

Nictus Holdings Limited

(Incorporated in the Republic of Namibia)

(Registration number 1962/1735)

Share Code: NHL

ISIN Code: NA000A1J2SS6

**UNAUDITED CONSOLIDATED GROUP FINANCIAL RESULTS FOR THE SIX MONTHS ENDED 31 DECEMBER 2024**

<b>CONDENSED CONSOLIDATED STATEMENT OF PROFIT OR LOSS AND OTHER COMPREHENSIVE INCOME</b>					
Figures in N\$'000	Note	Unaudited		Variance %	Audited
		Six months ended 31 Dec 24	Six months ended 31 Dec 23		Year ended 30 Jun 24
Revenue	5&7	514,751	472,352	9	950,199
Cost of sales		(385,187)	(356,763)	(8)	(726,961)
<b>Gross profit</b>		129,564	115,589	12	223,238
Insurance service result		14,488	531	2,628	60,747
Insurance revenue	5	23,786	22,342	6	54,041
Insurance service expenses		(8,952)	(10,204)	12	(29,077)
Net expenses from reinsurance contract held		(346)	(11,607)	97	35,783
Net Insurance finance expenses		(45,806)	(26,947)	(70)	(62,047)
Notional interest charge to profit and loss		(91,163)	(68,028)	(34)	(145,444)
Finance income earned from secured advances		45,357	41,081	10	83,397
Investment income from operations		38,723	19,853	95	63,601
Other operating income		6,787	5,919	15	13,416
Other operating gains		406	185	119	2,595
Fair value adjustment reinsurance		7,990	20,560	(61)	(19,135)
Operating and administrative expenses		(114,164)	(95,950)	(19)	(206,163)
<b>Operating profit</b>		37,988	39,740	(4)	76,252
Investment income		1,641	1,462	12	3,114
Finance costs		(2,497)	(4,029)	38	(7,449)
<b>Profit before taxation</b>		37,132	37,173	-	71,917
Taxation		(5,769)	(11,289)	49	(14,844)
<b>Profit for the period</b>		31,363	25,884	21	57,073
Other comprehensive income:					
Gains on property revaluation		-	-	-	24,706
Taxation relating to property revaluation		-	-	-	(7,906)
Tax rate adjustment		390	-	-	-
<b>Other comprehensive income for the period net of taxation</b>		390	-	-	16,800
<b>Total comprehensive income for the period</b>		31,753	25,884	23	73,873
<b>Total comprehensive income attributable to:</b>					
Owners of the parent		31,753	25,884	23	73,873
<b>Earnings per share</b>					
Basic and diluted earnings per share (cents)	8	58,68	48,43	21	106,79
Basic and diluted earnings per share before treasury shares adjustment (cents)		58,68	48,43	21	106,79
Headline earnings per share (cents)		57,93	48,01	21	101,69
Headline earnings per share before treasury shares adjustment (cents)		57,93	48,01	21	101,69
Dividends per share (cents) * **		35,00	26,00		26,00
Net asset value per share (cents)		551,20	436,71		526,51
Number of shares in issue (000's)		53,444	53,444		53,444
Number of treasury shares held in Group (000's)		-	-		-

\* Dividends paid November 2024 of 35 cents per share

\*\* Dividends paid October 2023 of 26 cents per share

**CONDENSED CONSOLIDATED STATEMENT OF FINANCIAL POSITION**

Figures in N\$'000		Note	Unaudited 31 Dec 24	Unaudited 31 Dec 23	Audited 30 Jun 24
<b>ASSETS</b>					
<b>Non-current assets</b>			815,106	675,623	734,682
Property, plant and equipment			408,918	368,650	399,266
Right-of-use assets			6,879	3,299	2,009
Goodwill	4		2,368	-	
Investment property			67,880	43,524	47,850
Intangible assets			4,852	3,739	4,538
Trade and other receivables			50,171	54,812	40,227
Investments			149,026	117,317	148,158
Loans and receivables			100,184	58,185	65,296
Finance lease receivables			10,532	12,207	11,938
Deferred tax			14,296	13,890	15,400
<b>Current assets</b>			1,617,091	1,108,457	1,343,609
Inventories			182,672	176,142	151,150
Trade and other receivables			152,251	142,488	150,490
Investments			-	2,035	771
Loans and receivables			19,976	14,839	22,409
Finance lease receivables			6,978	4,631	5,948
Current tax receivable			253	-	-
Reinsurance asset			233,950	268,356	226,339
Cash and cash equivalents			1,021,011	499,966	786,502
<b>Total assets</b>			2,432,197	1,784,080	2,078,291
<b>EQUITY</b>					
			294,578	233,394	281,383
Stated capital			129	129	129
Revaluation reserve			63,842	46,652	63,452
Contingency reserve			45,551	25,551	45,551
Retained income			185,056	161,062	172,251
<b>LIABILITIES</b>					
<b>Non-current liabilities</b>			97,035	78,884	90,195
Interest bearing loans and borrowings			10,886	13,508	12,757
Lease liabilities			4,717	1,191	282
Deferred tax			81,432	64,185	77,156
<b>Current liabilities</b>			2,040,584	1,471,802	1,706,713
Trade and other payables			128,320	176,375	117,883
Interest bearing loans and borrowings			33,977	46,894	39,884
Lease liabilities			2,570	2,504	2,059
Provisions			99	90	99
Insurance contract liability	4		1,875,618	1,245,939	1,546,788
<b>Total liabilities</b>			2,137,619	1,550,686	1,796,908
<b>Total equity and liabilities</b>			2,432,197	1,784,080	2,078,291

