Figures in Namibia Dollar Thousand	2024	2023 Restated *	2024	2023

27. Revenue

Revenue from contracts with customers				
Sale of goods	869,606	816,948	-	-
Rendering of services	40,142	36,998	22,892	22,927
Rental income	11,722	5,808	462	505
Interest received	28,729	12,573	-	-
	950,199	**872,327**	**23,354**	**23,432**
Revenue other than from contracts with customers				
Interest received	-	-	6,419	4,182
Dividends received	-	-	16,652	31,719
	950,199	**872,327**	**46,425**	**59,333**

Disaggregation of revenue from contracts with customers

Sale of goods				
Sale of goods - retail segment	869,606	816,948	-	-
Rendering of services				
Administration and management fees received from subsidiaries	-	-	22,892	22,927
Services revenue - retail segment	40,142	36,998	-	-
	40,142	**36,998**	**22,892**	**22,927**
Effective interest income				
Interest received	28,729	12,573	-	-
Rental income				
Rental income	11,722	5,808	462	505
Other revenue				
Total revenue from contracts with customers	**950,199**	**872,327**	**23,354**	**23,432**

Timing of revenue recognition

At a point in time				
Sale of goods	869,606	816,948	-	-
Rendering of services	40,794	36,998	22,892	22,927
	910,400	**853,946**	**22,892**	**22,927**
Over time				
Rental income	11,070	5,808	462	505
Interest received	28,729	12,573	-	-
	39,799	**18,381**	**462**	**505**
Total revenue from contracts with customers	**950,199**	**872,327**	**23,354**	**23,432**

NOTES TO THE CONSOLIDATED AND SEPARATE ANNUAL FINANCIAL STATEMENTS

		Group		Company	
Figures in Namibia Dollar Thousand		2024	2023 Restated *	2024	2023
28. Cost of sales					
Sale of goods		718,976	683,138	-	-
Rendering of services		7,985	9,254	-	-
		726,961	**692,392**	**-**	**-**
29. Other operating income					
Stamp duty and documentation income		351	300	-	-
Bad debts recovered		67	264	-	-
Sundry income		12,998	10,684	485	471
		13,416	**11,248**	**485**	**471**
30. Other operating gains / (losses)					
Gains / (losses) on disposals					
Property, plant and equipment	3	338	(100)	(13)	(34)
Right-of-use assets	4	(40)	-	-	-
Investment in subsidiaries	7	-	-	(692)	-
		298	**(100)**	**(705)**	**(34)**
Foreign exchange gains / (losses)					
Net foreign exchange (losses) / gains		(88)	37	-	-
Fair value gains / (losses)					
Investment property	5	2,386	-	398	-
Impairment reversal of investment in subsidiaries	7	-	-	6,237	504
Fair value (losses) / gains of listed equity investments		(1)	20	(1)	20
		2,385	**20**	**6,634**	**524**
Total other operating gains (losses)		**2,595**	**(43)**	**5,929**	**490**
31. Investment income					
Investment income from operations					
Equity instruments at fair value through profit or loss					
Dividends received - listed investments		5,172	724	-	-
Interest received on bank and other cash		39,560	18,668	-	-
Interest and dividends received - unlisted investments		18,869	17,127	-	-
Total income		**63,601**	**36,519**	**-**	**-**
Investment income					
Investments in financial assets					
Interest received - bank and other cash		3,101	3,068	50	70
Interest and dividends received - financial assets		13	62	13	56
Total income		**3,114**	**3,130**	**63**	**126**
Total investment income		**66,715**	**39,649**	**63**	**126**

	Group		Company	
Figures in Namibia Dollar Thousand	2024	2023 Restated *	2024	2023

32. Insurance service result

Insurance revenue	54,041	56,960	-	-
Insurance service expenses	(29,077)	(40,118)	-	-
Net expenses from reinsurance contract held	35,783	(37,007)	-	-
	60,747	**(20,165)**	**-**	**-**

33. Net insurance finance expenses

Notional interest charge to profit and loss	(145,444)	(95,233)	-	-
Finance income earned from secured advances	83,397	66,026	-	-
	(62,047)	**(29,207)**	**-**	**-**

34. Employee costs

As at 30 June 2024 the Group had 505 employees (2023: 471). Employee benefits expense is made up of the following for all employees, excluding executive directors:

Employee costs				
Salaries, wages, bonuses and other benefits	106,247	95,093	8,287	6,696

35. Depreciation and amortisation

Depreciation				
Property, plant and equipment	9,612	7,162	352	771
Right-of-use assets	2,860	2,957	-	-
	12,472	**10,119**	**352**	**771**
Amortisation				
Intangible assets	1,707	1,358	645	487
Total depreciation and amortisation				
Depreciation	12,472	10,119	352	771
Amortisation	1,707	1,358	645	487
	14,179	**11,477**	**997**	**1,258**

36. Operating profit

Operating profit for the year is stated after charging (crediting) the following, amongst others:

Auditor's remuneration - external				
Audit fees	2,284	2,076	445	402
Other consultation services	57	-	57	-
	2,341	**2,076**	**502**	**402**
Remuneration, other than to employees				
Consulting fees and other benefits	22,017	19,778	9,999	9,658
Secretarial services	1,233	1,254	847	820
	23,250	**21,032**	**10,846**	**10,478**

	Group		Company	
Figures in Namibia Dollar Thousand	2024	2023 Restated *	2024	2023

36. Operating profit (continued)

Leases

Premises	1,615	1,241	3,971	4,034
Equipment	203	224	-	-
	1,818	**1,465**	**3,971**	**4,034**

Movement in credit loss allowances				
Trade and other receivables	1,659	384	-	-

37. Finance costs

Preference dividends	-	-	4,883	4,281
Lease liabilities	368	466	-	-
Bank and other	2,049	1,498	-	-
Related parties	5,032	4,663	10,293	8,241
Total finance costs	**7,449**	**6,627**	**15,176**	**12,522**

38. Taxation

Major components of the tax expense

Deferred tax				
Recognised in profit and loss	14,844	4,230	-	-
Recognised in other comprehensive income	7,906	-	-	-
	22,750	**4,230**	**-**	**-**

Reconciliation of the tax expense

Reconciliation between accounting profit and tax expense.

Accounting profit before tax	71,917	42,985	5,422	16,497
Other comprehensive income	24,706	-	-	-
	96,623	**42,985**	**5,422**	**16,497**
Tax at the applicable tax rate of 32% (2023: 32%)	30,919	13,755	1,735	5,279
Tax effect of adjustments on taxable income				
Exempt income	(12,251)	(11,330)	(7,329)	(10,336)
Other taxable income	3,214	-	-	-
Expenses deductible for tax	(102)	-	-	-
Tax losses utilised	92	1,623	3,633	3,561
Non-deductible expenses	878	182	1,961	1,496
	22,750	**4,230**	**-**	**-**
The estimated tax losses available for set-off against future taxable income amount to	307,806	329,981	80,848	68,708

Estimated taxation losses of the Company and certain subsidiaries not utilised to create a deferred tax asset to reduce the deferred tax liability and available for future set-off against future taxable income amount to N$ 70,0 million (2023: N$ 69,6 million) for the Group and N$ 63,1 million (2023: N$51,7 million) for Company. Deferred tax assets not raised amount to N$22,4 million (2023: N$22,3 million) for the Group and N$20,1 million (2023: N$16,5 million) for the Company.

	Group		Company	
Figures in Namibia Dollar Thousand	2024	2023 Restated *	2024	2023

39. Cash generated from operations

Profit before taxation	71,917	42,985	5,422	16,497
Adjustments for non-cash items:				
Depreciation and amortisation	14,179	11,477	997	1,258
(Gains) / losses on disposal of property, plant and equipment	(338)	100	13	34
Losses / (gains) on exchange differences	88	(37)	-	-
Movements in provisions	27	52	-	-
Prescribed dividends	74	165	74	165
Loss on modification of operating leases	40	-	-	-
Revaluation of investment property	(2,386)	-	(398)	-
Loss on disposal of investment in subsidiary	-	-	692	-
Impairment reversal of investments in subsidiaries	-	-	(6,237)	(505)
Adjust for items which are presented separately:				
Interest income	(3,114)	(3,130)	(63)	(126)
Finance costs	7,449	6,627	15,176	12,522
Changes in working capital:				
Inventories	15,860	(37,931)	-	-
Trade and other receivables	26,700	(57,532)	(12)	(325)
Trade and other payables	(57,861)	66,942	1,811	2,091
Insurance contract liability	476,008	208,910	-	-
Loans and receivables	(24,431)	(38,055)	-	-
Reinsurance asset	22,922	(46,376)	-	-
	547,134	**154,197**	**17,475**	**31,611**

40. Changes in liabilities arising from financing activities

Reconciliation of liabilities arising from financing activities - Group - 2024

	Opening balance	Other non-cash movements	Total non-cash movements	Cash flows	Closing balance
Borrowings	80,188	-	-	(27,547)	52,641
Lease liabilities	4,627	1,015	1,015	(3,301)	2,341
	84,815	**1,015**	**1,015**	**(30,848)**	**54,982**
Total liabilities from financing activities	**84,815**	**1,015**	**1,015**	**(30,848)**	**54,982**

Reconciliation of liabilities arising from financing activities - Group - 2023

	Opening balance	Other non-cash movements	Total non-cash movements	Cash flows	Closing balance
Borrowings	48,197	-	-	31,991	80,188
Lease liabilities	5,437	2,478	2,478	(3,288)	4,627
	53,634	**2,478**	**2,478**	**28,703**	**84,815**
Total liabilities from financing activities	**53,634**	**2,478**	**2,478**	**28,703**	**84,815**

	Group		Company	
Figures in Namibia Dollar Thousand	2024	2023 Restated *	2024	2023

40. Changes in liabilities arising from financing activities (continued)

Reconciliation of liabilities arising from financing activities - Company - 2024

	Opening balance	Cash flows	Closing balance
Borrowings	61,882	(27,558)	34,324
Loans from related parties	130,310	(4,456)	125,854
	192,192	**(32,014)**	**160,178**
Total liabilities from financing activities	**192,192**	**(32,014)**	**160,178**

Reconciliation of liabilities arising from financing activities - Company - 2023

	Opening balance	Cash flows	Closing balance
Borrowings	27,599	34,283	61,882
Loans from related parties	122,164	8,146	130,310
	149,763	**42,429**	**192,192**
Total liabilities from financing activities	**149,763**	**42,429**	**192,192**

41. Dividends paid

Dividends	(13,895)	(13,895)	(13,895)	(13,895)
	(13,895)	**(13,895)**	**(13,895)**	**(13,895)**

42. Related parties

Relationships	
Subsidiaries	Refer to note 7
Related entities	Veritrust (Pty) Ltd
	Nictus Ltd
	Nature Unlimited Consultations (Pty) Ltd
	Haida Investments (Pty) Ltd
	Premier Services (Pty) Ltd
	Tromp Consulting International (Pty) Ltd
	Namprop (Pty) Ltd
	Ultra Investments (Pty) Ltd
	P J De W Tromp & Seuns (Pty) Ltd
	Detour Deck Lodges of Namibia (Pty) Ltd
	Drinieshof Farming (Pty) Ltd
	Landswyd Beleggings (Pty) Ltd
	Veritas Eksekuteurskamer (Pty) Ltd
	Quidi Farming (Pty) Ltd
	KCB Trust
	Nico Tromp Trust
	Saffier Trust
	Caris Family Trust
	Mejaloka Trust
	Salome Trust
	Langverwagt Trust
	Nossob West Consulting Services CC
	Intersection Consulting CC
	Schanzen Road Investments CC
Members of key management	GR de V Tromp (non-executive)
	PJ de W Tromp
	WO Fourie
	FR van Staden
	H du Plessis
	FJ Wahl
	GC Vermeulen
	BJ Gous

Related party relationships exist between the parent company, subsidiaries, related companies and key management.

A person or a close member of that person's family is related to a reporting entity if that person;
- has control or joint control of the reporting entity,
- has significant influence over the reporting entity; or
- is a member of the key management personnel of the reporting entity or of a parent of the reporting entity.

Key management personnel are those persons having authority and responsibility for planning, directing and controlling the activities of the entity, directly or indirectly, including any director (whether executive or otherwise) of that entity. Key management personnel have been identified as the executive directors, non-executive directors and the managing directors of segments within the group.

The definition of key management further includes the close members of family of key management personnel and any other entity over which key management exercises control. Close members of family are those family members who may be expected to influence, or be influenced by that individual in their dealings with the Group. They may include that individual's domestic partner and children, the children of the individuals domestic partner, and dependants of the individual or the individual's domestic partner.

Commonly, an entity would be related to the reporting entity if a member of key management is also a member of the key management personnel of that entity (other related parties), or the entity and the reporting entity are members of the same group (which means that each parent, subsidiary and fellow subsidiary is related to the others).

	Group		Company	
Figures in Namibia Dollar Thousand	2024	2023 Restated *	2024	2023

42. Related parties (continued)

Transactions with key management personnel
Details pertaining to directors' and key management compensations are set out in note 43. The Group encourages employees to purchase goods and services from Group companies. These transactions are generally conducted on terms no more favourable than those entered to with third parties on an arm's length basis, although in some cases, nominal discounts are granted. Transactions with key personnel are conducted on similar terms. No abnormal or non-commercial credit terms are allowed, and no impairments were recognised in relation to any transactions with key personnel during the year, nor have they resulted in any non-performing debts at year-end.

Similar policies are applied to key personnel at subsidiary level who are not defined as key management personnel at Group level. Certain directors of the Group are also non-executive directors of other public companies which may transact with the Group. The relevant directors do not believe that they have significant influence over the financial and operational policies of those companies. Those companies are therefore not regarded as related parties.

The following transactions were made on terms equivalent to those that prevail in arm's-length transactions between subsidiaries of the Group and key management as defined and / or organisations in which key management personnel have significant influence:

	Group 2024	Group 2023 Restated *	Company 2024	Company 2023
Related party balances with subsidiaries				
Loan accounts - Owing (to) by related parties				
Loans from subsidiaries (excl preference shares)	-	-	(65,854)	(70,311)
Loans to subsidiaries	-	-	91,345	113,355
Preference shares issued to subsidiary	-	-	(60,000)	(60,000)
Trade receivables / (trade payables)	-	-	(91)	274
Other financial assets	-	-	784	627
Related party balances with key management, personnel and companies affiliated with key management in the Group				
Unearned premium reserve account	(50,993)	(45,774)	-	-
Loans to / (from) related parties	(7,555)	(35,222)	(34,324)	(61,882)
Trade receivables / (trade payables)	730	692	146	222
Related party transactions with subsidiaries				
Interest received from subsidiaries	-	-	(6,419)	(4,182)
Interest paid to subsidiaries	-	-	5,262	3,577
Preference dividends paid to subsidiaries	-	-	4,883	4,281
Rent paid to subsidiaries	-	-	4,066	4,119
Admin fees paid / (received from) subsidiaries	-	-	(22,767)	(22,719)
Dividends received from subsidiaries	-	-	(16,652)	(31,719)
Purchases / (sales)	-	-	(26)	(41)
Related party transactions with key management, personnel and companies affiliated with key management in the Group				
Gross written premiums	(3,376)	(5,339)	-	-
Cancellations and endorsements	2,597	382	-	-
Claims paid	60	62	-	-
Change in provision for unearned premiums	521	479	-	-
Interest paid / (interest received)	2,428	2,739	5,031	4,663
Purchases / (sales)	(1,483)	331	689	630

Loans due to and by subsidiaries, excluding preference shares, bear interest at Namibian prime bank overdraft rates ranging from prime less 3% to prime, are unsecured and have no fixed terms of repayment. Intercompany trade receivables and payables are subject to the same terms and conditions applied to the general public. Interest is charged at market related rates and settlement is expected to be made in cash.

43. Directors' emoluments

Executive

2024

	Salaries, management and consulting fees - Holding company	Salaries, management and consulting fees - Subsidiaries	Total
Services as director or prescribed officer			
PJ de W Tromp	5,498	-	5,498
WO Fourie	3,085	-	3,085
FR van Staden	-	5,084	5,084
H du Plessis	-	2,615	2,615
FJ Wahl	-	1,670	1,670
CG Vermeulen	-	1,753	1,753
BJ Gous	-	2,059	2,059
	8,583	**13,181**	**21,764**

2023

	Salaries, management and consulting fees - Holding company	Salaries, management and consulting fees - Subsidiaries	Total
Services as director or prescribed officer			
PJ de W Tromp	4,183	-	4,183
WO Fourie	2,517	-	2,517
FR van Staden	-	2,853	2,853
H du Plessis	-	2,042	2,042
FJ Wahl	-	1,140	1,140
CG Vermeulen	-	1,426	1,426
	6,700	**7,461**	**14,161**

Non-executive

2024

	Directors' fees	Total
Services as director		
GR de V Tromp	707	707
TB Horn	402	402
SW Walters	472	472
ME Ackermann	23	23
	1,604	**1,604**

2023

	Directors' fees	Total
Services as director		
GR de V Tromp	660	660
TB Horn	387	387
SW Walters	407	407
	1,454	**1,454**

44. Financial instruments and risk management

Financial risk management

Overview

The Group is exposed to the following risks from its use of financial instruments:
- Credit risk;
- Liquidity risk; and
- Market risk (currency risk, interest rate risk and price risk).

The board has overall responsibility for the establishment and oversight of the Group's risk management framework. The board has deligated the responsibility for developing and monitoring the Group's risk management policies to the risk committee. The committee reports quarterly to the board on its activities.

The Group's risk management policies are established to identify and analyse the risks faced by the Group, to set appropriate risk limits and controls, and to monitor risks and adherence to limits. Risk management policies and systems are reviewed regularly to reflect changes in market conditions and the Group's activities. The Group through its training and management standards and procedures, aims to develop a disciplined and constructive control environment in which all employees understand their roles and obligations.

The board oversees how management monitors compliance with the risk management policies and procedures and reviews the adequacy of the risk management framework in relation to the risks faced by the Group. The audit and risk committee is assisted in its oversight role by internal audit. Internal audit undertakes both regular and ad hoc reviews of risk management controls and procedures, the results of which are reported to the audit and risk committee.

Credit risk

Credit risk is the risk of financial loss to the Group if a customer or counterparty to a financial instrument fails to meet its contractual obligations.

The Group is exposed to credit risk on loans and receivables, trade and other receivables, the reinsurance asset and cash and cash equivalents.