# CONDENSED CONSOLIDATED STATEMENT OF CHANGES IN EQUITY

Figures in N\$'000	Stated capital	Revaluation reserve	Insurance contingency reserve	Retained income	Total equity
<b>Audited balance at 1 July 2023</b>	129	46,652	25,551	148,999	221,331
Total comprehensive income	-	-	-	25,884	25,884
Profit for the period	-	-	-	25,884	25,884
Other comprehensive income	-	-	-	-	-
Contributions by and to the owners of the Group	-	-	-	(13,821)	(13,821)
Dividends paid	-	-	-	(13,895)	(13,895)
Prescribed dividends	-	-	-	74	74
<b>Unaudited balance at 31 December 2023</b>	129	46,652	25,551	161,062	233,394
Total comprehensive income	-	16,800	-	31,189	47,989
Profit for the period	-	-	-	31,189	31,189
Other comprehensive income	-	16,800	-	-	16,800
Contributions by and to the owners of the Group	-	-	20,000	(20,000)	-
Transfer to contingency reserve	-	-	20,000	(20,000)	-
<b>Audited balance at 1 July 2024</b>	129	63,452	45,551	172,251	281,383
Total comprehensive income	-	390	-	31,363	31,753
Profit for the period	-	-	-	31,363	31,363
Other comprehensive income	-	390	-	-	390
Contributions by and to the owners of the Group	-	-	-	(18,558)	(18,558)
Dividends paid	-	-	-	(18,705)	(18,705)
Prescribed dividends	-	-	-	147	147
<b>Unaudited balance at 31 December 2024</b>	129	63,842	45,551	185,056	294,578

# CONDENSED CONSOLIDATED STATEMENT OF CASH FLOWS

Figures in N\$'000	Unaudited Six months ended 31 Dec 24	Unaudited Six months ended 31 Dec 23	Audited Year ended 30 Jun 24
Cash generated from operations	299,413	188,989	547,134
Investment income	1,641	1,462	3,114
Finance costs	(2,241)	(3,811)	(7,080)
Tax paid	(253)	-	-
<b>Net cash from operating activities</b>	298,560	186,640	543,168
Purchase of property, plant and equipment	(15,431)	(8,347)	(20,382)
Proceeds from sale of property, plant and equipment	1,673	3,475	4,757
Purchase of investment property	(20,030)	(42)	(1,982)
Purchase of intangible assets	(1,385)	(1,396)	(3,172)
Net cash paid on business combinations	(2,840)	-	-
Movement in loans and receivables	1,735	2,475	(13,068)
Purchase of investments	(97)	(44,438)	(74,015)
Movement in finance lease receivables	376	(5,466)	(6,514)
<b>Net cash from investing activities</b>	(35,999)	(53,739)	(114,376)
Repayment of borrowings	(7,778)	(19,786)	(27,547)
Payment on lease liabilities	(1,569)	(1,795)	(3,301)
Dividends paid	(18,705)	(13,895)	(13,895)
<b>Net cash from financing activities</b>	(28,052)	(35,476)	(44,743)
<b>Total cash movement for the period</b>	234,509	97,425	384,049
<b>Cash at the beginning of period</b>	786,502	402,541	402,541
<b>Effect of foreign exchange on cash and cash equivalents</b>	-	-	(88)
<b>Total cash at the end of period</b>	1,021,011	499,966	786,502

## NOTES TO THE FINANCIAL INFORMATION

### 1. STATEMENT OF COMPLIANCE

The condensed consolidated unaudited interim results for the period ended 31 December 2024 have been prepared in accordance with the framework concepts and the measurement and recognition requirements of International Financial Reporting Standards ("IFRS"), and also, as a minimum, contain the information required by IAS 34 Interim Financial Reporting and the Companies Act of Namibia.