Credit risk for exposures other than those arising on cash and cash equivalents, are managed by making use of credit approvals, limits and monitoring. The Group only deals with reputable counterparties with consistent payment histories. Sufficient collateral or guarantees are also obtained when necessary. Each counterparty is analysed individually for creditworthiness before terms and conditions are offered. The analysis involves making use of information submitted by the counterparties as well as external bureau data (where available). Counterparty credit limits are in place and are reviewed and approved by credit management committees. The exposure to credit risk and the creditworthiness of counterparties is continuously monitored.

Credit risk exposure arising on cash and cash equivalents is managed by the Group through dealing with well-established financial institutions with high credit ratings.

Credit loss allowances for expected credit losses are recognised for all debt instruments, but excluding those measured at fair value through profit or loss.

In order to calculate credit loss allowances, management determine whether the loss allowances should be calculated on a 12 month or on a lifetime expected credit loss basis. This determination depends on whether there has been a significant increase in the credit risk since initial recognition. If there has been a significant increase in credit risk, then the loss allowance is calculated based on lifetime expected credit losses. If not, then the loss allowance is based on 12 month expected credit losses. This determination is made at the end of each financial period. Thus the basis of the loss allowance for a specific financial asset could change year on year.

Management apply the principle that if a financial asset's credit risk is low at year end, then, by implication, the credit risk has not increased significantly since initial recognition. In all such cases, the loss allowance is based on 12 month expected credit losses. Credit risk is assessed as low if there is a low risk of default (where default is defined as occurring when amounts are 90 days past due). When determining the risk of default, management consider information such as payment history to date, industry in which the customer is employed, period for which the customer has been employed, external credit references etc. In any event, if amounts are 30 days past due, then the credit risk is assumed to have increased significantly since initial recognition. Credit risk is not assessed to be low simply because of the value of collateral associated with a financial instrument. If the instrument would not have a low credit risk in the absence of collateral, then the credit risk is not considered low when taking the collateral into account. Trade receivable and contract assets which do not contain a significant financing component are the exceptions and are discussed below.

44. Financial instruments and risk management (continued)

Where necessary, the assessment for a significant increase in credit risk is made on a collective basis. Management typically adopt this approach when information relevant to the determination of credit risk is not available on an individual instrument level. Often, the only information available on individual instruments which could indicate an increase in credit risk, is "past due" information. It is typical that more forward-looking information is generally more readily available on a collective basis. Therefore, making the determination on a collective basis, helps to ensure that credit loss allowances are determined on the basis of lifetime expected credit losses before they reach the point of being past due. Forward looking, macro-economic information is applied on a collective basis when it is readily available without undue cost or effort. When loss allowances are determined on a collective basis, management determines the loss allowances by grouping financial instruments on the basis of shared credit risk characteristics.

For trade receivables and contract assets which do not contain a significant financing component, the loss allowance is determined as the lifetime expected credit losses of the instruments. For all other trade receivables, contract assets and lease receivables, IFRS 9 permits the determination of the credit loss allowance by either determining whether there was a significant increase in credit risk since initial recognition or by always making use of lifetime expected credit losses. Management have chosen as an accounting policy, to make use of lifetime expected credit losses. Management does therefore not make the annual assessment of whether the credit risk has increased significantly since initial recognition for trade receivables, contract assets or lease receivables.

The maximum exposure to credit risk is presented in the table below:

Group		2024			2023		
		Gross carrying amount	Credit loss allowance	Amortised cost / fair value	Gross carrying amount	Credit loss allowance	Amortised cost / fair value
Loans and receivables	10	87,705	-	87,705	50,206	-	50,206
Investments	9	148,929	-	148,929	74,914	-	74,914
Finance lease receivables	11	17,886	-	17,886	11,372	-	11,372
Trade and other receivables	8	160,997	(4,092)	156,905	170,432	(2,433)	167,999
Cash and cash equivalents	17	786,502	-	786,502	402,541	-	402,541
Reinsurance asset	15	226,339	-	226,339	249,261	-	249,261
		1,428,358	**(4,092)**	**1,424,266**	**958,726**	**(2,433)**	**956,293**

Company		2024			2023		
		Gross carrying amount	Credit loss allowance	Amortised cost / fair value	Gross carrying amount	Credit loss allowance	Amortised cost / fair value
Loans to related parties	14	91,345	-	91,345	113,355	-	113,355
Investments	9	305	-	305	293	-	293
Trade and other receivables	8	441	-	441	757	-	757
Cash and cash equivalents	17	494	-	494	675	-	675
		92,585	**-**	**92,585**	**115,080**	**-**	**115,080**

Liquidity risk

The Group's approach to managing liquidity is to ensure, as far as possible, that it will have sufficient liquidity to meet its liabilities when due, under both normal and stressed conditions, without incurring unacceptable losses or risking damage to the Group's reputation.

The Group monitors its cash flow requirements on a daily basis against monthly projections and focuses on optimising its cash return on investments. Typically the Group ensures that it has sufficient cash on demand to meet expected operational expenses for a period of 30 days, including the servicing of financial obligations; this excludes the potential impact of extreme circumstances that cannot reasonably be predicted, such as natural disasters.

In the current and prior year, the Company's current liabilities exceeded the current assets. The funding model for subsidiaries is managed on a business as usual basis to manage the risk. Group loans will not be recalled until such time that the Company has sufficient funds to settle these liabilities. For external payables the Company will obtain funds from its subsidiaries and related companies to settle these in the normal course of business.

There have been no significant changes in the liquidity risk management policies and processes since the prior reporting period.

The maturity profile of contractual cash flows of non-derivative financial liabilities, and financial assets held to mitigate the risk, are presented in the following table. The cash flows are undiscounted contractual amounts.

44. Financial instruments and risk management (continued)

Group - 2024

		Less than 1 year	1 to 2 years	2 to 5 years	Over 5 years	Total	Carrying amount
Total financial liabilities							
Borrowings	21	39,884	3,379	9,378	-	52,641	52,641
Lease liabilities	4	2,059	281	-	-	2,340	2,340
Insurance contract liability	26	1,546,788	-	-	-	1,546,788	1,546,788
Trade and other payables	22	113,030	-	-	-	113,030	113,030
		1,701,761	**3,660**	**9,378**	**-**	**1,714,799**	**1,714,799**
Total financial assets							
Trade and other receivables	8	116,678	19,136	21,091	-	156,905	156,905
Investments	9	771	-	-	148,158	148,929	148,929
Loans and receivables	10	22,409	21,718	43,578	-	87,705	87,705
Reinsurance asset	15	226,339	-	-	-	226,339	226,339
Finance lease receivables	11	5,948	8,622	3,316	-	17,886	17,886
Cash and cash equivalents	17	786,502	-	-	-	786,502	786,502
		1,158,647	**49,476**	**67,985**	**148,158**	**1,424,266**	**1,424,266**
		543,114	**(45,816)**	**(58,607)**	**(148,158)**	**290,533**	**290,533**

Group - 2023

		Less than 1 year	1 to 2 years	2 to 5 years	Over 5 years	Total	Carrying amount
Total financial liabilities							
Borrowings	21	65,090	3,544	10,569	985	80,188	80,188
Lease liabilities	4	2,441	1,942	244	-	4,627	4,627
Insurance contract liability	26	1,070,780	-	-	-	1,070,780	1,070,780
Trade and other payables	22	164,336	-	-	-	164,336	164,336
		1,302,647	**5,486**	**10,813**	**985**	**1,319,931**	**1,319,931**
Total financial assets							
Trade and other receivables	8	117,753	20,152	30,094	-	167,999	167,999
Investments	9	2,324	771	-	71,819	74,914	74,914
Loans and receivables	10	12,612	3,791	33,803	-	50,206	50,206
Reinsurance asset	15	249,261	-	-	-	249,261	249,261
Finance lease receivables	11	2,853	-	8,519	-	11,372	11,372
Cash and cash equivalents	17	402,541	-	-	-	402,541	402,541
		787,344	**24,714**	**72,416**	**71,819**	**956,293**	**956,293**
		515,303	**(19,228)**	**(61,603)**	**(70,834)**	**363,638**	**363,638**

44. Financial instruments and risk management (continued)

Company - 2024

		Less than 1 year	Over 5 years	Total	Carrying amount
Total financial liabilities					
Trade and other payables	22	5,917	-	5,917	5,917
Loans from group companies	23	125,854	-	125,854	125,854
Borrowings	21	34,324	-	34,324	34,324
		166,095	**-**	**166,095**	**166,095**
Total financial assets					
Investments	9	-	305	305	305
Loans to related parties	14	91,345	-	91,345	91,345
Trade and other receivables	8	441	-	441	441
Other financial assets	16	784	-	784	784
Cash and cash equivalents	17	494	-	494	494
		93,064	**305**	**93,369**	**93,369**
		73,031	**(305)**	**72,726**	**72,726**

Company - 2023

		Less than 1 year	1 to 2 years	Total	Carrying amount
Total financial liabilities					
Trade and other payables	22	4,106	-	4,106	4,106
Loans from group companies	23	130,310	-	130,310	130,310
Borrowings	21	61,882	-	61,882	61,882
		196,298	**-**	**196,298**	**196,298**
Total financial assets					
Investments	9	-	293	293	293
Loans to related parties	14	113,355	-	113,355	113,355
Trade and other receivables	8	757	-	757	757
Other financial assets	16	627	-	627	627
Cash and cash equivalents	17	675	-	675	675
		115,414	**293**	**115,707**	**115,707**
		80,884	**(293)**	**80,591**	**80,591**

Foreign currency risk

The Group carries no significant foreign currency risk in its normal course of business.