These condensed consolidated interim financial results have not been reviewed or audited by the independent external auditors.

### 2. ACCOUNTING POLICIES

The accounting policies applied are materially consistent with those of the consolidated annual financial statements for the year ended 30 June 2024. The condensed consolidated unaudited interim financial statements are presented in thousands of Namibia Dollars (N\$'000) on the historical cost basis, except for financial instruments which are measured at fair value and land and buildings held for administrative purposes and investment property which are measured at revalued amounts.

### 3. ACQUISITIONS AND BUSINESS COMBINATIONS

#### AST Business Solutions (Pty) Ltd

On 1 July 2024, the Group acquired 100% of the issued share capital of AST Business Solutions (Pty) Ltd, which was dormant at the time of acquisition. AST Business Solutions (Pty) Ltd is primarily established to offer call centre services, vehicle tracking, and customer relationship management solutions to companies within the Nictus Group. Over time, these services will also be extended to external businesses.

#### Bou Dit Hardware (Pty) Ltd

On 12 September 2024, the Company acquired 100% of the issued share capital in Bou Dit Hardware (Pty) Ltd (formerly Tromp Consulting International (Pty) Ltd), which was dormant at the time of acquisition. Subsequently, on 1 November 2024, Bou Dit Hardware (Pty) Ltd contractually acquired the net assets of Atlantic Hardware CC, a close corporation, and integrated them into the Company. This acquisition and the corresponding goodwill were primarily driven by the opportunity to access the Build It franchise held by the close corporation, leveraging its strong market reputation, established operational framework, and extensive supplier network to establish a foothold in the building supplies and hardware retail industry in Namibia. Additionally, it aligns with the broader strategic objectives of the Nictus Group, to which the company belongs. By integrating into the Group's existing operations, Bou Dit Hardware (Pty) Ltd aims to drive synergies, enhance operational efficiencies, and strengthen its overall value proposition within the Namibian retail sector.

The net assets of Atlantic Hardware CC were acquired for N\$4,8 million. Details of the fair value of identifiable assets and liabilities acquired, purchase consideration and goodwill are as follows:

#### Fair value of assets acquired and liabilities assumed

	N\$'000
Property, plant and equipment	859
Inventories	4,874
Loans and receivables	3,512
Trade and other receivables	3,072
Cash and cash equivalents	2,000
Trade and other payables	(11,845)
<b>Total identifiable net assets</b>	<b>2,472</b>
Goodwill (note 4)	2,368
<b>Total consideration paid</b>	<b>4,840</b>

N\$'000

**Fair value of consideration paid**

Cash	(4,840)
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**Net cash outflow on acquisition**

Cash consideration paid	(4,840)
Cash acquired	2,000
	(2,840)

**Receivables acquired**

Receivables acquired per major class are as follows, as at acquisition date:

	Fair value	Gross contractual amounts	Contractual amounts not expected to be recovered
Loans and receivables	3,512	5,853	-
Trade and other receivables	3,072	3,072	-
<b>Total</b>	<b>6,584</b>	<b>8,925</b>	<b>-</b>

**Revenue and profit or loss of Bou Dit Hardware (Pty) Ltd**

From the date of the acquisition to 31 December 2024, Bou Dit Hardware (Pty) Ltd contributed revenue of N\$7,8 million and a loss of N\$0,07 million to the Group's results.

**4. GOODWILL**

Figures in N\$ '000

	Unaudited 6 months ended 31 December 2024		
	Cost	Accumulated impairment	Carrying value
Goodwill	2,368	-	2,368

**Reconciliation of goodwill**

	Unaudited 6 months ended 31 December 2024
<b>Cost</b>	
Additions through business combinations	2,368
<b>At end of the period</b>	<b>2,368</b>
<b>Carrying amount</b>	
Cost	2,368
<b>At end of the period</b>	<b>2,368</b>

**5. SEGMENTAL INFORMATION**

**Retail segment:** The retail segment recorded a 12% increase in revenue compared to the comparative period. Despite facing challenges in vehicle sales, the segment experienced strong performance in furniture and tyre sales, which exceeded expectations. However, the segment's profit after tax declined by 6%. This downturn is primarily attributed to costs incurred in supporting the growth of the underlying businesses within the segment.

**Property companies:** The property segment achieved a 12% increase in revenue compared to the comparative period, alongside an improvement in profitability. This enhancement in profitability is primarily due to lower interest rates. Furthermore, optimising maintenance expenses has positively impacted the overall financial performance. It is anticipated that maintenance projects will be undertaken in the second half of the financial year.

**Insurance and finance:** The segment experienced a 15% increase in revenue, accompanied by a 31% growth in profitability. This improvement in profitability can be primarily attributed to an increase in investment income. The segment benefited from a rise in new premiums compared to the previous year, which further contributed to the overall profitability.

<b>CONDENSED SEGMENT ANALYSIS</b>			
Figures in N\$ '000	Unaudited		Restated
	Six months	Six months	Year
	ended	ended	ended
	31 Dec 24	31 Dec 23	30 Jun 24
<b>Segment revenue</b>			
Retail	518,670	461,756	932,905
Properties	16,374	14,611	29,206
Insurance and finance	69,260	59,992	124,163
Head office	22,572	29,029	45,963
Inter-segment revenue	(88,339)	(70,694)	(127,997)
<b>Total segment revenue</b>	<b>538,537</b>	<b>494,694</b>	<b>1,004,240</b>
<b>Analysis of revenue by product/service</b>			
Sales of goods and rendering of services	488,824	449,324	909,748
Rental income	5,552	6,081	11,722
Finance income	20,375	16,947	28,729
Insurance revenue	23,786	22,342	54,041
<b>Total</b>	<b>538,537</b>	<b>494,694</b>	<b>1,004,240</b>
<b>Segment results</b>			
Retail	11,272	12,002	19,970
Properties	1,182	(142)	4,361
Insurance and finance	27,283	20,879	42,705
Head office	(2,760)	5,870	4,768
Inter-segment profits	(5,614)	(12,725)	(14,731)
<b>Operating profit after taxation</b>	<b>31,363</b>	<b>25,884</b>	<b>57,073</b>
<b>Segment assets</b>			
Retail	505,564	467,266	471,287
Properties	465,013	400,258	427,537
Insurance and finance	3,144,206	1,541,251	2,753,373
Head office	327,631	283,572	273,795
Inter-segment assets	(2,010,217)	(908,267)	(1,847,701)
<b>Total segment assets</b>	<b>2,432,197</b>	<b>1,784,080</b>	<b>2,078,291</b>
<b>Segment liabilities</b>			
Retail	351,155	331,938	330,131
Properties	294,830	306,736	312,846
Insurance and finance	3,073,726	1,476,259	2,666,405
Head office	241,157	174,906	166,095
Inter-segment liabilities	(1,823,249)	(739,151)	(1,678,569)
<b>Total segment liabilities</b>	<b>2,137,619</b>	<b>1,550,688</b>	<b>1,796,908</b>

## 6. SHARE INFORMATION

	Unaudited		Audited
	Six months ended	Six months ended	Year ended
	31 Dec 24	31 Dec 23	30 Jun 24
Number of shares in issue (000's)	53,444	53,444	53,444
Weighted average number of ordinary shares in issue (000's)	53,444	53,444	53,444
Basic and diluted earnings per share (cents)	58,68	48,43	106,79
Basic and diluted earnings per share before treasury share adjustment (cents)	58,68	48,43	106,79
Headline earnings per share (cents)	57,93	48,01	101,69
Headline earnings per share before treasury share adjustment (cents)	57,93	48,01	101,69
<b>Basic earnings per share</b>			
<b>Reconciliation of earnings</b>			
Profit for the period	31,363	25,884	57,073
<b>Headline earnings per share</b>			
<b>Reconciliation of headline earnings</b>			
Profit for the period	31,363	25,884	57,073
(Profit)/loss on disposal of plant and equipment	(405)	(227)	(338)
Gain on revaluation of investment property	-	-	(2,386)
<b>Headline earnings</b>	<b>30,958</b>	<b>25,657</b>	<b>54,349</b>

## 7. REVENUE

### Revenue from contracts with customers

Sale of goods and rendering of services	488,824	449,324	909,748
Rental income	5,552	6,081	11,722
Interest received	20,375	16,947	28,729
	<b>514,751</b>	<b>472,352</b>	<b>950,199</b>

## 8. DIVIDENDS

Ordinary dividends of 35 cents per share (N\$18,7 million) were declared and paid by the Company on 4 November 2024. No interim dividend has been proposed by the board of directors.

## 9. DIRECTORS

At the Annual General Meeting held on 28 November 2024, GR de V Tromp and SW Walters were re-elected as directors and members of the Audit and Risk Committee. Additionally, ME Ackermann and CA Snyman were elected as directors. ME Ackermann was also appointed as chairperson and member of the Audit and Risk Committee. TB Horn's term of office expired on 28 November 2024, she ceased to be a director and a member and chairperson of the Audit and Risk Committee.