The Group reviews its foreign currency exposure, including commitments on an ongoing basis.

Interest rate risk

Fluctuations in interest rates impact on the value of investments and financing activities, giving rise to interest rate risk.

The Group adapts a policy of ensuring that its exposure to changes in interest rates and borrowings is limited by setting the terms and conditions of loans to adjust with changes in the market conditions. The Group also aims to ensure that the profit margin is sufficient to cover any rate changes.

There have been no significant changes in the interest rate risk management policies and processes since the prior reporting period.

44. Financial instruments and risk management (continued)

Interest rate profile

The interest rate profile of interest bearing financial instruments at the end of the reporting period was as follows:

Group	Note	Average effective interest rate 2024	Average effective interest rate 2023	Carrying amount 2024	Carrying amount 2023
Assets					
Trade and other receivables	8	15.15 %	12.95 %	101,586	103,748
Loans and receivables	10	9.90 %	10.15 %	75,037	40,772
Finance lease receivables	11	17.00 %	17.00 %	17,886	11,372
Cash and cash equivalents	17	9.11 %	8.54 %	770,756	394,169
Other loans and receivables	10	13.50 %	13.50 %	12,363	9,434
				977,628	**559,495**
Liabilities					
Loan from related party	21	11.50 %	11.50 %	(34,324)	(61,882)
Bank loans	21	11.25 %	10.75 %	(18,317)	(18,306)
				(52,641)	**(80,188)**

	2024	2023
Variable rate financial assets as a percentage of total interest bearing financial assets	100.00 %	100.00 %
Variable rate financial liabilities as a percentage of total interest bearing financial liabilities	100.00 %	100.00 %

Company	Note	Average effective interest rate 2024	Average effective interest rate 2023	Carrying amount 2024	Carrying amount 2023
Assets					
Loans to related parties	14	7.07 %	7.79 %	73,788	97,688
Other financial assets	16	7.10 %	6.50 %	784	627
				74,572	**98,315**
Liabilities					
Loans from related parties	21&23	8.28 %	8.28 %	(160,178)	(192,192)

	2024	2023
Variable rate financial assets as a percentage of total interest bearing financial assets	100.00 %	100.00 %
Variable rate financial liabilities as a percentage of total interest bearing financial liabilities	100.00 %	100.00 %

Interest rate sensitivity analysis

The following sensitivity analysis has been prepared using a sensitivity rate which is used when reporting interest rate risk internally to key management personnel and represents management's assessment of the reasonably possible change in interest rates. All other variables remain constant. The sensitivity analysis includes only financial instruments exposed to interest rate risk which were recognised at the reporting date. No changes were made to the methods and assumptions used in the preparation of the sensitivity analysis compared to the previous reporting period.

44. Financial instruments and risk management (continued)

Group

At 30 June 2024, if the Group interest rate had been 1% per annum (2023: 1%) higher or lower during the period, with all other variables held constant, profit or loss for the year would have been N$ 9,6 million (2023: N$ 7,2 million) lower and N$ 9,6 million (2023: N$ 7,2 million) higher.

Company

At 30 June 2024, if the Company interest rate had been 1% per annum (2023: 1%) higher or lower during the period, with all other variables held constant, profit or loss for the year would have been N$ 0,9 million (2023: N$ 0,9 million) lower and N$ 0.9 million (2023: N$ 0.9 million) higher.

Price risk

The Group is exposed to price risk because of its investments in equity instruments which are measured at fair value. The exposure to price risk on equity investments is managed through a diversified portfolio, and through the use of option contracts on relevant indexes, where necessary.

The Group is not exposed to commodity price risk.

There have been no significant changes in the price risk management policies and processes since the prior reporting period.

Price risk sensitivity analysis

The following sensitivity analysis has been prepared using a sensitivity rate which is used when price risk internally to key management personnel and represents management's assessment of the reasonably possible change in relevant prices. All other variables remain constant. The sensitivity analysis includes only investments held at the reporting date. No changes were made to the methods and assumptions used in the preparation of the sensitivity analysis compared to the previous reporting period.

Group	2024	2024	2023	2023
Increase or decrease in rate	Increase	Decrease	Increase	Decrease
Impact on profit or loss:				
Listed shares 1% (2023: 1%)	11	(26)	11	(26)

Company	2024	2024	2023	2023
Increase or decrease in rate	Increase	Decrease	Increase	Decrease
Impact on profit or loss:				
Listed shares 1% (2023: 1%)	3	(3)	3	(3)

Capital risk management

The Group's objective when managing capital (which includes share capital, borrowings, working capital and cash and cash equivalents) is to maintain a flexible capital structure that reduces the cost of capital to an acceptable level of risk and to safeguard the Group's ability to continue as a going concern while taking advantage of strategic opportunities in order to maximise stakeholder returns sustainably.

The Group manages capital structure and makes adjustments to it in light of changes in economic conditions and the risk characteristics of the underlying assets. In order to maintain the capital structure, the Group may adjust the amount of dividends paid to the shareholders, return capital to the shareholders, repurchase shares currently issued, issue new shares, issue new debt, issue new debt to replace existing debt with different characteristics and/or sell assets to reduce debt.

The Group monitors capital utilising a number of measures, including the gearing ratio on a company by company basis.

44. Financial instruments and risk management (continued)

Categories of financial instruments

Categories of financial assets

Group - 2024

	Note(s)	Fair value through profit or loss	Amortised cost	Total	Fair value
Loans and receivables	10	-	87,705	87,705	87,705
Investments	9	1,076	147,853	148,929	148,929
Finance lease receivables	11	-	17,886	17,886	17,886
Trade and other receivables	8	-	156,905	156,905	156,905
Cash and cash equivalents	17	-	786,502	786,502	786,502
		1,076	**1,196,851**	**1,197,927**	**1,197,927**

Group - 2023

	Note(s)	Fair value through profit or loss	Amortised cost	Total	Fair value
Loans and receivables	10	-	50,206	50,206	50,206
Investments	9	2,617	72,297	74,914	74,914
Finance lease receivables	11	-	11,372	11,372	11,372
Trade and other receivables	8	-	167,999	167,999	167,999
Cash and cash equivalents	17	-	402,541	402,541	402,541
		2,617	**704,415**	**707,032**	**707,032**

Company - 2024

	Note(s)	Fair value through profit or loss	Amortised cost	Total	Fair value
Loans to related parties	14	-	91,345	91,345	91,345
Investments	9	305	-	305	305
Trade and other receivables	8	-	441	441	441
Cash and cash equivalents	17	-	494	494	494
Other financial assets	16	-	784	784	784
		305	**93,064**	**93,369**	**93,369**

Company - 2023

	Note(s)	Fair value through profit or loss	Amortised cost	Total	Fair value
Loans to related parties	14	-	113,355	113,355	113,355
Investments	9	293	-	293	293
Trade and other receivables	8	-	757	757	757
Cash and cash equivalents	17	-	675	675	675
Other financial assets	16	-	627	627	627
		293	**115,414**	**115,707**	**115,707**

44. Financial instruments and risk management (continued)

Categories of financial liabilities

Group - 2024

	Note(s)	Amortised cost	Total	Fair value
Trade and other payables	22	113,030	113,030	113,030
Borrowings	21	52,641	52,641	52,641
Lease liabilities	4	2,341	2,341	2,341
		168,012	**168,012**	**168,012**

Group - 2023

	Note(s)	Amortised cost	Total	Fair value
Trade and other payables	22	164,336	164,336	164,336
Borrowings	21	80,188	80,188	80,188
Lease liabilities	4	4,627	4,627	4,627
		249,151	**249,151**	**249,151**

Company - 2024

	Note(s)	Amortised cost	Total	Fair value
Trade and other payables	22	5,917	5,917	5,917
Loans from related parties	23	125,854	125,854	125,854
Borrowings	21	34,324	34,324	34,324
		166,095	**166,095**	**166,095**

Company - 2023

	Note(s)	Amortised cost	Total	Fair value
Trade and other payables	22	4,106	4,106	4,106
Loans from related parties	23	130,310	130,310	130,310
Borrowings	21	61,882	61,882	61,882
		196,298	**196,298**	**196,298**

44. Financial instruments and risk management (continued)

Insurance risks

Terms and conditions of insurance contracts
Corporate Guarantee and Insurance Company of Namibia Limited (referred to as the Group for the purposes of this note) is registered as a short-term insurance company by the regulatory authority in Namibia and is registered for all statutory classes of short-term insurance business.

Corporate Guarantee and Insurance Company of Namibia Limited underwrites finite risk policies to a defined target market which concentrates primarily on the small and medium enterprises in the commercial market and secondary on the lower end of the corporate commercial market as well as the higher end of the personal market. In the personal segment the Group does not cater for the insurance needs of the general public. Commercial and personal clients are carefully selected according to a strategy of prudent risk selection.

The Group aims to deliver innovative and tailored insurance risk solutions to its clients allowing them to retain some insurance risk and effectively operate as autonomous insurance entities. The finite risk policies expose the Group to limited risk and include profit participation measures to promote good risk management amongst the insured. The terms and conditions of insurance contracts that have a material effect on the amount, timing and uncertainty of future cash flows arising from insurance contracts are set out in the notes.

Insurance risk and policies for mitigating insurance risk
The primary activity of the Group relates to the assumption of the risk of loss from events involving persons or organisations. Such risks may relate to property, accident, personal accident, motor, liability, engineering, credit and other perils that may arise from an insured event. As such the Group is exposed to the uncertainty surrounding the timing, severity and frequency of claims under insurance contracts.