## 10. RELATED PARTIES

During the year under review, certain companies within the Group entered into transactions with each other. These intra-Group transactions have been eliminated on consolidation.

## 11. FAIR VALUE INFORMATION OF FINANCIAL INSTRUMENTS

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

### Investment properties and land and buildings

The board of directors assessed the values of the land and buildings at 31 December 2024 and no fair value adjustments have been proposed. 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 10.5% and 11.5% (2024: between 11.5% and 12.5%) is applied to the estimated rental value to arrive at the gross property valuation.

Investment properties and land and buildings are classified as level 2 in terms of the fair value hierarchy.

#### **Investment in equity and debt instruments**

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

#### **Cash and cash equivalents**

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

#### **Loans receivable and trade and other receivables**

The fair value of loans and receivables and trade receivables are measured, at initial recognition, at fair value plus 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.

#### **Borrowings, loans from related parties and trade payables**

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

#### **Fair value hierarchy**

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

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

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

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

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

#### **Levels of fair value measurement**

	Unaudited		Audited
	Six months ended	Six months ended	Year ended
Figures in N\$ '000	31 Dec 24	31 Dec 23	30 Jun 24
<b>Level 1</b>			
<b>Financial assets</b>			
Listed shares	306	2,327	1,076
Debt securities	148,720	117,025	147,853
	<u>149,026</u>	<u>119,352</u>	<u>148,929</u>
<b>Level 2</b>			
<b>Non-financial assets</b>			
Land	88,891	88,891	88,891
Buildings	267,569	232,793	263,126
Investment property	67,880	43,524	47,850
<b>Financial assets</b>			
Loans and receivables	120,160	73,024	87,705
Reinsurance asset	233,950	268,356	226,339
	<u>778,450</u>	<u>706,588</u>	<u>713,911</u>



## Categories of financial instruments

Figures in N\$ '000

### Financial assets

Trade and other receivables
Investments
Loans and receivables
Finance lease receivables
Cash and cash equivalents

Unaudited 31 Dec 2024		
Amortised cost	FVTPL	Total
164,234	-	164,234
148,720	306	149,026
120,160	-	120,160
17,510	-	17,510
1,021,011	-	1,021,011
1,471,635	306	1,471,941

### Financial liabilities

Interest bearing loans and borrowings
Trade and other payables
Lease liabilities

Amortised cost	Total
44,863	44,863
124,080	124,080
7,287	7,287
176,230	176,230

Figures in N\$ '000

### Financial assets

Trade and other receivables
Investments
Loans and receivables
Finance lease receivables
Cash and cash equivalents

Unaudited 31 Dec 2023		
Amortised cost	FVTPL	Total
140,189	-	140,189
117,025	2,327	119,352
73,024	-	73,024
16,838	-	16,838
499,966	-	499,966
847,042	2,327	849,369

### Financial liabilities

Interest bearing loans and borrowings
Trade and other payables
Lease liabilities

Amortised cost	Total
60,402	60,402
174,729	174,729
3,695	3,695
238,826	238,826

Figures in N\$ '000

### Financial assets

Trade and other receivables
Investments
Loans and receivables
Finance lease receivables
Cash and cash equivalents

Audited 30 Jun 2024		
Amortised cost	FVTPL	Total
156,905	-	156,905
147,853	1,076	148,929
87,705	-	87,705
17,886	-	17,886
786,502	-	786,502
1,196,851	1,076	1,197,927

### Financial liabilities

Interest bearing loans and borrowings
Trade and other payables
Lease liabilities

Amortised cost	Total
52,641	52,641
113,030	113,030
2,341	2,341
168,012	168,012

## 12. LEGAL MATTERS

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.

### **13. EVENT AFTER THE INTERIM PERIOD**

The directors are not aware of any material events which affected the presentation of the consolidated unaudited group results which occurred after the reporting date and up to the date of this report.

### **14. PROSPECTS**

During the first six months of the year, the Group achieved a 21% increase in profit compared to the same period last year. Looking ahead to the next six months, we anticipate various opportunities for growth and improvement across all segments. By focusing on strategic initiatives, managing costs effectively, and expanding into new markets, we aim to further enhance our financial performance.

On behalf of the Board:

PJ de W Tromp  
ME Ackermann

Windhoek, 27 March 2025

### **Sponsor on the NSE (Namibia Securities Exchange)**

Simonis Storm Securities (Proprietary) Limited  
(Member of the NSE)