The theory of probability is applied to the pricing and provisioning for a portfolio of insurance contracts. The principal risk is that the frequency and severity of claims is greater than expected and that the Group does not charge premiums appropriate for the risk accepted. Insurance events are, by nature, random, and the actual number and size of events during any one year may vary from those estimated using established statistical techniques. The Group manages its insurance risk through underwriting limits, approval procedures for new clients, pricing guidelines and centralized management of risk and monitoring of emerging issues. These actions are described below.

Underwriting strategy
The Group's underwriting strategy seeks diversity to ensure a balanced portfolio and is based on a portfolio of similar risks spread over a large geographical area. The underwriting strategy is continuously monitored, updated and determines the classes of business to be written and the industry sectors to which the Group is prepared to accept exposure. Management meets monthly to review underwriting information including premium income and loss ratios by class, territory and industry.

Concentrations of insurance risk and policies mitigating the concentrations
Within the insurance process, concentrations of risk may arise where a particular event or series of events could impact heavily upon the Group's resources. The Group monitors the concentration risk by geographical segment and class of business. The Group is broadly represented within Namibia and exposures to risks are representative of the economic activity in the various regions. The Group has exposure to all major lines of insurance business with very limited exposure to specialised areas of insurance.

Exposure relating to catastrophic events
The Group sets out the total aggregate exposure that it is prepared to accept in certain regions to a range of events such as natural catastrophes. The aggregate position is reviewed annually.

The Group considers that its most significant exposure would arise in the event of a major environmental disaster. This analysis has been performed through identifying key concentration of risks based on different classes of businesses exposed in the event of such an incident.

Other risk and policies for mitigating these risks
Insurance companies are exposed to the risk of false, invalid and exaggerated claims. Measurements are in place to improve the Group's ability to proactively detect fraudulent claims.

Claims development
The Group is liable for all insured events that occurred during the term of the contract, even if the loss is discovered after the end of the contract term, subject to pre-determined time scales dependent on the nature of the insurance contract. The Group is therefore exposed to the risk that claims reserves will not be adequate to fund historic claims (run-off risk). To manage run-off risk the Group takes all reasonable steps to ensure that it has appropriate information regarding its claims exposures and adopts sound reserving practices. Consequently, the Company's history has proven the reserves to be sufficient to fund the actual claims paid.

In terms of IFRS 17, an insurer need only disclose claims run-off information where uncertainty exists about the amount and timing of claim payments not resolved within one year. The Group does not underwrite business that is long tail in nature.

45. Group segmental analysis

The Group's has the following reportable segments which are differentiated by the activities that each undertake and markets they operate in.

These reportable segments as well as the products and services from which each of them derives revenue are set out below:

Reportable Segment	Products and services
Retail	Operates the Isuzu, Suzuki, Tafe and Hero franchise throughout Namibia, in addition to operating as distributor and retailer of predominantly Goodyear products. Furniture retail with branches located throughout Namibia. Automotive glass fitment and repairs. Rental of office equipment and vehicles.
Insurance and finance	Short-term insurance through the alternative risk transfer model as well as vehicle financing.
Properties	Property companies mainly for own use.
Head office	Investment holding company.

Segmental revenue and results

The board assesses the performance of the operating segments based on the measure of profit / (loss) after taxation. This measure excludes the effects of non-recurring expenditure from the operating segments such as restructuring costs and legal expenses. The measure also excludes the effects of unrealised gains/losses on financial instruments. The results of discontinued operations are not included in the measure of profit / (loss) after taxation. This measure is consistent with all prior periods which are presented.

Transactions within the Group take place on an arms length basis.

Segment assets and liabilities

The amounts provided to the board with respect to total assets are measured in a manner consistent with that of the financial statements. These assets are allocated based on the operations of the segment and the physical location of the asset.

The segment assets and liabilities include tax assets and liabilities and have been included in the elimination column to agree to the amounts per financial statements.

Capital expenditure reflects additions to non-current assets, other than financial instruments, deferred tax assets, post-employment benefit assets and rights arising under insurance contracts.

The amounts provided to the board with respect to total liabilities are measured in a manner consistent with that of the financial statements. These liabilities are allocated based on the operations of the segment.

The tables below provide information on segment revenue and results, as well as assets, liabilities, cash flows and capital expenditure.

2024

	Retail	Properties	Insurance and finance	Head office	Eliminations	Consolidated
Segment revenue						
Sale of goods and rendering of services	914,112	-	-	-	(4,364)	909,748
Rental income	9,942	29,206	-	-	(27,426)	11,722
Finance income	8,851	-	68,933	6,419	(55,474)	28,729
Management fees	-	-	-	22,892	(22,892)	-
Insurance revenue	-	-	55,230	-	(1,189)	54,041
Dividends received	-	-	-	16,652	(16,652)	-
Total revenue from external customers	**932,905**	**29,206**	**124,163**	**45,963**	**(127,997)**	**1,004,240**
Inter-segment revenue	1,943	-	6,880	-	(8,823)	-
Total segment revenue	**934,848**	**29,206**	**131,043**	**45,963**	**(136,820)**	**1,004,240**

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45. Group segmental analysis (continued)

	Retail	Properties	Insurance and finance	Head office	Eliminations	Consolidated
Segment results						
Operating profit / (loss) before finance cost	44,442	26,418	60,201	19,944	(71,639)	79,366
Finance cost	(15,661)	(22,487)	(3,999)	(15,176)	49,874	(7,449)
Profit / (loss) before taxation	**28,781**	**3,931**	**56,202**	**4,768**	**(21,765)**	**71,917**
Taxation	(8,811)	430	(13,497)	-	7,034	(14,844)
Net profit / (loss) for the year	**19,970**	**4,361**	**42,705**	**4,768**	**(14,731)**	**57,073**

	Retail	Properties	Insurance and finance	Head office	Eliminations	Consolidated
Segment assets, liabilities, cash flows and capital expenditure						
Segment assets	471,287	427,537	2,753,373	273,795	(1,847,701)	2,078,291
Segment liabilities	330,131	312,846	2,666,405	166,095	(1,678,569)	1,796,908
Cash flows from operating activities	35,174	434	477,012	2,362	28,186	543,168
Cash flows from investing activities	(13,068)	(7,532)	(598,707)	43,366	461,565	(114,376)
Cash flows from financing activities	(14,807)	7,102	498,842	(45,909)	(489,971)	(44,743)
Capital expenditure	(8,907)	(7,423)	(688)	(3,194)	(5,324)	(25,536)

2023

	Retail	Properties	Insurance and finance	Head office	Eliminations	Consolidated
Segment revenue						
Sale of goods and rendering of services	867,725	-	-	-	(13,779)	853,946
Rental income	3,934	26,745	-	-	(24,871)	5,808
Finance income	6,272	-	43,448	4,182	(41,328)	12,574
Management fees	-	-	-	22,927	(22,927)	-
Insurance revenue	-	-	59,063	-	(2,103)	56,960
Dividends received	-	-	-	31,719	(31,719)	-
Total revenue from external customers	**877,931**	**26,745**	**102,511**	**58,828**	**(136,727)**	**929,288**
Inter-segment revenue	2,480	-	5,934	-	(8,414)	-
Total segment revenue	**880,411**	**26,745**	**108,445**	**58,828**	**(145,141)**	**929,288**

45. Group segmental analysis (continued)

	Retail	Properties	Insurance and finance	Head office	Eliminations	Consolidated
Segment results						
Operating profit / (loss) before finance cost	28,743	21,089	43,639	28,838	(72,697)	49,612
Finance cost	(10,587)	(19,024)	(2,206)	(12,521)	37,711	(6,627)
Profit / (loss) before taxation	**18,156**	**2,065**	**41,433**	**16,317**	**(34,986)**	**42,985**
Taxation	(4,861)	(1,267)	(9,038)	-	10,936	(4,230)
Net profit / (loss) for the year	**13,295**	**798**	**32,395**	**16,317**	**(24,050)**	**38,755**

	Retail	Properties	Insurance and finance	Head office	Eliminations	Consolidated
Segment assets, liabilities, cash flows and capital expenditure						
Segment assets	476,024	398,345	1,364,713	312,837	(944,717)	1,607,202
Segment liabilities	349,987	304,603	1,308,651	196,298	(773,668)	1,385,871
Cash flows from operating activities	(58,629)	2,581	170,973	19,215	17,024	151,164
Cash flows from investing activities	(38,196)	(10,364)	(421,374)	(47,294)	458,539	(58,689)
Cash flows from financing activities	87,744	7,752	366,340	28,534	(475,562)	14,808
Capital expenditure	(39,803)	(10,331)	(484)	(368)	4,021	(46,965)

-

	Group		Company	
Figures in Namibia Dollar Thousand	2024	2023 Restated *	2024	2023

46. Earnings per share

Basic earnings per share

Basic earnings per share is determined by dividing profit or loss attributable to the ordinary equity holders of the parent by the weighted average number of ordinary shares outstanding during the period, excluding ordinary shares purchased by the Company and held as treasury shares. Treasury shares are held by a subsidiary and was acquired at the beginning of the previous financial year. Diluted earnings per share is equal to earnings per share because there are no dilutive potential ordinary shares in issue.

Reconciliation of profit for the year to basic earnings				
Profit for the year attributable to equity holders of the parent	57,073	38,755	-	-
Weighted average number of shares (000's)				
Shares in issue	53,444	53,444	-	-
Basic earnings per share				
From continuing operations (c per share)	106.79	72.52	-	-
From discontinued operations (c per share)	106.79	72.52	-	-

Headline earnings and diluted headline earnings per share

Headline earnings per share is determined by adjusting basic earnings per share with separately identifiable re-measurement divided by the weighted average number of ordinary shares in issue during the year, excluding treasury shares. Headline earnings and diluted headline earnings are presented after tax and non- controlling interest.

Reconciliation between basic earnings and headline earnings				
Basic earnings	57,073	38,755	-	-
Adjusted for:				
(Profit) / loss on disposal of plant and equipment	(338)	100	-	-
Gain on revaluation of investment property	(2,386)	-	-	-
	54,349	**38,855**	**-**	**-**
Headline earnings per share				
Headline earnings per share (cents)	101.69	72.70	-	-
Headline earnings per share before treasury share adjustment (cents)	101.69	72.70	-	-

Dividends per share

Final (c)	26.00	26.00	-	-

The final dividend was declared and authorised after the end of the reporting period. The dividend has therefore not been recognised as a liability in the reporting period. It has been disclosed for information purposes only.

47. Contingencies

Company

Nictus Holdings Limited provided limited guarantee for a total amount of N$10 million in respect of the loan between Futeni Collection (Pty) Ltd and Nictus Eiendomme (Pty) Ltd. The outstanding loan balance at 30 June 2024 amounted to N$0,8 million (2023: N$1 million).

Nictus Holdings Limited provided limited guarantee for a total amount of N$12,3 million in respect of the loans between Futeni Collection (Pty) Ltd and Acacia Properties (Pty) Ltd. The outstanding loan balances at 30 June 2024 amounted to N$2,5 million (2023: N$2,3 million).

Nictus Holdings Limited provided a letter of guarantee for a total amount of N$6 million in respect of cumulative redeemable preference shares issued by Karas Securities (Pty) Ltd to Hakos Capital and Finance (Pty) Ltd. The outstanding balance at 30 June 2024 amounted to N$40 million (2023: N$40 million).

48. Commitments

One of the subsidiary companies is currently in the process of acquiring an undeveloped plot of land in Walvis Bay. The purchase price for this land is N$1 million, which was based on the fair market value of the property.

49. Going concern

The consolidated and separate annual financial statements have been prepared on the basis of accounting policies applicable to a going concern. This basis presumes that funds will be available to finance future operations and that the realisation of assets and settlement of liabilities, contingent obligations and commitments will occur in the ordinary course of business.

50. Events after the reporting period

The directors are not aware of any material events which affected the presentation of the annual financial statements which occurred after the reporting date and up to the date of this report.

REMUNERATION POLICY

OBJECTIVE

The Group remuneration policy aims to attract and retain those people who will support and contribute to achieving the Group's objectives in terms of results and performance. The policy, philosophy, and strategy are encapsulated in the following:

Remuneration should:
• contribute towards attracting and retaining motivated and loyal staff;
• reflect a direct correlation with the ideal future and results of the Group;
• be reviewed and benchmarked annually;
• support the strategy of the Group; and
• reward performance and motivate staff.

Remuneration structure
The Group remuneration strategy makes provision for:
• a total cost-to-company approach consisting of a cash component and benefits;
• a linkage to challenging long- and short-term financial and non-financial performance and sustainable profits;
• short-term incentives based on meeting the current year performance levels; and
• long-term incentives based on meeting five-year performance levels.

COMPOSITION OF THE TOTAL REMUNERATION PACKAGE

The factors considered in structuring the total remuneration package are:
• Packages are reviewed annually, internally and externally, to ensure their integrity.
• Recognised market research is applied in the structuring and evaluation of packages.
• Organisational profiles are determined for use in the evaluation process.
• Performance evaluation and development requirements are considered during the process.
• The scarcity of appropriately qualified staff influences package structure.
• The total remuneration package consists of a cash component and benefits.

REMUNERATION INCENTIVES

Short-term incentives
Short-term incentive schemes are designed to reward staff for meeting predetermined annual targets and exceptional performance. Employees must adhere to the company's ethical code to be eligible for incentives, and extraneous factors do not influence the evaluation process.

Long-term incentive
Long-term incentive schemes aim to retain employees and align their performance with the company's goals over a five-year period. Eligibility for participation is typically extended to senior management and executive directors, with the structure and quantum of incentives determined by subsidiary boards of directors and approved by the board.

GOVERNANCE

The board of directors, supported by the Remuneration and Nomination Committee, oversees the development and review of remuneration policies to ensure alignment with best practices and the Group's overall objectives. Governance practices are implemented to promote transparency, fairness, compliance, and continuous improvement in remuneration practices.

VARIATION

The remuneration policy may be varied by the board at any time within the scope of their authority, with careful consideration given to market conditions, regulatory requirements, and Group's strategic objectives.

NOTICE OF THE ANNUAL GENERAL MEETING

NOTICE OF THE ANNUAL GENERAL MEETING
NICTUS HOLDINGS LIMITED
("Nictus" or "the Company") • (incorporated in the Republic of Namibia) Registration Number NAM 1962/1735
NSX Share Code: NHL
ISIN Number: NA000A1J2SS6

Notice is hereby given that the annual general meeting of the shareholders of Nictus (shareholders) in respect of the financial year ended 30 June 2024 (annual general meeting) will be held in the Nictus Building, 140 Mandume Ndemufayo Avenue, Windhoek, on Thursday 28 November 2024 at 12:00 (Namibian time), subject to any cancellation, postponement or adjournment, to deal with the business as set out below and to consider and, if deemed appropriate, pass with or without modification the ordinary and special resolutions set out in this notice.

1. GENERAL PURPOSE OF THE ANNUAL GENERAL MEETING

The general purpose of the annual general meeting is to:

1.1. consider and, if deemed appropriate, pass with or without modification the resolutions set out hereunder; and

1.2. deal with any business that may lawfully be dealt with at the annual general meeting.

2. PRESENTATION OF THE GROUP AND COMPANY AUDITED ANNUAL FINANCIAL STATEMENTS

The consolidated group and Company audited annual financial statements, incorporating the reports of the auditor, the audit and risk committee, the directors, the social, ethics and sustainability committee, and the remuneration and nomination committee for the financial year ended 30 June 2024, will be presented to shareholders as required in terms of section 294 of the Companies Act, 2004 (Act No.28 of 2004) of Namibia (the Companies Act).

3. RESOLUTIONS FOR CONSIDERATION AND APPROVAL

3.1. Ordinary resolution 1: re-election of SW Walters as a director

"Resolved that SW Walters be and is hereby re-elected as a director of the Company."

In order for this ordinary resolution to be passed, the support of more than 50% (fifty per cent) of the voting rights exercised on the resolution by shareholders present in person, or represented by proxy, at the annual general meeting is required.

3.2. Ordinary resolution 2: re-election of GR de V Tromp as a director

"Resolved that GR de V Tromp be and is hereby re-elected as a director of the Company."

In order for this ordinary resolution to be passed, the support of more than 50% (fifty per cent) of the voting rights exercised on the resolution by shareholders present in person, or represented by proxy, at the annual general meeting is required.

3.3. Ordinary resolution 3: election of ME Ackermann as a director

"Resolved that ME Ackermann be and is hereby elected as a director of the Company."

In order for this ordinary resolution to be passed, the support of more than 50% (fifty per cent) of the voting rights exercised on the resolution by shareholders present in person, or represented by proxy, at the annual general meeting is required.

3.4. Ordinary resolution 4: election of CA Snyman as a director

"Resolved that CA Snyman be and is hereby elected as a director of the Company."

In order for this ordinary resolution to be passed, the support of more than 50% (fifty per cent) of the voting rights exercised on the resolution by shareholders present in person, or represented by proxy, at the annual general meeting is required.

3.5. Ordinary resolution 5: non-binding advisory vote for approval of the Company's remuneration policy

"Resolved to approve, by way of a non-binding, advisory vote, the remuneration policy of the Company as set out on page 124 of the integrated annual report of which this notice forms part."

In order for this ordinary resolution to be passed, the support of more than 50% (fifty per cent) of the voting rights exercised on the resolution by shareholders present in person, or represented by proxy, at the annual general meeting is required.

3.6. Ordinary resolution 6: approval of non-executive directors' remuneration

"Resolved that the Company be and is hereby authorised to pay remuneration to its non-executive directors for their services as directors, and that the remuneration structure and amounts as set out below, be and are hereby approved until such time as rescinded or amended by the ordinary shareholders by way of an ordinary resolution."

Board / Committee	**Annual fees (NAD)**		
	Membership	**Chairperson (additional fee)**	**Lead Independent (additional fee)**
Board	269,565	352,886	53,913
Audit and Risk Committee	98,024	29,407	N/A
Remuneration and Nomination Committee	73,518	22,055	N/A
Social, Ethics and Sustainability Committee	49,012	14,704	N/A

In order for this ordinary resolution to be passed, the support of more than 75% (seventy-five per cent) of the voting rights exercised on the resolution by shareholders present in person, or represented by proxy, at the annual general meeting is required.

3.7. Ordinary resolution 7: appointment of BDO as auditors

"Resolved that, on recommendation of the audit and risk committee of the Company, BDO Chartered Accountants and Auditors be and are hereby appointed as auditors of the Company (the designated auditor meeting the requirements of section 278 of the Companies Act), to hold office until the conclusion of the next annual general meeting of the Company."

In order for this ordinary resolution to be passed, the support of more than 50% (fifty per cent) of the voting rights exercised on the resolution by shareholders present in person, or represented by proxy, at the annual general meeting is required.

3.8. Ordinary resolution 8: authority to issue ordinary shares

"Resolved that the board of directors be and are hereby authorised by way of a general authority to issue at their discretion to 15% (fifteen per cent) of the authorised but unissued ordinary shares in the Company from time to time, whether created before or after the passing of this resolution and/or to grant options to subscribe for such 15% (fifteen per cent) of the authorised but unissued shares from time to time, for such purposes and on such terms and conditions as they may determine, provided that such transaction(s) has/have been approved by the NSX and are subject to the NSX Listings Requirements, the Companies Act and the following conditions, namely that -

3.8.1. this authority shall only be valid until the next annual general meeting of the Company but shall not extend beyond 15 (fifteen) months from the date of this meeting;

3.8.2. the issue of the shares must be made to persons qualifying as public shareholders as defined in the Listings Requirements of the NSX;

3.8.3. the shares which are the subject of the issue –

3.8.3.1. must be of a class already in issue, or where this is not the case, must be limited to such shares or rights that are convertible into a class already in issue;

3.8.3.2. shall not exceed 5% (five per cent) of the number of shares of the Company's issued ordinary shares in aggregate in any one financial year (including the number of any shares that may be issued in future arising out of the issue of options); and

3.8.3.3. that a paid press announcement giving full details, including the impact of the issue on net asset value, net tangible asset value, earnings, and headline earnings per share and if applicable, diluted earnings and diluted headline earnings per share, be published after any issue representing, on a cumulative basis within one financial year, 5% (five per cent) of the number of shares in issue prior to the issue concerned;

3.8.4. in determining the price at which an issue of shares for cash will be made in terms of this authority, the maximum discount permitted shall be 10% (ten per cent) of the weighted average traded price of the ordinary shares on the NSX, measured over the 30 (thirty) business days prior to the date that the price of the issue is agreed between the Company and the party subscribing for the shares; and

3.8.5. separately, such shares as have been reserved to be issued by the Company in terms of its share and other employee incentive schemes."

In order for this ordinary resolution to be passed, the support of more than 75% (seventy-five per cent) of the voting rights exercised on the resolution by all equity shareholders (as defined in the NSX Listings Requirements) present in person, or represented by proxy, at the annual general meeting is required.

Election of an Audit Committee

3.9. Ordinary resolution 9: election of ME Ackermann as a member and chairperson of the Audit and Risk Committee

"Resolved that ME Ackermann, an independent non-executive director of the Company, be and is hereby elected as a member and chairperson of the Audit and Risk Committee of the Company, to hold office until the conclusion of the next annual general meeting of the Company."

In order for this ordinary resolution to be passed, the support of more than 50% (fifty per cent) of the voting rights exercised on the resolution by all equity shareholders (as defined in the NSX Listings Requirements) present in person, or represented by proxy, at the annual general meeting is required.

3.10. Ordinary resolution 10: re-election of GR de V Tromp as a member of the Audit and Risk Committee

"Resolved that GR de V Tromp, a non-executive director of the Company, be and is hereby re-elected as a member of the Audit and Risk Committee of the Company, to hold office until the conclusion of the next annual general meeting of the Company."

In order for this ordinary resolution to be passed, the support of more than 50% (fifty per cent) of the voting rights exercised on the resolution by all equity shareholders (as defined in the NSX Listings Requirements) present in person, or represented by proxy, at the annual general meeting is required.

3.11. Ordinary resolution 11: re-election of SW Walters as a member of the Audit and Risk Committee

"Resolved that SW Walters, an independent non-executive director of the Company, be and is hereby re-elected as a member of the Audit and Risk Committee of the Company, to hold office until the conclusion of the next annual general meeting of the Company."

In order for this ordinary resolution to be passed, the support of more than 50% (fifty per cent) of the voting rights exercised on the resolution by all equity shareholders (as defined in the NSX Listings Requirements) present in person, or represented by proxy, at the annual general meeting is required.

3.12. Ordinary resolution 12: signing authority

"Resolved that each director, or the secretary of the Company, be and is hereby authorised to do all such things and sign all such documents as may be necessary for, or incidental to the implementation of the resolutions passed at the annual general meeting of the Company and set out in this notice."

In order for this ordinary resolution to be passed, the support of more than 50% (fifty per cent) of the voting rights exercised on the resolution by shareholders present in person, or represented by proxy, at the annual general meeting is required.

3.13. Special resolution 1: general authority to repurchase shares

"Resolved that the Company, in terms of its memorandum and articles of association, or one of its wholly-owned subsidiaries, in terms of such wholly-owned subsidiary's memorandum and articles of association as the case may be, and subject to the relevant subsidiary passing the necessary special resolution, be and is hereby authorised by way of a general approval, to acquire the Company's own securities, upon such terms and conditions and in such amounts as the directors may from time to time decide, subject to the Listings Requirements and the Companies Act".

Section 89 of the Companies Act authorises the board of directors of a Company to approve the acquisition of its own shares subject to the provisions of section 89 having been met. The Companies Act requires the approval of a 75% (seventy-five per cent) majority of the votes cast by shareholders present or represented by proxy at the annual general meeting for special resolution to become effective.

3.14. Special resolution 2: financial assistance to entities related or inter-related to the Company

"Resolved that, as a general approval, the Company may, in terms of section 44 of the Companies Act, provide any direct or indirect financial assistance ("financial assistance" will herein have the meaning attributed to it in section 44(1) of the Companies Act) to any related or inter- related Company or to any juristic person who is a member of or related to any such Company/ies.

The effect of special resolution, if adopted, is to confer the authority on the board of directors of the Company to authorise financial assistance to companies related or inter-related to the Company or to any juristic person who is a member of or related to any such companies generally as the board of directors may deem fit, on the terms and conditions, and for the amounts that the board of directors may determine from time to time, for a period of two years from the date of the adoption of the special resolution and in particular as specified in the special resolution.

In order for special resolution to be passed the support of at least 75% (seventy-five per cent) of the voting rights exercised on the resolution by the shareholders present in person, or represented by proxy, at the annual general meeting is required.

4. ADDITIONAL INFORMATION

The following additional information, which may appear elsewhere in the integrated annual report, is provided in terms of the NSX Listings Requirements for purposes of the general authority to repurchase the Company's shares set out in special resolution number 1 above –

4.1. directors and management – pages 44 and 45;
4.2. major shareholders – page 45;
4.3. directors' interests in ordinary shares – page 46; and
4.4. share capital of the Company – page 89.

5. LITIGATION STATEMENT

The directors in office whose names appear on pages 16 and 17 of the integrated annual report, are not aware of any legal or arbitration proceedings, other than the pending proceedings disclosed in the litigation statement in the Directors' Report on page 46 of the integrated annual report, that may have a material effect on the Group’s financial position from the date of this integrated annual report.

6. DIRECTORS' RESPONSIBILITY STATEMENT

The directors in office, whose names appear on pages 16 and 17 of the integrated annual report, of which this notice forms part of, collectively and individually accept full responsibility for the accuracy of the information pertaining to special resolution number 1 and certify that, to the best of their knowledge and belief, there are no facts that have been omitted which would make any statement false or misleading, and that all reasonable inquiries to ascertain such facts have been made and that this notice of the annual general meeting contains all information required by law and the NSX Listings Requirements.

7. MATERIAL CHANGES

Other than the facts and developments reported on in the integrated annual report, there have been no material changes in the affairs or financial position of the Company and its subsidiaries since the Company's financial year end and the date of signature of the integrated annual report (incorporating the audited annual financial statements).

8. DIRECTORS' INTENTION REGARDING THE GENERAL AUTHORITY TO REPURCHASE THE COMPANY'S SHARES

The directors have no specific intention, at present, for the Company to repurchase any of its shares, but consider that such a general authority should be put in place should an opportunity present itself to do so during the year, which is in the best interests of the Company and its shareholders.

9. ATTENDANCE AND PROXIES

9.1. Please note that, in terms of section 197 of the Companies Act –

9.1.1. a shareholder entitled to attend and vote at the annual general meeting is entitled to appoint one or more proxies to attend, participate in, and vote at the annual general meeting in his or her stead; and

9.1.2. a proxy need not be a shareholder of the Company.

9.2. Forms of proxy (which form may be found enclosed) must be dated and signed by the shareholder appointing a proxy and must be received at the registered offices of the Company, c/o Veritas Eksekuteurskamer (Proprietary) Limited, 1st floor, Nictus Building, 140 Mandume Ndemufayo Avenue, Windhoek (Private Bag 13231, Windhoek) or the Transfer Secretaries, c/o Veritas Eksekuteurskamer (Proprietary) Limited, 1st floor, Nictus Building, Mandume Ndemufayo Avenue, Windhoek (PO Box 755, Windhoek). Forms of proxy must be received by no later than 12:00 on 26 November 2024. Before a proxy exercises any rights of a shareholder at the annual general meeting, such form of proxy must be so delivered.

9.3. Attention is drawn to the "Notes" to the form of proxy.

9.4. The completion of a form of proxy does not preclude any shareholder from attending the annual general meeting.

10. VOTING

10.1. Voting will be performed by way of a poll, so that every shareholder present in person or by proxy, and if a member is a body corporate, its representatives, shall have one vote for every share held or represented by him/her.

10.2. For the purpose of resolutions proposed in terms of the NSX Listings Requirements in respect of which any votes are to be excluded, any proxy given by a holder of securities to the holder of such an excluded vote shall also be excluded from voting for the purposes of that resolution.

10.3. Shareholders are encouraged to attend the annual general meeting.

BRIEF CURRICULA VITAE OF DIRECTORS FOR ELECTION & RE-ELECTION

SW Walters (58)

- Chartered Accountant (SA) and a Chartered Accountant (NAM), Certified Internal Auditor
- Lead Independent Non-executive Director
- Chairperson/member: Remuneration and Nomination Committee
Social, Ethics and Sustainability Committee
- Member: Audit and Risk Committee

SW Walters is a qualified chartered accountant (Namibia and South Africa), certified internal auditor and has obtained a certification on risk management assurance from the Institute of Internal Auditors Incorporated. He is a specialist corporate governance consultant and provides related solutions to organisations in both private and public sectors, with areas of expertise in process reviews/implementations and internal controls/audits, corporate governance and enterprise risk management. Mr Walters was a director in and leader of the risk advisory services practice of one of the big four auditing firms in Namibia from 1999 to 2010. He was also the advisory service line and human capital leader of the firm from 2004 to 2009, and chairperson of the board of partners for the same period.

GR de V Tromp (43)

- Chartered Accountant (SA) and a Chartered Accountant (NAM)
- Non-executive Director
- Chairperson: Board
- Member: Audit and Risk Committee
Remuneration and Nomination Committee

GR de V Tromp has a BCom marketing degree and is a chartered accountant (South Africa and Namibia) and completed his articles in 2008. After completion of his articles, he joined the Group in 2009 as Company Secretary, which role he fulfilled until 2012. During 2012, he was appointed as Managing Director of the furniture segment in South Africa. During 2014, he was appointed as deputy Managing Director of the Nictus Limited Group. On 18 April 2016, he was appointed as Managing Director of the Nictus Limited Group. He was appointed as Chairperson of the Board on 24 November 2020.

ME Ackermann (38)

- Chartered Accountant (SA), Master's Degree in Business Administration
- Independent Non-executive Director
- Chairperson/member: Audit and Risk Committee

ME Ackermann is a qualified Chartered Accountant (South Africa) and holds a Master's Degree in Business Administration from the University of Cape Town. Her professional experience includes roles at KPMG Inc. in auditing and various senior roles at First National Bank of Namibia Limited, including Commercial Property Finance Manager, Acting Head of Commercial Specialised Lend, and Commercial Credit Origination Manager. With more than nine years in the banking industry, she brings extensive expertise in financial services.

CA Snyman (39)

- Chartered Accountant (SA) and a Chartered Accountant (NAM)
- Group Financial Director

CA Snyman is a qualified Chartered Accountant (South Africa and Namibia) and holds an honours B.Com degree from North-West University. Her professional experience includes roles at PwC as senior manager in the auditing department and various senior roles in the Nictus Group, including Internal Auditor, Financial Manager, and Chief Financial Officer. With more than thirteen years in finance, seven of which at the Nictus Group, she brings extensive expertise in financial services.

FORM OF PROXY

NICTUS HOLDINGS LIMITED
("Nictus" or "the Company") • (incorporated in the Republic of Namibia)
Registration Number NAM 1962/1735
NSX Share Code: NHL
ISIN Number: NA000A1J2SS6

To be completed by certificated shareholders with "own name" registration only

For completion by registered members of Nictus unable to attend the annual general meeting of the Company to be held in the Nictus Building, 140 Mandume Ndemufayo Avenue, Windhoek, on 28 November 2024 at 12:00 (Namibian time), or at any adjournment thereof.

I/We...of

....(address) being

the holder/s of..shares in the Company, do hereby appoint:

1. or, failing him/her

2. or, failing him/her the chairperson of the annual general meeting,

as my/our proxy to attend, speak and, on a poll, vote on my/our behalf at the abovementioned annual general meeting of members or at any adjournment thereof, and to vote or abstain from voting as follows on the ordinary and special resolutions to be proposed at such meeting:

	For	Against	Abstain	Precluded
1. **Ordinary resolution 1**: re-election of SW Walters as a director				
2. **Ordinary resolution 2**: re-election of GR de V Tromp as a director				
3. **Ordinary resolution 3**: election of ME Ackermann as a director				
4. **Ordinary resolution 4**: election of CA Snyman as a director				
5. **Ordinary resolution 5**: non-binding advisory vote for approval of the Company's remuneration policy				
6. **Ordinary resolution 6**: approval of non-executive directors' remuneration				
7. **Ordinary resolution 7**: appointment of BDO as auditors				
8. **Ordinary resolution 8**: authority to issue ordinary shares				
9. **Ordinary resolution 9**: election of ME Ackermann as a member and chairperson of the Audit and RiskCommittee				
10. **Ordinary resolution 10**: re-election of GR de V Tromp as a member of the Audit and Risk Committee				
11. **Ordinary resolution 11**: re-election of SW Walters as a member of the Audit and Risk Committee				
12. **Ordinary resolution 12**: signing authority				
13. **Special resolution 1**: general authority to repurchase shares				
14. **Special resolution 2**: financial assistance to entities related or inter-related to the Company				

Precluded from voting in terms of the Companies Act or the NSX Listings Requirements

Please indicate with an "X" in the appropriate spaces provided above how you wish your vote to be cast. However, if you wish not to cast your votes in respect of less than all of the ordinary shares that you own in the Company, insert the number of ordinary shares held in respect of which you desire to vote.

Signed at .... on (date) ....

Signature: ....

Assisted by me, where applicable (name and signature)..

NOTES TO THE PROXY FORM

1. Each shareholder is entitled to appoint one or more proxies (who need not be a shareholder(s) of the Company) to attend, speak and, on a poll, vote in the stead of that shareholder at the annual general meeting.

2. A shareholder may insert the name of a proxy or the names of two alternative proxies of his/her choice in the space provided, with or without deleting 'the chairperson of the annual general meeting'. The person whose name stands first on the form of proxy and who is present at the annual general meeting shall be entitled to act as proxy to the exclusion of the persons whose names follow.

3. A shareholder's instructions to the proxy have to be indicated by the insertion of an "X" or the relevant number of votes exercisable by that shareholder in the appropriate box provided. Failure to comply with the above shall be deemed to authorise the chairperson of the annual general meeting, if the chairperson is the authorised proxy, to vote in favour of the ordinary and special resolutions at the annual general meeting, or any other proxy to vote or to abstain from voting at the annual general meeting, as he/she deems fit, in respect of all the shareholder's votes exercisable thereat.

4. A shareholder or his/her proxy is not obliged to vote in respect of all the ordinary shares held by such shareholder or represented by such proxy, but the total number of votes for or against the ordinary and special resolutions and in respect of which any abstention is recorded may not exceed the total number of votes to which the shareholder or his/her proxy is entitled.

5. Documentary evidence establishing the authority of a person signing this form of proxy in a representative capacity has to be attached to this form of proxy, unless previously recorded by the Company's transfer secretaries or waived by the chairperson of the annual general meeting.

6. The chairperson of the annual general meeting may reject or accept any form of proxy that is completed and/or received other than in accordance with these instructions and notes.

7. Any alterations or corrections to this form of proxy have to be initialled by the signatory(ies).

8. The completion and lodging of this form of proxy shall not preclude the relevant shareholder from attending the annual general meeting and speaking and voting in person thereat to the exclusion of any proxy appointed in terms hereof, should such shareholder wish to do so.

9. Forms of proxy have to be lodged with or posted to the registered office of the Company, c/o Veritas Eksekuteurskamer (Proprietary) Limited, 1st floor, Nictus Building, 140 Mandume Ndemufayo Avenue, Windhoek (Private Bag 13231, Windhoek) or the transfer Secretaries, Veritas Eksekuteurskamer (Proprietary) Limited, 1st floor, Nictus Building, 140 Mandume Ndemufayo avenue, Windhoek (PO Box 755, Windhoek). Forms of proxy must be received no later than 12:00 on 26 November 2024.

INTEGRATED ANNUAL REPORT NOTES

Company registration number
1962/1735

NSX Share code: NHL
ISIN number: NA000A1J2SS6

Executive Directors
PJ de W Tromp (Group Managing Director)
WO Fourie (Former Group Financial Director)
CA Snyman (Group Financial Director)

Non-Executive Directors
TB Horn (Lead Independent Non-Executive Director)
GR de V Tromp (Non-Executive Chairman)
SW Walters (Independent Non-Executive Director)
ME Ackermann (Independent Non-Executive Director)

Transfer Secretaries
Veritas Eksekuteurskamer (Pty) Ltd
1st Floor, Nictus Building, 140 Mandume Ndemufayo Avenue, Windhoek
P.O. Box 755, Windhoek, Namibia

Independent External Auditors
SGA Chartered Accountants and Auditors

Registered Office
1st Floor, Nictus Building, 140 Mandume Ndemufayo Avenue, Windhoek
P.O. Box 755, Windhoek, Namibia

Sponsor on the NSX
Simonis Storm Securities (Pty) Ltd

Nictus Holdings Limited
Private Bag 13231, Windhoek, Namibia
1st Floor, Nictus Building, 140 Mandume Ndemufayo Avenue, Windhoek

Please visit our website
www.nictusholdings.com